

**THIRD CERTIFICATE OF AMENDMENT OF
SIXTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
AWAREPOINT CORPORATION**

AWAREPOINT CORPORATION (the "**Company**"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify that:

FIRST: The name of the Company is AwarePoint Corporation, the original name of the Company is AWP Acquisition Corporation and the date on which the Certificate of Incorporation of the Company was originally filed with the Secretary of State of the State of Delaware was December 5, 2003.

SECOND: The Board of Directors of the Company, acting in accordance with provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions amending its Certificate of Incorporation as follows:

1. Paragraph A of Article IV of the Sixth Amended and Restated Certificate of Incorporation, as amended by the First and Second Amendments thereto, shall be amended to read in its entirety as follows:

"**A.** The Company is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Company is authorized to issue is 280,067,470 shares, 112,300,000 shares of which shall be Common Stock (the "**Common Stock**") and 167,767,470 shares of which shall be Preferred Stock (the "**Preferred Stock**"). The Preferred Stock shall have a par value of \$0.001 per share and the Common Stock shall have a par value of \$0.001 per share."

2. The eighth and ninth sentences of Paragraph C of Article IV of the Sixth Amended and Restated Certificate of Incorporation shall be amended to read in their entirety as follows:

"30,300,000 of the authorized shares of Preferred Stock are hereby designated "Series E Preferred Stock" (the "**Series E Preferred**"). 30,300,000 of the authorized shares of Preferred Stock are hereby designated "Series E-1 Preferred Stock" (the "**Series E-1 Preferred**")."

3. Article IV, Paragraph D.5(h)(v) is hereby amended to (i) delete the word "and" at the end of subsection (G) thereunder, (ii) delete the period at the end of subsection (H) thereunder and add in its place a semicolon followed by the word "and" and (iii) add new subsection (I) thereunder to read in full as follows:

"**(I)** Convertible Securities issued pursuant to that certain Note Purchase Agreement dated on or about April 4, 2011, any shares of Series E Preferred Stock issued upon conversion of such Convertible Securities and any

shares of Common Stock issued upon conversion of such Series E Preferred Stock.”

THIRD: The foregoing amendment was submitted to the stockholders of the Company for their approval, and was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, AwarePoint Corporation has caused this Third Certificate of Amendment to be signed by its Chief Executive Officer and President this 4th day of April, 2011.

AWAREPOINT CORPORATION

By: /s/ John E. Deady
John E. (Jay) Deady
Chief Executive Officer and President