

**CERTIFICATE OF AMENDMENT  
TO  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
ACUFOCUS, INC.**

AcuFocus, Inc., a corporation duly organized and existing under the General Corporation Law of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

That the amendment to the Corporation's Amended and Restated Certificate of Incorporation set forth in the following resolutions was approved by the Corporation's Board of Directors and stockholders and was duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the state of Delaware:

RESOLVED, that the first paragraph of Article FOURTH of the Amended and Restated Certificate of Incorporation of the Corporation be amended and restated to read in its entirety as follows:

**"FOURTH:** The total number of shares of all classes of stock which the Corporation shall have authority to issue is Twenty-Eight Million Nine Hundred Fifty-Nine Thousand Five Hundred Two (28,959,502) shares, of which: (i) Seventeen Million Seven Hundred Ninety-Nine Thousand Seven Hundred Fifty-One (17,799,751) shall be designated shares of common stock, \$0.0001 par value per share (the "Common Stock"), and (ii) Eleven Million One Hundred Fifty-Nine Thousand Seven Hundred Fifty-One (11,159,751) shall be designated shares of preferred stock, \$0.0001 par value per share (the "Preferred Stock"). Of the shares of designated Preferred Stock, Two Million Four Hundred Sixty-Six Thousand Six Hundred Sixty-Seven (2,466,667) shares of Preferred Stock shall be designated "Series A Convertible Preferred Stock" (the "Series A Preferred Stock"), Seven Million Nine Hundred Sixty-Eight Thousand Four Hundred Forty-Six (7,968,446) shares of Preferred Stock shall be designated "Series B Convertible Preferred Stock" (the "Series B Preferred Stock") and Seven Hundred Twenty-Four Thousand Six Hundred Thirty-Eight (724,638) shares of Preferred Stock shall be designated "Series B-1 Convertible Preferred Stock" (the "Series B-1 Preferred Stock"). The Series A Preferred Stock, the Series B Preferred Stock and Series B-1 Preferred Stock are sometimes collectively referred to as the "Preferred Stock.""

IN WITNESS WHEREOF, AcuFocus, Inc. has caused this certificate to be signed by its duly authorized President this 31st day of August, 2004.

**ACUFOCUS, INC.**

By: /s/ Edward Peterson  
Edward Peterson  
President

State of Delaware  
Secretary of State  
Division of Corporations  
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