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In the Office of the Secretary of State
of the State of California

THIRD AMENDED AND RESTATED

MAR 27 2008

ARTICLES OF INCORPORATION

OF

ARCOT SYSTEMS, INC.

In accordance with Sections 902 and 903 of the California Corporations Code, the undersigned, Rammohan Varadarajan and Warren T. Lazarow, hereby certify that:

ONE: They are the duly elected and acting President and Secretary, respectively, of Arcot Systems, Inc., a California corporation (the "**Corporation**").

TWO: The Amended and Restated Articles of Incorporation of the Corporation shall be amended and restated to read in their entirety as follows:

I.

The name of the Corporation is Arcot Systems, Inc.

II.

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.

III.

The Corporation is authorized to issue two classes of stock, designated, respectively, "**Common Stock**" and "**Preferred Stock**." The total number of shares which the Corporation is authorized to issue is two hundred eighty-six million five hundred thousand (286,500,000) shares, without par value, of which one hundred ninety-two million (192,000,000) shares are Common Stock and ninety-four million five hundred thousand (94,500,000) shares are Preferred Stock, of which sixty million (60,000,000) are designated Series A' Preferred Stock ("**Series A' Preferred Stock**") and thirty-four million five hundred thousand (34,500,000) are designated Series B' Preferred Stock ("**Series B' Preferred Stock**"). The Series A' Preferred Stock and the Series B' Preferred Stock are hereinafter referred to as the "**Preferred Stock**."

IV.

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

A. Dividends.

1. When, as and if declared by the Board of Directors, the holders of shares of Preferred Stock shall be entitled to receive dividends in cash, on a pari passu basis, out of any assets at the time legally available therefor, prior and in preference to any declaration or payment of any dividend on the Common Stock of the Corporation, at the rate of \$0.03176 per share per annum (as adjusted for any stock dividends, combinations, stock splits, reverse stock splits, recapitalizations and the like) on each outstanding share of Series A' Preferred Stock and at the rate of \$0.0546 per share per annum (as adjusted for any stock dividends, combinations, stock splits, reverse stock splits, recapitalizations and the like) on each outstanding share of Series B' Preferred Stock. Dividends may be declared and paid upon Common Stock in any fiscal year of the Corporation only if dividends shall have been paid to or declared and set apart upon all shares of Preferred Stock at such annual rate for such fiscal year of the Corporation. After such dividends are declared and paid upon the shares of Preferred Stock, dividends may be declared and paid on the Common Stock if at the same time equivalent dividends are declared and paid to holders of Preferred Stock (such dividends to be paid as determined on an as-converted basis for the Preferred Stock).

2. The right to such dividends on Preferred Stock and Common Stock shall not be cumulative and no right shall accrue to holders of Preferred Stock or Common Stock by reason of the fact that dividends on said shares are not declared in any prior year, nor shall any undeclared or unpaid dividend bear or accrue interest.

B. Liquidation Preference.

1. In the event of a Liquidation (as defined below),

(a) the holders of the then-outstanding Series B' 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 any other class or series of the Corporation's capital stock by reason of their ownership of such stock, an amount per share equal to \$0.6826 (as adjusted for any stock dividends, combinations, stock splits, reverse stock splits, recapitalizations and the like), for each share of Series B' Preferred Stock then held by them and, in addition, an amount equal to all declared but unpaid dividends on the Series B' Preferred Stock (together, the "*Series B' Preferred Liquidation Preference*"). If, upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series B' Preferred Stock shall be insufficient to permit the payment to such holders of the full Series B' Preferred Liquidation Preference, then the entire remaining assets and funds of the Corporation legally available for distribution shall be distributed among the holders of the Series B' Preferred Stock in proportion to the full preferential amount each such holder is otherwise entitled to receive under this subparagraph (a);

