

Anita Taff-Rice
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IDAHO PUBLIC
UTILITIES COMMISSION

June 18, 2016

Ms. Jean Jewell, Commission Secretary
Idaho Public Utilities Commission
472 West Washington
Boise, ID 83702

Re: ExteNet Systems, Inc.

ENS-T-16-01

Dear Ms. Jewell,

Please find enclosed original plus seven copies of the Application for Certification on behalf of our client, ExteNet Systems, Inc.

We are also enclosing a copy of this letter. Would you please date-stamp this and return to us in the enclosed stamped, self-addressed envelope?

If you need any further information, please do not hesitate to contact me.

Thank you.

Sincerely,



Inna M. Vinogradov
Counsel for ExteNet Systems, Inc.
inna@icommlaw.com
(916) 769-1664

**BEFORE THE
IDAHO PUBLIC UTILITIES COMMISSION**

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IDAHO PUBLIC
UTILITIES COMMISSION

Application of

ExteNet Systems, Inc.
for Registration/Certification as a Wholesale
Provider of Telecommunications Services

Case No. ENS-T-16-01

APPLICATION

ExteNet Systems, Inc. ("ExteNet" or "Applicant"), by its undersigned counsel, and pursuant to Order No. 32277 issued in Case No. GNR-T-11-01, IDAPA 31.01.01.114, and Title 62 of the *Idaho Code*, hereby applies to the Idaho Public Utilities Commission ("Commission") for a Registration/Certification as a wholesale provider of telecommunications service in the State of Idaho.

I. Name, Address and Form of Business (IDAPA 31.01.01.114.01)

Applicant's legal name is ExteNet Systems, Inc. Applicant does not maintain a place of business in Idaho and responsibility for Idaho operations will be handled by Applicant's current management team from its headquarters in Lisle, Illinois.

ExteNet Systems, Inc.
3030 Warrenville Road, Ste. 340,
Lisle, IL 60532
Phone: (630) 245-6067
Fax: (630) 577-1332

ExteNet is a duly formed corporation organized and existing under the laws of the state of Delaware. ExteNet was formed as a Delaware corporation on August 27, 2004, and its fifth amended certificate of incorporated in Delaware was filed on 09/06/2012. Applicant was originally formed under the name Clearlinx Network Corporation and changed its name to ExteNet Networks, Inc. on August 1, 2006. A copy of Applicant's Certificate of Formation is

provided in **Exhibit A**. Applicant's certificate of authority from the Idaho Secretary of State is provided as **Exhibit B**.

Applicant's registered agent for service in Idaho is:

Corporation Service Company,
12550 W. Explorer Drive, Suite 100,
Boise, ID 83713

The principal officers and key managers of Applicant are as follows:

Title	Officer's Name
CEO/President	Ross Manire
EVP/COO	Oliver Valente
EVP/CTO	Tormod Larsen
EVP, Business Development and Strategy	Eric Lekacz
EVP/CFO	Dan Timm
Senior Vice President, General Counsel and Corporate Secretary	Anthony Lehv
Senior Vice President, Sales and Marketing	Andrew Chavez
Vice President, External Relations	Jay Noceto
Vice President, Global Services	Tim Ayers

Applicant is a wholly owned subsidiary of Odyssey Acquisition, LLC which has a 100% membership interest in the Applicant. Odyssey Acquisition, LLC is ultimately owned by four groups of investors: Stonepeak Communication Holdings, Inc.; Digital Bridge Small Cell

Holdings, LLC; Delta-v Capital MRH LP; Vertical Towers Holding, LLC; and ExteNet management.

II. Contacts for Application

All correspondence and communications regarding this Application should be directed to:

Anita Taff-Rice
Inna Vinogradov
iCommLaw
1547 Palos Verdes, #298
Walnut Creek, CA 94597
415-699-7885 (tel)
925-274-0988 (fax)
anita@icommlaw.com
inna@icommlaw.com

ExteNet toll-free customer service number: (866) 892-5327

Contact for resolution of customer complaints with the Commission is:

Brian S. Kirk
Assistant General Counsel
ExteNet Systems, Inc.
3030 Warrenville Road, Ste. 340,
Lisle, IL 60532
Phone: (630) 245-6067
Fax: (630) 577-1332
bkirk@extenetsystems.com

Mr. Kirk is also responsible for responding to Commission inquiries concerning rates and price lists or tariffs. He is assisted in this role by other ExteNet employees who are responsible for regulatory compliance matters.

