

**SECOND AMENDMENT
TO
THIRTEENTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
AOPTIX TECHNOLOGIES, INC.**

AOptix Technologies, Inc., a corporation organized and existing under and by virtue of the provisions of the Delaware General Corporation Law,

DOES HEREBY CERTIFY THAT:

ONE: The name of this corporation is AOptix Technologies, Inc., and that this corporation (the "**Corporation**") was originally incorporated pursuant to the General Corporation Law of the State of Delaware on March 13, 2000, under the name "Zyoptics, Inc."

TWO: The undersigned is the duly elected and acting President and Chief Executive Officer of the Corporation.

THREE: The Board of Directors of the Corporation, acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, duly adopted resolutions amending the Thirteenth Amended and Restated Certificate of Incorporation of the Corporation as follows:

The first paragraph of Article IV as set forth in the Thirteenth Amended and Restated Certificate of Incorporation of the Corporation is hereby amended and restated to read in its entirety as follows:

"The Company is authorized to issue two classes of stock, to be designated Common Stock and Preferred Stock. The aggregate number of shares that the Company shall have authority to issue is 647,981,171 consisting of 366,807,965 shares of Common Stock, par value \$0.01 per share, and 281,173,206 shares of Preferred Stock, par value \$0.01 per share."

The second paragraph of Article IV as set forth in the Thirteenth Amended and Restated Certificate of Incorporation of the Corporation is hereby amended and restated to read in its entirety as follows:

"The shares of Preferred Stock may be issued from time to time in one or more series. The first series shall be designated "Series AA-1 Preferred Stock" and shall consist of 64,502,822 shares. The second series shall be designated "Series B-1 Preferred Stock" and shall consist of 52,628,832 shares. The third series shall be designated "Series C-1 Preferred Stock" and shall consist of 32,065,407 shares. The fourth series shall be designated "Series D-1 Preferred Stock" and shall consist of 26,271,987 shares. The fifth series shall be designated "Series E-1 Preferred Stock" and shall consist of 105,704,158 shares. The Series AA-1 Preferred Stock, the Series B-1 Preferred Stock, the Series C-1 Preferred Stock, the Series

D-1 Preferred Stock and the Series E-1 Preferred Stock are collectively referred to herein as the "Preferred Stock".

FOUR: All other provisions of the Thirteenth Amended and Restated Certificate of Incorporation will remain in full force and effect.

FIVE: Thereafter, pursuant to a resolution of the Board of Directors, this Second Amendment to Thirteenth Amended and Restated Certificate of Incorporation was submitted to the stockholders of the Corporation for their approval, and was duly adopted thereby in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

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IN WITNESS WHEREOF, AOptix Technologies, Inc. has caused this Second Amendment to Thirteenth Amended and Restated Certificate of Incorporation to be signed by its duly authorized officer as of September 24, 2014.

AOPTIX TECHNOLOGIES, INC.

By: _____

Dean E. Senner

President and Chief Executive Officer