

A0659250  
2536465

**FILED** NPB  
in the office of the Secretary of State  
of the State of California

APR 05 2007

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
AIRTIGHT NETWORKS, INC.**

The undersigned, David C. King and Jai Rawat, 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. The Articles of Incorporation of the Corporation are amended and restated to read in full as follows:

**ARTICLE I**

**NAME**

The name of the Corporation is AirTight Networks, Inc.

**ARTICLE II**

**PURPOSES**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

**ARTICLE III**

**STOCK**

The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares that the Corporation is authorized to issue is two hundred seven million thirty-nine thousand six hundred twenty-eight (207,039,628) shares, of which one hundred thirty million (130,000,000) shares shall be Common Stock and seventy-seven million thirty-nine thousand six hundred twenty-eight (77,039,628) shares shall be Preferred Stock. Of the authorized shares of Preferred Stock, thirty-three million two hundred one thousand six hundred seven (33,201,607) shares shall be designated Series A Preferred Stock ("Series A Preferred"), nineteen million nine hundred sixty-nine thousand seven hundred eight (19,969,708) shares shall be designated Series B Preferred Stock ("Series B Preferred") and twenty-three million eight hundred sixty-eight thousand three hundred thirteen (23,868,313) shares shall be designated Series C Preferred stock ("Series C Preferred").

## ARTICLE IV

### RIGHTS, PREFERENCES, PRIVILEGES AND RESTRICTIONS ON STOCK

A. Preferred Stock. The Corporation shall from time to time in accordance with the laws of the State of California increase the authorized amount of its Common Stock if at any time the number of shares of Common Stock remaining unissued and available for issuance shall not be sufficient to permit conversion of the Preferred Stock.

The rights, preferences, privileges and restrictions granted to and imposed on the Preferred Stock are as follows:

(1) Definitions. For purposes of this Article IV, the following definitions shall apply:

(a) "Original Issue Price" shall mean \$0.30872 per share for the Series A Preferred, \$0.60091 per share for the Series B Preferred and \$0.60750 per share for the Series C Preferred (each as appropriately adjusted for any combinations, consolidations, subdivisions, stock splits or stock dividends with respect to such shares of Series A Preferred, Series B Preferred or Series C Preferred, as applicable).

(b) "Preferred Stock" shall mean the Series A Preferred, the Series B Preferred and the Series C Preferred.

(2) Dividends. The holders of outstanding shares of Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets at the time legally available therefor, dividends at the rate of 6% of the applicable Original Issue Price per share per annum on each outstanding share of Preferred Stock, before any dividend (payable other than in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock of the Corporation) is paid on Common Stock. The right to such dividends on shares of Preferred Stock shall be non-cumulative. After payment of such dividends, any additional dividends shall be distributed among the holders of Preferred Stock and Common Stock pro rata based on the number of shares of Common Stock then held by each holder (assuming conversion of all such Preferred Stock into Common Stock). No dividends (payable other than in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock of the Corporation) shall be paid on any share of Common Stock unless the preferential dividends of the Preferred Stock as aforesaid shall have been paid in full and, in addition, a dividend (including the amount of any dividends paid pursuant to the above provisions of this Subsection A.(2)) is paid with respect to all outstanding shares of Preferred Stock in an amount for each such share of Preferred Stock equal to the aggregate amount of such dividends for all shares of Common Stock into which each such share of Preferred Stock could then be converted. If at any time or from time to time after the Original Issue Date (as defined in Subsection A.(4)(d)(i)(2) below) the Corporation pays a dividend or makes another distribution to the holders of the Common Stock payable in

securities of the Corporation, other than in shares of Common Stock then in each such event the dividend or other distribution, as applicable, shall be distributed among the holders of Preferred Stock and Common Stock pro rata based on the number of shares of Common Stock then held by each holder (assuming conversion of all such Preferred Stock into Common Stock).

(3) Liquidation Preference.