(b) following the distribution required by Section B.1(a) above, the holders of the then-outstanding Series A' 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 of such stock, an amount per share equal to \$0.397032 (as adjusted for any stock dividends, combinations, stock splits, reverse stock

splits, recapitalizations and the like), for each share of Series A' Preferred Stock then held by them and, in addition, an amount equal to all declared but unpaid dividends on the Series A' Preferred Stock (together, the "**Series A' Preferred Liquidation Preference**"). If upon the occurrence of such event (and after the distributions described in Section B.1(a) above to holders of Series B' Preferred Stock), the assets and funds thus distributed among the holders of the Series A' Preferred Stock shall be insufficient to permit the payment to such holders of the full Series A' Preferred Liquidation Preference, then the entire remaining assets and funds of the Corporation legally available for distribution shall be distributed among the holders of the Series A' Preferred Stock in proportion to the full preferential amount each such holder is otherwise entitled to receive under this subparagraph (b);

(c) in lieu of receiving the above Series B' Preferred Liquidation Preference and Series A' Preferred Liquidation Preference, prior to the time of any such Liquidation, the holders of Preferred Stock may convert their shares of Preferred Stock into shares of Common Stock, in accordance with Article IV.D. below, and receive the assets of the Corporation on a pro rata basis with the holders of Common Stock.

2. After payment or setting apart of payment has been made to the holders of the Series B' Preferred Stock and the Series A' Preferred Stock of the full amounts to which they shall be entitled as set forth in Article IV.B.1. above, the holders of Common Stock shall be entitled to receive pro rata the remaining assets of the Corporation.

3. Unless determined otherwise by the holders of at least seventy percent (70%) of the voting power (provided that for purposes hereof, voting power shall mean that number of shares equal to the then-outstanding shares of Preferred Stock less 2,707,207 shares (as adjusted for any stock dividends, combinations, stock splits, reverse stock splits, recapitalizations and the like)), voting together as a single class on an as-converted to Common Stock basis (such percentage constituting a "**Qualified Vote**"), a "**Liquidation**" shall mean a liquidation, dissolution or winding-up of the Corporation or a consolidation or merger of the Corporation with or into any other corporation or corporations or any other corporate reorganization, in which the shareholders of the Corporation immediately prior to such consolidation, merger or reorganization, own less than fifty percent (50%) of the Corporation's equity securities immediately after such consolidation, merger or reorganization, or a sale of all or substantially all of the assets of the Corporation by the Corporation or its shareholders, or a transaction or series of related transactions in which more than fifty percent (50%) of the voting power of the Corporation is disposed of; *provided, however*, neither (i) the issuance and sale of shares of Series B' Preferred Stock pursuant to that certain Series B' Preferred Stock Purchase Agreement dated on or about March 27, 2008 (the "**Series B' Purchase Agreement**"), together with all subsequent closings thereunder, and the transactions contemplated thereby (together, the "**Series B' Preferred Financing**") nor (ii) any other bona fide equity financing by the Corporation primarily for capital raising purposes that has been approved by the Board of Directors shall be deemed to constitute a Liquidation.

4. Any securities to be delivered to the holders of the Preferred Stock and/or Common Stock pursuant to this Article IV.B. shall be valued as follows:

(a) Securities not subject to investment letter or other similar restrictions on free marketability:

(i) If traded on a securities exchange, the value shall be deemed to be the average of the closing prices of the securities on such exchange over the 30-day period ending three (3) business days prior to the closing;

(ii) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid prices over the 30-day period ending three (3) business days prior to the closing; and

(iii) If there is no active public market, the value shall be the fair market value thereof, as mutually determined in good faith by the Board of Directors and the holders of at least a majority of the Preferred Stock of the Corporation.

(b) The method of valuation of securities subject to investment letter or other restrictions on free marketability shall be to make an appropriate discount, as determined in good faith by the Board of Directors, from the market value determined as above in subsections 4(a)(i), (ii) or (iii) to reflect the approximate fair market value thereof.

C. Voting Rights.

1. General. The holder of each share of Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which each such share of Preferred Stock is convertible on the record date for the vote or consent of shareholders and shall have voting rights and powers equal to the voting rights and powers of the holders of the Common Stock. 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 the holders of the Common Stock upon any matter submitted to a vote of shareholders, except those matters required by law to be submitted to a class vote or as otherwise provided in Sections F or G of this Article IV. Fractional votes shall not, however, be permitted, and any fractional voting rights resulting from application of the above voting 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 (with one half being rounded upward).

