

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

AcuFocus, 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:

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

RESOLVED, that Article FOURTH of the Amended and Restated Certificate of Incorporation of the Corporation be amended and restated by deleting the first paragraph of Article FOURTH thereof in its entirety and replacing it with the following:

"The total number of shares of all classes of stock which the Corporation shall have authority to issue is Sixty-Six Million Seven Hundred Ninety-Seven Thousand Eight Hundred Sixty (66,797,860) shares, of which: (i) Forty-One Million Seven Hundred Thousand (41,700,000) shall be designated shares of common stock, \$0.0001 par value per share (the "Common Stock"), and (ii) Twenty Five Million Ninety-Seven Thousand Eight Hundred Sixty (25,097,860) shall be designated shares of preferred stock, \$0.0001 par value per share (the "Preferred Stock"). Of the shares 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"), 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"), Nine Million Three Hundred Seventy-Seven Thousand Thirty-Nine (9,377,039) shares of Preferred Stock shall be designated "Series C Convertible Preferred Stock" (the "Series C Preferred Stock"), Two Million Four Hundred Fifty Thousand (2,450,000) shares of Preferred Stock shall be designated "Series D Convertible Preferred Stock" (the "Series D Preferred Stock"), One Million One Hundred Eleven Thousand Seventy (1,111,070) shares of Preferred Stock shall be designated "Series E Convertible Preferred Stock" (the "Series E Preferred Stock") and One Million (1,000,000) shares of Preferred Stock shall be designated "Series F Convertible Preferred Stock" (the "Series F Preferred Stock")."

IN WITNESS WHEREOF, AcuFocus, Inc. has caused this certificate to be signed by its duly authorized President this 22nd day of June, 2010.

ACUFOCUS, INC.

By: /s/ Edward Peterson
Edward Peterson
President