(a) In the event of any Liquidation Event (as defined in Subsection A.(3)(c)), the holders of the Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Common Stock by reason of their ownership thereof, out of assets and funds legally available for distribution to shareholders, the amount of (i) \$0.30872 per share for each share of Series A Preferred then held by them, plus an amount per share equal to all declared but unpaid dividends per share, if any, on the Series A Preferred (the "Series A Liquidation Preference"). (ii) \$0.60091 per share for each share of Series B Preferred then held by them, plus an amount per share equal to all declared but unpaid dividends per share, if any, on the Series B Preferred (the "Series B Liquidation Preference"). and (iii) \$0.60750 per share for each share of Series C Preferred then held by them, plus an amount per share equal to all declared but unpaid dividends per share, if any, on the Series C Preferred (the "Series C Liquidation Preference"). If, upon the occurrence of such event, the assets and funds thus distributed among the holders of the Preferred Stock shall be insufficient to permit the payment to such holders of the full preferential amounts of the Series A Liquidation Preference, the Series B Liquidation Preference and the Series C Liquidation Preference, then the entire assets and funds of the Corporation legally available for distribution to shareholders shall be distributed ratably among the holders of the Preferred Stock in proportion to the respective preferential amounts each such holder would have otherwise been entitled to receive upon such distribution if all amounts payable on or with respect to such shares were paid in full.

(b) After payment has been made to the holders of Preferred Stock of the full amounts to which they shall be entitled as aforesaid, any remaining assets shall be distributed ratably to the holders of the Corporation's Common Stock and Preferred Stock (on an as-converted basis); provided that, the holders of Preferred Stock shall only be entitled to receive (including amounts distributed pursuant to Subsection A.(3)(a)) distributions up to the aggregate amount of (i) \$0.61744 per share of Series A Preferred (as adjusted for any combinations, consolidations, subdivisions, splits or stock dividends with respect to such shares of Series A Preferred), (ii) \$1.20182 per share of Series B Preferred (as adjusted for any combinations, consolidations, subdivisions, splits or stock dividends with respect to such shares of Series B Preferred) and (iii) \$1.21500 per share of Series C Preferred (as adjusted for any combinations, consolidations, subdivisions, splits or stock dividends with respect to such shares of Series C Preferred).

(c) For purposes of this Subsection A.(3), a "Liquidation Event" means: (i) any liquidation, dissolution or winding up, either voluntary or involuntary, of the Corporation, (ii) a merger or consolidation of the Corporation with or into any other entity or entities as a result of which shareholders of the Corporation immediately prior to the consummation of the merger or consolidation hold, on account of securities of the Corporation held by them immediately prior to

such consummation, less than 50% of the voting securities of the surviving entity or entities, (iii) the sale or exclusive licensing of all or substantially all of the assets of the Corporation, or (iv) a transaction or series of related transactions as a result of which the holders of the Corporation's outstanding voting securities immediately prior to such transaction or series of related transactions owned less than a majority of the outstanding voting power of the Corporation immediately after such transaction or series of related transactions.

(d) Whenever the distribution or consideration provided for in this Subsection A.(3) shall be payable in securities or property other than cash, the value of such distribution or consideration shall be the fair market value of such securities or other property as determined in good faith by the Board of Directors subject to the approval of the holders of a majority of the then outstanding shares of Preferred Stock.

(e) Each holder of an outstanding share of Preferred Stock shall be deemed to have consented, for purposes of Sections 502 and 503 of the General Corporation Law of California, to distributions made by the Corporation in connection with the repurchase of shares of Common Stock issued to or held by officers, directors, employees or consultants upon termination of their employment or services or in connection with the exercise by the Corporation of contractual rights of first refusal or first offer pursuant to agreements providing for the right of said repurchase between the Corporation and such persons, provided that the terms of such repurchase shall have been approved by the Board of Directors.

(4) Conversion. The holders of the Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert. Each share of Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for the Preferred Stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Original Issue Price for the relevant series by the Conversion Price for such series in effect at the time of the conversion. The initial "Conversion Price" per share for shares of Series A Preferred shall be \$0.30872, the initial Conversion Price per share for shares of Series B Preferred shall be \$0.60091 and the initial Conversion Price per share for shares of Series C Preferred shall be \$0.60750; provided, however, that each such Conversion Price shall be subject to adjustment as hereinafter provided. The number of shares of Common Stock into which each share of a given series of Preferred Stock may be converted is hereinafter referred to as the "Conversion Rate" for such series.