2. Election of Directors.

(a) At each election of the Corporation's directors, (i) so long as at such time there remains outstanding an aggregate of twenty-five percent (25%) or more of the Series B' Preferred Stock that was issued and outstanding as of May 30, 2008 (as adjusted for any stock dividends, combinations, stock splits, reverse stock splits, recapitalizations and the like), the holders of the Series B' Preferred Stock (voting together as a single class) shall elect one (1) director; (ii) so long as at such time there remains outstanding an aggregate of twenty-five percent (25%) or more of the Series A' Preferred Stock that was issued and outstanding as of May 30, 2008 (as adjusted for any stock dividends, combinations, stock splits, reverse stock

splits, recapitalizations and the like), the holders of the Series A' Preferred Stock (voting together as a single class) shall elect five (5) directors; and (iii) the holders of Common Stock (voting together as a single class) shall elect one (1) director.

(b) Notwithstanding any Bylaw provisions to the contrary, the shareholders entitled to elect a particular director shall be entitled to remove such director or to fill a vacancy in the seat formerly held by such director, all in accordance with the applicable provisions under California law.

D. Conversion. The holders of Preferred Stock shall have conversion rights as follows:

1. 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 such stock, into such number of fully paid and nonassessable shares of Common Stock as provided herein. The number of shares of Common Stock to which a holder of Preferred Stock shall be entitled upon conversion of a share of Preferred Stock shall be determined by dividing (i) in the case of the Series A' Preferred Stock, a per share amount equal to \$0.397032 (as adjusted for any stock dividends, combinations, stock splits, reverse stock splits, recapitalizations and the like) (hereafter such amount is referred to as the "**Original Series A' Issue Price**") by the Conversion Price for the Series A' Preferred Stock, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion; and (ii) in the case of the Series B' Preferred Stock, a per share amount equal to \$0.6826 (as adjusted for any stock dividends, combinations, stock splits, reverse stock splits, recapitalizations and the like) (hereafter such amount is referred to as the "**Original Series B' Issue Price**") by the Conversion Price for the Series B' Preferred Stock, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The conversion price as it applies to each series of Preferred Stock shall be referred to as the "**Conversion Price.**" The initial Conversion Price per share for shares of Series A' Preferred Stock shall be the Original Series A' Issue Price, and the initial Conversion Price per share for shares of Series B' Preferred Stock shall be the Original Series B' Issue Price, subject to adjustment as hereinafter provided.

2. Automatic and Special Mandatory Conversions.

(a) Automatic Conversion. Each share of Preferred Stock, together with any declared and unpaid dividends on such Preferred Stock, shall automatically be converted into shares of Common Stock at its respective Conversion Price at the time in effect for such series of Preferred Stock immediately upon the earlier of (i) the sale of the Corporation's Common Stock in a firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, the public offering price of which is not less than \$2.0478 per share (as adjusted for any stock dividends, combinations, stock splits, reverse stock splits, recapitalizations and the like) and with gross proceeds to the Corporation of not less than \$30,000,000 in the aggregate (the "**Qualified Public Offering**") or (ii) the date upon which the Corporation obtains a Qualified Vote approving such conversion.

(b) Special Mandatory Conversion.

(i) For purposes of this Section D.2(b) and Section D.3 below only, the terms "Investor" and "Second Closing" shall have the meanings given to them in the Series B' Purchase Agreement.

(ii) In the event that an Investor, or an Affiliate or designee of such Investor, does not purchase all of the shares of Series B' Preferred Stock set forth opposite such Investor's name on Exhibit A to the Series B' Purchase Agreement under the heading "Second Closing," at or before the Second Closing, then such Investor and each of its Affiliates or designees shall be deemed a "Non-Participating Investor." For purposes of this Section D.2(b), "Affiliate" shall mean any entity or individual which controls, is controlled by, or is under common control with an Investor.

