

DEC 22 2005

**CERTIFICATE OF AMENDMENT  
OF  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF**

**AIRTIGHT NETWORKS, INC.**

The undersigned, David C. King and Jai Rawat, do hereby certify that:

1. They are the duly elected Chief Executive Officer and Chief Operating Officer and Secretary, respectively, of AirTight Networks, Inc., a California corporation (the "Corporation").
2. Article IV, Section A.(4)(b) of the Amended and Restated Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

"Automatic Conversion. Each share of Preferred Stock shall automatically be converted into shares of Common Stock at the then effective applicable Conversion Rate for such share immediately prior to the closing of a firm commitment underwritten public offering pursuant to an effective registration statement on Form S-1 under the Securities Act of 1933, as amended (the "Securities Act"), covering the offer and sale of Common Stock for the account of the Corporation to the public with aggregate gross proceeds to the Company of not less than Thirty-Five Million Dollars (\$35,000,000), before deduction of underwriting discounts and commissions and registration expenses (a "Qualified IPO"). In the event of a Qualified IPO, the person(s) entitled to receive the Common Stock issuable upon such conversion of Preferred shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such underwritten public offering. In addition, each share of Series A Preferred shall be automatically converted into shares of Common Stock at the then effective Conversion Rate for the Series A Preferred on the date on which the holders of at least fifty-five percent (55%) of the outstanding shares of Series A Preferred, voting as a separate series, have voted to convert or consented in writing to the conversion of such shares into Common Stock (which conversion is hereafter referred to as the "Series A Automatic Conversion by Written Consent"). In addition, each share of Series B Preferred shall be automatically converted into shares of Common Stock at the then effective Conversion Rate for the Series B Preferred on the date on which the holders of at least fifty-five percent (55%) of the outstanding shares of Series B Preferred, voting as a separate series, have voted to convert or consented in writing to the conversion of

such shares into Common Stock (which conversion is hereafter referred to as the "Series B Automatic Conversion by Written Consent")."

3. The introductory paragraph of Article IV, Section A.(6)(b) of the Amended and Restated Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

"Approval by Series A Preferred. The Corporation shall not (whether by way of amendment of the Corporation's charter documents, merger, consolidation, reorganization, reclassification, recapitalization or otherwise), without first obtaining the approval by vote or written consent, in the manner provided by law, of the holders of at least fifty-five percent (55%) of the total number of shares of Series A Preferred then outstanding:"

4. The introductory paragraph of Article IV, Section A.(6)(c) of the Amended and Restated Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows


"Approval by Series B Preferred. The Corporation shall not (whether by way of amendment of the Corporation's charter documents, merger, consolidation, reorganization, reclassification, recapitalization or otherwise), without first obtaining the approval by vote or written consent, in the manner provided by law, of the holders of at least fifty-five percent (55%) of the total number of shares of Series B Preferred then outstanding:"

5. The foregoing amendment of the Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.
6. The foregoing amendment of the Amended and Restated Articles of Incorporation has been duly approved by the required vote of the shareholders of the Corporation in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of the Corporation is 25,277,405 shares of Common Stock, 33,201,607 shares of Series A Preferred Stock and 16,641,423 shares of Series B Preferred Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was (i) holders of at least sixty percent (60%) of the outstanding shares of Series A Preferred Stock, (ii) holders at least sixty percent (60%) of the outstanding shares of Series B Preferred Stock, and (iii) holders of a majority of the outstanding shares of the Corporation.

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We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Executed on December 22, 2005.

  
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David C. King, Chief Executive Officer

  
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Jai Rawat, Secretary