(b) 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) and a public offering price per share of at least One Dollar Eighty-Two and Twenty-Five Hundredth Cents (\$1.8225) per share (as appropriately adjusted

for any combinations, consolidations, subdivisions, stock splits or stock dividends with respect to such shares of Common Stock), 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"). In addition, each share of Series C Preferred shall be automatically converted into shares of Common Stock at the then effective Conversion Rate for the Series C Preferred on the date on which the holders of at least fifty-five percent (55%) of the outstanding shares of Series C 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 C Automatic Conversion by Written Consent").

(c) Mechanics of Conversion.

(i) No fractional shares of Common Stock shall be issued upon conversion of Preferred Stock. In lieu of any fractional share to which a holder would otherwise be entitled (determined on a certificate by certificate basis), the Corporation shall pay cash equal to such fraction multiplied by the then fair value of a share of Common Stock as determined in accordance with Section 407 of the General Corporation Law of California.

(ii) Before any holder of Preferred Stock shall be entitled to convert the same into full shares of Common Stock, he or she shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Preferred Stock, and shall give written notice to the Corporation at such office that he or she elects to convert the same. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Preferred Stock, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock. Upon conversion of only a portion of the number of shares of Preferred Stock represented by a certificate surrendered for conversion, the Corporation shall issue and deliver to or upon the written order of the holder of the certificate so surrendered for conversion, at the expense of the Corporation, a new certificate covering the number of shares of Preferred Stock representing the unconverted portion of the certificate so surrendered.

(iii) Such conversion shall not terminate the rights of the holders of Preferred Stock or Common Stock issuable upon conversion of the Preferred Stock to receive dividends which have been declared with respect to the Preferred Stock as of a record date prior to the date of conversion. Except as set forth in Subsection A.(4)(b) above, such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date. If the conversion is in connection with an underwritten offer of securities registered pursuant to the Securities Act, the conversion may, at the option of any holder tendering Preferred Stock for conversion, be conditioned upon the closing with the underwriter of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive the Common Stock issuable upon such conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such sale of securities.

(d) Conversion Price Adjustments. The Conversion Price applicable to a series of Preferred Stock shall be subject to adjustment from time to time as follows:

(i) Special Definitions. For purposes of this Subsection A.(4)(d), the following definitions shall apply:

(1) "Options" shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire either Common Stock or Convertible Securities.

(2) "Original Issue Date" shall mean the first date upon which any shares of Series C Preferred were issued.

(3) "Convertible Securities" shall mean any evidences of indebtedness, shares (other than Common Stock and Preferred Stock) or other securities directly or indirectly convertible into or exchangeable for Common Stock.

(4) "Additional Shares of Common Stock" shall mean all shares of Common Stock issued (or, pursuant to Subsection A.(4)(d)(iii), deemed to be issued) by the Corporation after the Original Issue Date, other than:

(A) shares of Common Stock issued or issuable upon the conversion of shares of Preferred Stock;

(B) up to an aggregate 14,500,000 shares of Common Stock (as adjusted for any applicable stock splits, combinations or similar events) issued or issuable to employees, officers or directors of, or consultants or advisors to, the Corporation or any subsidiary of the Corporation pursuant to stock purchase or stock option plans or other arrangements, upon the approval of at least seventy-five percent (75%) of the members of the Board of Directors, and such additional shares, if any, as shall have been approved by (x) at least seventy-five percent (75%) of

the members of the Board of Directors and (y) holders of a majority of the then outstanding Preferred Stock;

(C) up to an aggregate 1,500,000 shares of Common Stock (as adjusted for any applicable stock splits, combinations or similar events) issued or issuable upon exercise of warrants issued to financial institutions or lessors in connection with commercial credit arrangements, equipment financings, commercial property lease transactions or similar transactions as shall have been approved by at least seventy-five percent (75%) of the members of the Board of Directors and such additional shares, if any, as shall have been approved by (x) at least seventy-five percent (75%) of the members of the Board of Directors and (y) holders of a majority of the then outstanding Preferred Stock;

(D) shares of Common Stock issued or issuable as a dividend or distribution on any capital stock of the Company approved by at least seventy-five percent (75%) of the members of the Board of Directors;

(E) up to an aggregate 14,500,000 shares of Common Stock (as adjusted for any applicable stock splits, combinations or similar events) issued or issuable (a) pursuant to commercial or strategic partnering arrangements that are not primarily for equity financing purposes or (b) in connection with the Corporation's merger with or acquisition of another corporation or other entity, in each case, as shall have been approved by at least seventy-five percent (75%) of the members of the Board of Directors and such additional shares, if any, as shall have been approved by (x) at least seventy-five percent (75%) of the members of the Board of Directors and (y) holders of a majority of the then outstanding Preferred Stock;