(iii) Effective upon, subject to and concurrently with the Second Closing, each share of Series B' Preferred Stock (as adjusted for any stock dividends, combinations, stock splits, reverse stock splits, recapitalizations and the like) held by each Non-Participating Investor as of immediately prior to the Second Closing shall automatically, and without any further action on the part of such Non-Participating Investor, be converted into shares of Common Stock at a Conversion Price equal to the Original Series B' Issue Price. The mechanics of such conversion shall be accomplished in accordance with Section D.3 below. Following the Second Closing, this Section D.2(b) shall terminate and no longer apply to any issuances of equity securities by the Company.

3. Mechanics of Conversion. Before any holder of Preferred Stock shall be entitled to convert the same into full shares of Common Stock and to receive certificates therefor, he 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 such holder elects to convert the same; *provided, however*, that in the event of an automatic conversion pursuant to Section D.2 above, the outstanding shares of Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent, and provided further that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such automatic conversion unless the certificates evidencing such shares of Preferred Stock are either delivered to the Corporation or its transfer agent as provided above, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. The Corporation shall, as soon as practicable after such delivery, or such agreement and indemnification in the case of a lost certificate, 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 the holder shall be entitled 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. 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; in the case of automatic conversion pursuant to Section D.2(a) above, on the date of closing of the Qualified Public Offering or at the close of business on the date of a vote or written consent to conversion; or, in the case of a mandatory conversion pursuant to Section D.2(b) above, upon the Second Closing, whichever may be applicable, 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.

4. Fractional Shares. In lieu of any fractional shares of Common Stock to which the holder of Preferred Stock would otherwise be entitled upon conversion pursuant to this Article IV.D., the Corporation shall pay cash equal to such fraction multiplied by the fair market value of one share of Common Stock as determined by the Board of Directors of the Corporation. Whether or not fractional shares are issuable upon such conversion shall be determined on the basis of the total number of shares of Preferred Stock of each holder at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

5. Adjustment of Conversion Price. The Conversion Price of each series of Preferred Stock shall be subject to adjustment from time to time as follows:

(a) If the number of shares of Common Stock outstanding at any time after the date of original filing of these Third 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, on the date such payment is made or such change is effective, the applicable 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 any shares of Preferred Stock shall be increased in proportion to such increase of outstanding shares.

(b) If the number of shares of Common Stock outstanding at any time after the date of original filing of these Third Amended and Restated Articles of Incorporation is decreased by a combination of the outstanding shares of Common Stock (other than a combination that applies to both outstanding shares of Common Stock and Preferred Stock), then, following the record date of such combination, the applicable 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 such series shall be decreased in proportion to such decrease in outstanding shares.

(c) In case the Corporation shall declare a cash dividend upon its Common Stock payable otherwise than out of retained earnings or shall distribute to holders of its Common Stock shares of its capital stock (other than Common Stock), stock or other securities of other persons, evidences of indebtedness issued by the Corporation or other persons, assets (excluding cash dividends) or options or rights (excluding options to purchase and rights to subscribe for Common Stock or other securities of the Corporation convertible into or exchangeable for Common Stock), then, in each such case, the holders of the Preferred Stock shall, concurrent with the distribution to holders of Common Stock, receive a like distribution based upon the number of shares of Common Stock into which such Preferred Stock is then convertible.

(d) In case, at any time after the date hereof, of any capital reorganization or any reclassification of the stock of the Corporation (other than as a result of a stock dividend or subdivision, split-up or combination of shares), or the consolidation or merger of the Corporation with or into another person (other than a consolidation or merger in which the

Corporation is the continuing entity and which does not result in any change in the Common Stock), the shares of Preferred Stock shall, after such reorganization, reclassification, consolidation, merger, sale or other disposition, be convertible into the kind and number of shares of stock or other securities or property of the Corporation or otherwise to which such holder would have been entitled if immediately prior to such reorganization, reclassification, consolidation, merger, sale or other disposition such holder had converted its shares of Preferred Stock into Common Stock. The provisions of this clause (d) shall similarly apply to successive reorganizations, reclassification, consolidations, mergers, sales or other dispositions.

(e) All calculations under this Section 5 shall be made to the nearest cent or to the nearest one hundredth (1/100) of a share, as the case may be.

