

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
ANDORA, INC.

Andora, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation by written consent duly adopted resolutions proposing and declaring advisable that the Certificate of Incorporation of the Corporation, as amended, be further amended and that such amendments be submitted to the stockholders of the Corporation for their consideration, as follows:

RESOLVED: That the Board of Directors of the Corporation recommends and deems it advisable that the Certificate of Incorporation of the Corporation, as amended, be further amended by deleting Section 1 of Article FOURTH thereof and inserting in its place the following Section 1 of Article FOURTH (the "Section 1 Amendment"):

"Section 1. CAPITAL STOCK

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 7,519,048 consisting of 4,905,411 shares of common stock, \$0.001 par value per share (the "Common Stock"), and 2,613,637 shares of preferred stock, \$0.001 par value per share (the "Preferred Stock")."

RESOLVED: That the Board of Directors of the Corporation recommends and deems it advisable that the Certificate of Incorporation of the Corporation, as amended, be further amended by deleting Section 3.1 of Article FOURTH thereof and inserting in its place the following Section 3.1 of Article FOURTH (the "Section 3.1 Amendment" and along with the Section 1 Amendment, the "Amendments"):

"3.1. Designation. 714,286 shares of the Preferred Stock which the Corporation has the authority to issue are hereby designated and shall be known as the "Series A Convertible Preferred Stock" (the "Series A Preferred"), and 1,899,351 shares of the Preferred Stock which the Corporation has the authority to issue are hereby designated and shall be known

as the "Series A-1 Convertible Preferred Stock" (the "Series A-1 Preferred")."

RESOLVED: That the Board of Directors recommends to the holders of the Corporation's capital stock (such holders collectively, the "Stockholders") that the Amendments be approved; and that the Amendments be submitted to the Stockholders for approval.


RESOLVED: That the officers of this Corporation be, and they hereby are, and each of them hereby is, authorized and directed (i) to prepare, execute and file with the Secretary of State of the State of Delaware a Certificate of Amendment setting forth the aforesaid Amendments in the form approved by the Stockholders and (ii) to take any and all other actions necessary, desirable or convenient to give effect to the aforesaid amendments or otherwise to carry out the purposes of the foregoing Resolutions.

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendments in accordance with the provisions of section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendments were duly adopted in accordance with the applicable provisions of sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by Amir Nashat, its President, this 5<sup>th</sup> day of December, 2006.

ANDORA, INC.

By:   
Amir Nashat  
President