(F) shares of Common Stock issued or issuable upon exercise or conversion of warrants, options, rights or convertible securities if such warrants, options, rights or convertible securities were outstanding on the Original Issue Date;

(G) shares of Common Stock issued or issuable pursuant to a Qualified IPO;

(H) shares of Common Stock issued or issuable pursuant to a Liquidation Event; or

(I) shares of Common Stock issued or issuable pursuant to any event for which an appropriate adjustment to protect the conversion rights of the Preferred Stock is otherwise made pursuant to Subsection (vi), (vii), (viii), (ix) or (x) below.

(ii) No Adjustment of Conversion Price. No adjustment in the Conversion Price applicable to a series of Preferred Stock shall be made in respect of the issuance or deemed issuance of Additional Shares of Common Stock unless the consideration per share for an Additional Share of Common Stock issued or deemed to be issued by the Corporation is less than the Conversion Price for such series of Preferred Stock in effect on the date of, and immediately prior to such issue.

(iii) Deemed Issue of Additional Shares of Common Stock. Except as provided in Subsection A.(4)(d)(i)(4) above, in the event the Corporation at any time or from time to time after the Original Issue Date shall issue any Options or Convertible Securities or shall fix a record date for the determination of holders of any class of securities entitled to receive any such Options or Convertible Securities, then the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein for a subsequent adjustment of such number) of Common Stock ultimately issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such record date, provided that in any such case in which Additional Shares of Common Stock are deemed to be issued which results in an adjustment to the Conversion Price of any series of Preferred Stock hereunder:

(1) no further adjustment in the Conversion Price of any series of Preferred Stock shall be made upon the subsequent issue of Convertible Securities or shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

(2) if such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase or decrease in the consideration payable to the Corporation, or increase or decrease in the number of shares of Common Stock ultimately issuable upon the exercise, conversion or exchange thereof, the Conversion Price of each series of Preferred Stock computed upon the original deemed issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities; and

(3) upon the expiration of any such Options or any rights of conversion or exchange under such Convertible Securities which shall not have been exercised, if the Conversion Price of a series of Preferred Stock shall have been adjusted upon the original issuance thereof or shall have been subsequently adjusted pursuant to clause (2) above, such Conversion Price shall be recomputed as if:

(A) in the case of Convertible Securities or Options for Common Stock, the only Additional Shares of Common Stock deemed issued were shares of Common Stock, if any, actually issued upon the exercise of such Options or the conversion or exchange of such Convertible Securities, and the consideration received therefor was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration actually received by the Corporation upon such exercise, or for the issue of all such Convertible Securities which were actually converted or exchanged plus the consideration actually received by the Corporation upon such conversion or exchange, if any; and



(B) in the case of Options for Convertible Securities, only the Convertible Securities, if any, actually issued upon the exercise thereof were issued at the time of issue of such Options and the consideration received by the Corporation for the Additional Shares of Common Stock deemed to have been then issued was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration deemed to have been received by the Corporation upon the issue of the Convertible Securities with respect to which such Options were actually exercised; and

(4) no readjustment pursuant to clause (2) or (3) above shall have the effect of increasing the Conversion Price of a series of Preferred Stock to an amount which exceeds the initial Conversion Price of such series of Preferred Stock.

(iv) Adjustment of Conversion Price Upon Issuance of Additional Shares of Common Stock. In the event the Corporation shall issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Subsection A.(4)(d)(iii)) without consideration or for a consideration per share less than the applicable Conversion Price of a series of Preferred Stock in effect on the date of and immediately prior to such issue, then and in such event, the Conversion Price of such series of Preferred Stock shall be reduced, concurrently with such issue, to a price (calculated to the nearest cent) determined by multiplying such Conversion Price in effect on the date of and immediately prior to such issue by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such issue, including any Common Stock issuable pursuant to any then outstanding options or warrants for Common Stock or any class or series of stock, notes, or other securities directly or indirectly convertible into Common Stock (including but not limited to the Preferred Stock), plus the number of shares of Common Stock which the aggregate consideration received by the Corporation for the total number of Additional Shares of Common Stock so issued or deemed issued would purchase at such Conversion Price in effect on the date of and immediately prior to such issue; and the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to such issue, including any Common Stock issuable pursuant to any then outstanding options or warrants for Common Stock or any class or series of stock, notes, or other securities directly or indirectly convertible into Common Stock (including but not limited to the Preferred Stock) outstanding immediately prior to such issue or deemed issue, plus the number of such Additional Shares of Common Stock so issued or deemed issued.