6. Adjustments to Conversion Price for the Series B' Preferred Stock for Certain Diluting Issues.

(a) Special Definitions. For purposes of this Section 6, the following definitions apply:

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

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

(iii) "*Original Issue Date*" shall mean the date on which a share of Series B' Preferred Stock was first issued.

(iv) "*Additional Shares of Common Stock*" shall mean all shares of Common Stock issued or, pursuant to Section IV.D.6(b), deemed to be issued by the Corporation after the Original Issue Date, other than:

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

(B) shares of Common Stock or Preferred Stock issued or issuable to officers, directors, or employees of, or consultants to, the Corporation pursuant to stock purchase or stock option plans or other incentive plans, and which are approved by the Board of Directors;

(C) shares for which adjustment to the applicable Conversion Price is made pursuant to Section 5(a); or

(D) shares of Common Stock or Options issued to financial institutions or lessors in connection with commercial credit arrangements, equipment financings or similar transactions or for the acquisition of technology or non-cash assets, subject to approval by the Board of Directors.

(b) Deemed Issuance of Options and Convertible Securities. If the Corporation at any time or from time to time after the Original Issue Date issues any Options or Convertible Securities or fixes a record date for the determination of holders of any class of securities entitled to receive any 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 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 a record date has been fixed, as of the close of business on such record date.

(c) No Adjustment of Conversion Price for the Series B' Preferred Stock. Any provision herein to the contrary notwithstanding, no adjustment to the applicable Conversion Price for the Series B' Preferred Stock shall be made in respect of the issuance of Additional Shares of Common Stock unless the consideration per share (determined pursuant to Section 6(d) hereof) for an Additional Share of Common Stock issued by the Corporation is less than the Conversion Price for the Series B' Preferred Stock in effect on the date of, and immediately prior to, such issue.

(d) Adjustment of Conversion Price for the Series B' Preferred Stock Upon Issuance of Additional Shares of Common Stock. In the event the Corporation shall issue Additional Shares of Common Stock without consideration or for a consideration per share less than the applicable Conversion Price for the Series B' Preferred Stock, as last adjusted and then in effect on the date of and immediately prior to such issue, then and in such event, the then applicable Conversion Price for the Series B' Preferred Stock shall be reduced, concurrently with such issuance, to a price (calculated to the nearest cent) determined by multiplying such Conversion Price for the Series B' Preferred Stock by a fraction, the numerator of which shall be (x) the number of shares of Common Stock outstanding immediately prior to such issue 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 would purchase at such Conversion Price for the Series B' Preferred Stock in effect immediately prior to such issuance, and the denominator of which shall be (y) the number of shares of Common Stock outstanding immediately prior to such issue plus the number of such Additional Shares of Common Stock so issued. For the purpose of the above calculation, the number of shares of Common Stock outstanding immediately prior to such issue shall be calculated on a fully diluted basis, as if all shares of Preferred Stock and all Convertible Securities had been fully converted into shares of Common Stock immediately prior to such issuance and any outstanding warrants, options or other rights for the purchase of shares of Common Stock, Preferred Stock or Convertible Securities had been fully exercised immediately prior to such issuance (and the resulting securities fully converted into shares of Common Stock, if so convertible) as of such date, but not including in such calculation any additional shares of Common Stock issuable with respect to shares of Preferred Stock, Convertible Securities, or outstanding options, warrants, or other rights for the purchase of shares of Common Stock, Preferred Stock or Convertible Securities, solely as a result of the adjustment of the Conversion Price for the Series B' Preferred Stock (or other conversion ratios) resulting from the issuance of the Additional Shares of Common Stock causing the adjustment in question.

(e) Determination of Consideration. For purposes of the operation of Section IV.D.6(d), the consideration received by the Corporation for the issue of any Additional Shares of Common Stock shall:

(i) to the extent it consists of cash, be computed as the aggregate amount of cash paid before deducting any reasonable brokerage or underwriting commissions or other expense paid or incurred by the Corporation for the issuance and sale of the securities;

(ii) to the extent 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;

(iii) if Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration that covers both, be the proportion of such consideration so received, computed as provided in clauses (i) and (ii) above, as determined in good faith by the Board of Directors; and

(iv) for Options and Convertible Securities, be the sum of the values of (x) the cash and property to be paid to the Corporation for the issue of such Options and Convertible Securities, if any, and (y) the cash and property payable to the Corporation upon the exercise in full of such Options or the full conversion of such Convertible Securities, if any.

