

CERTIFICATE OF AMENDMENT OF

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

AEROHIVE NETWORKS, INC.

Aerohive Networks, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

A. That this corporation was originally incorporated on March 15, 2006 pursuant to laws of the State of Delaware. An Amended and Restated Certificate of Incorporation was filed on July 31, 2006.

B. The Board of Directors of the Corporation, acting in accordance with Sections 141(f) and 242 of the General Corporation Law of the State of Delaware, adopted resolutions to amend the following provisions of the Amended and Restated Certificate of Incorporation of the Corporation:

The first paragraph of Article IV shall be amended to read in its entirety as follows:

“The total number of shares of capital stock that the Corporation shall have authority to issue is forty-four million four hundred thousand (44,400,000), consisting of thirty million (30,000,000) shares of Common Stock, US\$0.001 par value per share (the “**Common Stock**”), and fourteen million four hundred thousand (14,400,000) shares of Preferred Stock, US\$0.001 par value per share (the “**Preferred Stock**”). All fourteen million four hundred thousand (14,400,000) shares of Preferred Stock are designated as shares of “**Series A Preferred Stock**.”

C. Thereafter, pursuant to a resolution of the Board of Directors, this Certificate of Amendment was submitted to the stockholders of the Corporation for their approval, and was duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

D. All other provisions of the Amended and Restated Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, the corporation has caused this Certificate to be signed by David Flynn, its Chief Executive Officer, this March 22, 2007.

AEROHIVE NETWORKS, INC.

By: /s/ David Flynn
David Flynn,
Chief Executive Officer