(v) Determination of Consideration. For purposes of this Subsection A.(4)(d), the consideration received by the Corporation for the issue or deemed issue of any Additional Shares of Common Stock shall be computed as follows:

(1) Cash and Property. Such consideration shall:

(A) insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation excluding amounts paid or payable for accrued interest or accrued dividends;

(B) insofar as it consists of property other than cash, be computed at the fair value thereof at the time of such issue, as determined in good faith by the Board of Directors subject to the reasonable approval of the holders of a majority in interest of the then outstanding shares of Preferred Stock; and

(C) in the event Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration which covers both, be the proportion of such consideration so received, computed as provided in clauses (A) and (B) above, as determined in good faith by the Board of Directors subject to the reasonable approval of the holders of a majority in interest of the then outstanding shares of Preferred Stock.

(2) Options and Convertible Securities. The consideration per share received by the Corporation for Additional Shares of Common Stock deemed to have been issued pursuant to Subsection A.(4)(d)(iii), relating to Options and Convertible Securities, shall be determined by dividing

(A) the total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such consideration) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such options for Convertible Securities and the conversion or exchange of such Convertible Securities by

(B) the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such number) ultimately issuable upon the exercise of such Options or the conversion or exchange of such Convertible Securities.

(vi) Adjustments for Stock Dividends, Subdivisions, or Split-ups of Common Stock. If the number of shares of Common Stock outstanding at any time after the filing of these Amended and Restated Articles of Incorporation is increased by a stock dividend payable in shares of Common Stock or by a subdivision or split-up of shares of Common Stock, then, effective at the close of business upon the record date fixed for the determination of holders of Common Stock entitled to receive such stock dividend, subdivision or split-up, the Conversion Price of each series of Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of Preferred Stock shall be increased in proportion to such increase of outstanding shares of Common Stock.

(vii) Adjustments for Combinations of Common Stock. If the number of shares of Common Stock outstanding at any time after the filing of these Amended and Restated Articles of Incorporation is decreased by a combination of the outstanding shares of Common Stock, then, effective at the close of business upon the record date of such combination,

the Conversion Price of each series of Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of Preferred Stock shall be decreased in proportion to such decrease in outstanding shares of Common Stock.

(viii) Adjustments for Recapitalizations, Reclassifications, etc. If the Common Stock issuable upon conversion of the Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock or other securities or property, whether by reclassification, exchange, recapitalization, or otherwise (other than a subdivision or combination of shares provided for in Subsection A.(4)(d)(vi) or A.(4)(d)(vii) above or a reorganization, merger or consolidation for which adjustment is otherwise made in Subsection A.(4)(d)(ix) below), then in any such event each holder of Preferred Stock shall have the right thereafter to convert such stock into the kind and amount of stock and other securities and property receivable upon such recapitalization, reclassification, exchange or other change by holders of the number of shares of Common Stock into which such shares of Preferred Stock could have been converted immediately prior to such recapitalization, exchange, reclassification, merger, consolidation, reorganization or change, all subject to further adjustment as provided herein or with respect to such other securities or property by the terms thereof.

(ix) Reorganizations, Mergers and Consolidations. If at any time or from time to time after the Original Issue Date there is a reorganization of the Corporation (other than a recapitalization, subdivision, combination, reclassification or exchange of shares provided for elsewhere in this Subsection A.(4)(d)) or a merger or consolidation of the Corporation with or into another corporation (except a Liquidation Event), then, as a part of such reorganization, merger or consolidation, provision shall be made so that the holders of the Preferred Stock thereafter shall be entitled to receive, upon conversion of the Preferred Stock held by them, the number of shares of stock or other securities or property of the Corporation, or of such successor corporation resulting from such reorganization, merger or consolidation, to which a holder of Common Stock deliverable upon conversion would have been entitled on such reorganization, merger or consolidation. In any such case, appropriate adjustment shall be made in the application of the provisions of this Subsection A.(4)(d)(ix) with respect to the rights of the holders of the Preferred Stock after the reorganization, merger or consolidation to the end that the provision of this Subsection A.(4)(d)(ix) (including adjustment of the applicable Conversion Price then in effect and number of shares issuable upon conversion of the Preferred Stock) shall be applicable after that event and be as nearly equivalent to the provisions hereof as may be practicable. This Subsection A.(4)(d)(ix) shall similarly apply to successive reorganizations, mergers and consolidations.