(f) Calculation of Per Share Amount. The number of Additional Shares of Common Stock deemed to be issued upon the issuance or deemed issuance of a Convertible Security shall be the number of shares of Common Stock issuable upon the conversion in full of such Convertible Security as set forth in the instrument relating thereto without regard to any provisions contained therein for a subsequent increase in the number of shares issuable or decrease in the amount of consideration payable upon the exercise, conversion, or exchange thereof.

(g) Recomputation of Adjustment as a Result of Changes in Options or Convertible Securities. If an Option or Convertible Security by its terms provides, with the passage of time or otherwise, for any change in the consideration payable to the Corporation or in the number of shares of Common Stock issuable upon the exercise, conversion, or exchange thereof, the Conversion Price for the Series B' Preferred Stock computed upon the original issuance or deemed issuance thereof, and any subsequent adjustments based thereon, shall each be recomputed, upon any such change becoming effective, to reflect such change insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities.

(h) Recomputation of Adjustment as a Result of Expiration of Options or Conversion. Upon the expiration of any Options or any rights of conversion or exchange under Convertible Securities that have not been exercised or converted, the Conversion Price for the Series B' Preferred Stock computed upon the original issuance or deemed issuance thereof, and any subsequent adjustments based thereon, shall each be recomputed, upon such expiration, as if (i) in the case of Convertible Securities or Options for Common Stock, the only Additional Shares of Common Stock 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 issuance of all such Options, whether or not exercised, plus the consideration actually received by the Corporation upon such exercise, or for the issuance of all such Convertible Securities that were actually converted or exchanged, plus the additional consideration, if any, actually received by the Corporation upon such conversion or exchange, and (ii) 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 issuance or deemed issuance 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 issuance of all such Options, whether or not exercised, plus the consideration deemed to have been received by the Corporation upon the issuance of the Convertible Securities with respect to which such Options were actually exercised.

7. Limitation on Readjustments.

(a) Readjustment of Conversion Price for the Series B' Preferred Stock. No readjustment pursuant to Section IV.D. hereof shall have the effect of increasing the applicable Conversion Price for the Series B' Preferred Stock to an amount that exceeds the lower of (a) the applicable Conversion Price for the Series B' Preferred Stock immediately before the issuance or deemed issuance of such Options or Convertible Securities or (b) the applicable Conversion Price for the Series B' Preferred Stock that would have resulted from any issuance of Additional Shares of Common Stock between the date immediately before the issuance or deemed issuance of such Options or Convertible Securities and such readjustment date.

(b) No Adjustment Upon Issuance of Shares Deemed Outstanding. No adjustment in the Conversion Price for the Series B' Preferred Stock shall be made upon the actual issuance of Additional Shares of Common Stock if such shares are already deemed issued at the time of such issuance.

8. Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the applicable Conversion Price pursuant to this Section IV.D., the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Preferred Stock a certificate certified by the Corporation's chief financial officer 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 applicable Conversion Price in effect at that time, 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 the Preferred Stock.

9. No Impairment. The Corporation will not by amendment of its Articles of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the

Corporation but will at all times in good faith assist in the carrying out of all the provisions of this Section IV.D. and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Preferred Stock against impairment; *provided, however*, that nothing in this Section D.9 shall prohibit the Corporation from taking any of the actions specified in Article IV.F. below provided the requisite vote required by Article IV.F. is obtained.

10. Issue Taxes. The Corporation shall pay any and all issue and other taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of shares of Preferred Stock; *provided, however*, that the Corporation shall not be liable for personal property taxes or personal income taxes attributable to the holders of Preferred Stock upon conversion thereof.

11. Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of the Preferred Stock such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Preferred Stock upon conversion thereof.

