

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

The undersigned, Dean Senner, hereby certifies that:

1. He is the President of AOptix Technologies, Inc. a Delaware corporation (the "Company").

2. The first paragraph of Article IV, of the Ninth Amended and Restated Certificate of Incorporation is 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 442,697,061 consisting of 250,000,000 shares of Common Stock, par value \$0.01 per share, and 192,697,061 shares of Preferred Stock, par value \$0.01 per share."

3. The second paragraph of Article IV, Section 1.(a)(vii) of the Ninth Amended and Restated Certificate of Incorporation is amended and restated to read in its entirety as follows:

"(vii) pursuant to the issuance of shares, or options, warrants or other rights issued, to employees, consultants or directors in accordance with plans, agreements or similar arrangements, but not to exceed 46,142,638 or such greater number as unanimously approved by the Company's Board of Directors;"

3. This Certificate of Amendment to the Ninth Amended and Restated Certificate of Incorporation has been duly adopted by the Board of Directors and stockholders of the Company in accordance with Section 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, AOptix Technologies, Inc. has caused this Certificate to be signed by its duly authorized officer this 22<sup>nd</sup> day of December, 2010.

AOPTIX TECHNOLOGIES, INC.

By: /s/ DEAN SENNER  
Dean Senner, President

State of Delaware  
Secretary of State  
Division of Corporations  
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