(e) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Price of a series of Preferred Stock pursuant to this Subsection A.(4), the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of such Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Price of a series

of Preferred Stock at the time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of such Preferred Stock.

(f) Status of Converted Stock. In the event any shares of Preferred Stock shall be converted pursuant to Subsection A.(4) hereof, the shares so converted shall be canceled and shall not be issuable by the Corporation and the Articles of Incorporation of the Corporation shall be appropriately amended to effect the corresponding reduction in the Corporation's authorized capital stock.

(g) Notices of Record Date. In the event that the Corporation shall propose at any time:

(i) to declare any dividend or distribution upon its Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus;

(ii) to offer for subscription pro rata to the holders of any class or series of its stock any additional shares of stock of any class or series or other rights;

(iii) to effect any reclassification or recapitalization of any class or series of capital stock then outstanding; or

(iv) to merge or consolidate with or into any other corporation, or sell, lease or convey all or substantially all its property or business, or to liquidate, dissolve or wind up;

then, in connection with each such event, the Corporation shall send to the holders of Preferred Stock:

(1) at least twenty (20) days' prior written notice of the date on which a record shall be taken for such dividend, distribution or subscription rights (and specifying the date on which the holders of Common Stock shall be entitled thereto in respect of the matters referred to in (i) and (ii) above or for determining rights to vote in respect of the matters referred to in (iii) and (iv) above; and

(2) in the case of the matters referred to in (iii) and (iv) above, at least twenty (20) days' prior written notice of the date when the same shall take place (and specifying the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for securities or other property deliverable upon the occurrence of such event).

Each such written notice shall be delivered personally or given by first class mail, postage prepaid, addressed to the holders of Preferred Stock at the address for each such holder as shown on the books of the Corporation.

(5) Voting Rights. Each holder of shares of Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Preferred Stock could be converted on the record date for the vote or consent of shareholders and, except as otherwise required by law or expressly provided herein, shall have voting rights and powers equal to the voting rights and powers of the Common Stock on all matters. The holder of each share of Preferred Stock shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation and shall vote with holders of the Common Stock upon the election of directors and upon any other matter submitted to a vote of shareholders, except on those matters required by law or these Amended and Restated Articles of Incorporation to be submitted to a class vote. Fractional votes by the holders of Preferred Stock shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number.

(6) Protective Provisions.

(a) Approval by Preferred Stock. 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 a majority of the total number of shares of Preferred Stock then outstanding, voting together as a single class and on an as-converted basis:

(i) alter or change any of the powers, preferences, privileges or rights of the Preferred Stock, whether by article amendment, merger, reorganization, reclassification, recapitalization or otherwise;

(ii) increase the number of authorized Preferred Stock or Common Stock;

(iii) create or issue any new class of capital stock of the Corporation having rights, preferences or privileges senior to or on parity with the Series A Preferred, Series B Preferred or Series C Preferred;

(iv) repurchase, redeem or otherwise acquire any shares of Common Stock or Preferred Stock, other than repurchases of shares of Common Stock at or below cost pursuant to restriction agreements or issued to or held by officers, directors, employees or consultants upon termination of their employment or services or in connection with the exercise by the Corporation of its contractual right of first refusal or first offer pursuant to agreements providing for the right of said repurchase between the Corporation and such persons;

(v) authorize the payment of any dividend (including any dividend payable in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock of the Corporation) to any holders of any class or series of capital stock (other than as contemplated by clause (iv) above);

(vi) approve or effect the liquidation, dissolution or winding up of the Corporation;

(vii) incur debt in excess of \$250,000, except for intercompany loans and letters of credit required in the ordinary course of business, unless previously approved by at least seventy-five percent (75%) of the members of the Board of Directors;