E. Repurchase of Common Shares. Each holder of an outstanding share of Preferred Stock shall be deemed to have consented, for purposes of Sections 502 and 503 of the California General Corporation Law to distributions made by the Corporation in connection with the repurchase of shares of Common Stock issued to or held by employees, directors or consultants upon termination of their employment, directorship or consultancy pursuant to agreements providing for the right of such repurchase between the Corporation or a subsidiary and such persons.

F. Protective Provisions. So long as any shares of Preferred Stock shall be outstanding, the Corporation shall not without first obtaining a Qualified Vote (whether by merger, recapitalization or otherwise):

(a) Alter or change the rights, preferences or privileges of any series of the Preferred Stock materially and adversely;

(b) Amend, alter, waive or repeal any provision of the Articles of Incorporation or the Bylaws of the Corporation in such a way as to adversely affect the rights, preferences and privileges of any series of the Preferred Stock;

(c) Authorize, create, issue or designate, whether by reclassification or otherwise, any new class or series of stock or any other securities convertible into equity securities of the Corporation ranking on a parity with or senior to any series of the Preferred Stock in rights of conversion, redemption, liquidation preferences, voting or dividends or any increase in the authorized or designated number of any such new class or series;

(d) Consummate a Liquidation;

(e) Redeem or repurchase the Preferred Stock or the Common Stock (except for acquisitions of Common Stock by the Corporation pursuant to agreements which

permit the Corporation to repurchase such shares upon termination of services to the Corporation or a subsidiary or in exercise of the Corporation's right of first refusal upon a proposed transfer);

(f) Increase or decrease the authorized number of directors; or

(g) Enter into any agreement or commitment to take any of the actions set forth in subsections (a) through (f) above.

G. Residual Rights. All rights accruing to the outstanding shares of the Corporation not expressly provided for to the contrary herein shall be vested with the Common Stock.

V.

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

B. The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through Bylaw provisions, agreements with agents, vote of shareholders or disinterested directors, or otherwise, to the fullest extent permissible under California law.

C. Any amendment, repeal or modification of any provision of this Article V shall not adversely affect any right or protection of any agent of the Corporation existing at the time of such amendment, repeal or modification.

THREE: The foregoing Third Amended and Restated Articles of Incorporation have been approved by the Board of Directors of said Corporation.

FOUR: The foregoing Third Amended and Restated Articles of Incorporation have been duly approved by the required vote of the shareholders in accordance with Sections 902 and 903 of the California Corporations Code.

FIVE: The total number of outstanding shares entitled to vote with respect to the foregoing amendment and restatement was 62,082,371 shares of Common Stock and 47,805,534 shares of Series A' Preferred Stock. The number of shares voting in favor of the foregoing amendment equaled or exceeded the vote required, such required vote being (i) a majority of the outstanding shares of Common Stock, (ii) a majority exceeding sixty-six and two-thirds percent (66 2/3%) of the outstanding shares of Series A' Preferred Stock and (iii) a majority of the outstanding shares of Common Stock and Series A' Preferred Stock (voting together as a single class on an as-converted to Common Stock basis).

IN WITNESS WHEREOF, the undersigned have executed this certificate on March 27, 2008.



Rammohan Varadarajan
President

Warren T. Lazarow
Secretary

The undersigned further declare under penalty of perjury under the laws of the State of California that they have read the foregoing Third Amended and Restated Articles of Incorporation and know the contents thereof and that the statements therein are true.

Executed at Sunnyvale, California, on March 27, 2008.

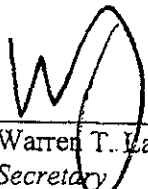


Rammohan Varadarajan
President

Warren T. Lazarow
Secretary

IN WITNESS WHEREOF, the undersigned have executed this certificate on March 27, 2008.

Rammohan Varadarajan
President

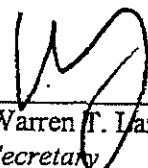


Warren T. Lazarow
Secretary

The undersigned further declare under penalty of perjury under the laws of the State of California that they have read the foregoing Third Amended and Restated Articles of Incorporation and know the contents thereof and that the statements therein are true.

Executed at Sunnyvale, California, on March 27, 2008.

Rammohan Varadarajan
President



Warren T. Lazarow
Secretary