(viii) reclassify any outstanding shares of capital stock of the Corporation into shares or securities that are senior to or on parity with any of the rights, preferences or privileges of the Series A Preferred, Series B Preferred or Series C Preferred;

(ix) effect the sale or license by the Corporation of a substantial portion of its assets;

(x) permit AirTight Networks Private Ltd and AirTight Networks UK Limited, the Corporation's subsidiaries (the "Subsidiaries"), to take any of the following actions, and the Corporation shall take such actions as are necessary to prevent the Subsidiaries from taking any of the following actions without the approval of the Board of Directors of the Corporation and the approval of the holders of at least a majority of the total number of shares of Preferred Stock then outstanding, voting together as a single class and on an as-converted basis: (i) issue any of its securities of any kind, including rights or options to acquire securities, (ii) sell, license or otherwise transfer all or substantially all of its assets, (iii) merge or consolidate with any other entity or entities, (iv) engage in any material transaction outside of the ordinary course of business, or (v) enter into any agreement to do any of the foregoing;

(xi) effect a merger or consolidation of the Corporation with or into any other entity or entities, or any other transaction or series of related transactions, as a result of which shareholders of the Corporation immediately prior to the consummation of the merger or consolidation or other transaction or series of related transactions hold, on account of securities of the Corporation held by them immediately prior to such consummation, less than 50% of the voting securities of the surviving entity or entities, or any other transaction or series of related transactions in which more than 50% of the voting power of the Corporation is disposed of;

(xii) amend these Amended and Restated Articles of Incorporation or the Corporation's Bylaws, including without limitation any amendment or waiver effected through a merger, reorganization and/or consolidation;

(xiii) increase or decrease the authorized number of directors constituting the Board of Directors;

(xiv) increase or decrease the number of shares available under the Corporation's stock option plan from the current number of authorized shares; or

(xv) enter into any transaction that would result in the taxation of holders of the Series C Preferred under Section 305 of the Internal Revenue Code of 1986, as amended.

(b) 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:

(i) alter or change any of the powers, preferences, privileges or rights of the Series A Preferred, whether by article amendment, merger, reorganization, reclassification, recapitalization or otherwise, in a manner that adversely affects the Series A Preferred and is different from the manner in which it affects the other series of Preferred Stock;

(ii) increase the number of authorized Series A Preferred;

(iii) create or authorize any new class or series of capital stock of the Corporation having rights, preferences or privileges senior to or on parity with the Series A Preferred in a manner that adversely affects the Series A Preferred and is different from the manner in which it affects the other series of Preferred Stock;

(iv) reclassify any outstanding shares of capital stock of the Corporation into shares or securities that are senior to or on parity with any of the rights, preferences or privileges of the Series A Preferred in a manner that adversely affects the Series A Preferred and is different from the manner in which it affects the other series of Preferred Stock; or

(v) alter or change the provisions of Section 4(b) with respect to Series A Automatic Conversion by Written Consent or any of the provisions of this Section 6(b).

(c) 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:

(i) alter or change any of the powers, preferences, privileges or rights of the Series B Preferred, whether by article amendment, merger, reorganization, reclassification, recapitalization or otherwise, in a manner that adversely affects the Series B Preferred and is different from the manner in which it affects the other series of Preferred Stock;

(ii) increase the number of authorized Series B Preferred;

(iii) create or authorize any new class or series of capital stock of the Corporation having rights, preferences or privileges senior to or on parity with the Series B

Preferred in a manner that adversely affects the Series B Preferred and is different from the manner in which it affects the other series of Preferred Stock;

(iv) reclassify any outstanding shares of capital stock of the Corporation into shares or securities that are senior to or on parity with any of the rights, preferences or privileges of the Series B Preferred in a manner that adversely affects the Series B Preferred and is different from the manner in which it affects the other series of Preferred Stock; or

(v) alter or change the provisions of Section 4(b) with respect to Series B Automatic Conversion by Written Consent or any of the provisions of this Section 6(c).

(d) Approval by Series C 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 C Preferred then outstanding:

(i) alter or change any of the powers, preferences, privileges or rights of the Series C Preferred, whether by article amendment, merger, reorganization, reclassification, recapitalization or otherwise, in a manner that adversely affects the Series C Preferred and is different from the manner in which it affects the other series of Preferred Stock;

(ii) increase the number of authorized Series C Preferred;

(iii) create or authorize any new class or series of capital stock of the Corporation having rights, preferences or privileges senior to or on parity with the Series C Preferred in a manner that adversely affects the Series C Preferred and is different from the manner in which it affects the other series of Preferred Stock;

(iv) reclassify any outstanding shares of capital stock of the Corporation into shares or securities that are senior to or on parity with any of the rights, preferences or privileges of the Series C Preferred in a manner that adversely affects the Series C Preferred and is different from the manner in which it affects the other series of Preferred Stock; or

(v) alter or change the provisions of Section 4(b) with respect to Series C Automatic Conversion by Written Consent or any of the provisions of this Section 6(d).

(7) Board of Directors. The number of authorized members of the Board of Directors shall be seven (7).

(a) Election of Directors.

(i) Series A Preferred Directors. Notwithstanding Subsection A.(5), so long as at least 8,300,402 shares of Series A Preferred are outstanding (as adjusted for any applicable stock splits, combinations or similar events with respect to such shares of



Series A Preferred), the holders of the Series A Preferred, voting as a separate series, shall be entitled to elect two members of the Corporation's Board of Directors.

(ii) Series B Preferred Director. Notwithstanding

Subsection A.(5), so long as at least 5,000,000 shares of Series B Preferred are outstanding (as adjusted for any applicable stock splits, combinations or similar events with respect to such shares of Series B Preferred), the holders of the Series B Preferred, voting as a separate series, shall be entitled to elect one member of the Corporation's Board of Directors.

(iii) Series C Preferred Director. Notwithstanding

Subsection A.(5), so long as at least 6,000,000 shares of Series C Preferred are outstanding (as adjusted for any applicable stock splits, combinations or similar events with respect to such shares of Series C Preferred), the holders of the Series C Preferred, voting as a separate series, shall be entitled to elect one member of the Corporation's Board of Directors.

(iv) Common Stock Directors. Notwithstanding Subsection A.(5),

The holders of the Common Stock, voting as a separate class, shall be entitled to elect two members of the Board of Directors.

(v) Other Directors. Any remaining members of the Corporation's

Board of Directors shall be elected by the holders of Common Stock and the Preferred Stock voting together as a single class on an as-converted into Common Stock basis.

(b) Vacancy. In the case of any vacancy in the office of a director elected

by the holders of a class, classes or a series of stock pursuant to Subsection A.(7)(a), a successor shall be elected to hold office for the unexpired term of office of such director by the affirmative vote of the holders of a majority of the outstanding class, classes or series with voting power to elect him or her given at a special meeting of shareholders duly called or by an action by written consent for that purpose. Subject to Sections 302 and 303 of the General Corporation Law of California, any director elected by the holders of a class, classes or a series of stock may be removed during such director's term of office, either for or without cause, by and only by the affirmative vote of the holders of the outstanding class, classes or series with voting power to elect him or her given at a special meeting of shareholders duly called or by an action by written consent for that purpose.

B. Common Stock.

(1) Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Corporation's Board of Directors.

(2) Liquidation Rights. Upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation shall be distributed as provided in Article IV, Section A.(3) hereof.

(3) Voting Rights. The holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

## ARTICLE V

### LIABILITY OF DIRECTORS AND INDEMNIFICATION OF AGENTS

A. Limitation on Directors' Liability. The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

B. Indemnification of Corporate Agents. The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California General Corporation Law) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California General Corporation Law, subject only to the applicable limits set forth in Section 204 of the California General Corporation Law with respect to actions for breach of duty to the Corporation and its shareholders.

C. Repeal or Modification. Any repeal or modification of the foregoing provisions of this Article V by the shareholders of the Corporation shall not adversely affect any right of indemnification, limitation of liability or other protection of an agent of the Corporation relating to acts or omissions occurring prior to such repeal or modification.

---

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.

4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 and 903 of the California General Corporation Law. The total number of outstanding shares of the Corporation is 25,228,343 shares of Common Stock and 33,201,607 shares of Series A Preferred Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required under the law and the Articles of Incorporation in effect at the time of this amendment was more than 50% of the outstanding Common Stock and more than 50% of the outstanding Series A Preferred Stock.

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

Executed on April 5, 2007.

  
\_\_\_\_\_  
David C. King, Chief Executive Officer

  
\_\_\_\_\_  
Jai Rawat, Secretary