IV. Interconnection Agreements (IDAPA 31.01.01.114.06)

ExteNet primarily installs its own facilities in or on existing infrastructure such as conduits and utility poles in the public rights of way. Therefore, it may not require unbundled network elements (UNEs) purchased through an interconnection agreement (“ICA”) with the incumbent local exchange carrier (“ILEC”). Should ExteNet determine it is not feasible to install

its own facilities and that an ILEC has suitable facilities, ExteNet would open negotiations for an ICA as necessary after being granted authority by the Commission. If ExteNet reaches agreement on an ICA through negotiation or arbitration, copies of the ICA will be filed with the Commission for its approval.

V. Compliance with Commission Rules (IDAPA 31.01.01.114.07)

Attached hereto is a sworn verification executed by Applicant stating that the Applicant agrees to comply with all Idaho laws and Commission rules and regulations.

VI. Conservation of Telephone Numbers

At this time, Applicant does not have any numbering resources and does not anticipate obtaining numbering resources for Idaho. If Applicant does obtain numbering resources for Idaho, however, it acknowledges that it shall be subject to numbering conservation measures including mandatory one thousand (1,000) block pooling. Attached hereto is a sworn verification acknowledging Applicant's requirement to manage numbering resources. To the extent Applicant has telephone number resources in Idaho, Applicant will evaluate its numbering resources and donate to the numbering resource pool unused one thousand (1,000) number blocks and one thousand (1,000) number blocks that have fewer than ten percent (10%) of telephone numbers assigned. Applicant will file the necessary utilization reports with the number administrator and semi-annually report their number resource utilization reports with the number administrator and semi-annually report their number resource utilization/forecast (NRUF) data at the one thousand (1,000) block level for each rate center within their service territory.

VII. Conclusion

WHEREFORE, ExteNet respectfully requests that pursuant to Order No. 32277 issued in Case No. GNR-T-11-01, IDAPA 31.01.01.114 and Title 62 of the *Idaho Code*, the Idaho Public

Utilities Commission issue RCLEC, Inc. a Registration/Certification as a wholesale provider of telecommunications service in the State of Idaho.

Respectfully submitted,


Counsel for ExteNet Systems, Inc.

iCommLaw
Anita Taff-Rice
Inna Vinogradov
1547 Palos Verdes, #298
Walnut Creek, CA 94597
415-699-7885 (tel)
925-274-0988 (fax)
anita@icommlaw.com

Dated: June 17, 2016

**EXHIBITS FOR APPLICATION OF EXTENET SYSTEMS, INC.
FOR REGISTRATION/CERTIFICATION AS A
WHOLESALE PROVIDER OF TELECOMMUNICATIONS SERVICES**

EXHIBIT	DESCRIPTION
A	Articles of Organization
B	Certificate of Authority Issued by the Idaho Secretary of State
	Officer Verification

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "CLEARLINK NETWORK CORPORATION", FILED IN THIS OFFICE ON THE FIRST DAY OF OCTOBER, A.D. 2002, AT 12 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3574949 8100

AUTHENTICATION: 2014373

020608916

DATE: 10-02-02

CERTIFICATE OF INCORPORATION
OF
CLEARLIX NETWORK CORPORATION

I, the undersigned natural person acting as an incorporator of a corporation (hereinafter called the "*Corporation*") under the General Corporation Law of the State of Delaware ("*DGCL*"), do hereby adopt the following Certificate of Incorporation for the Corporation:

FIRST: The name of the Corporation is ClearLinx Network Corporation

SECOND: The registered office of the Corporation in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.

THIRD: The purpose for which the Corporation is organized is to engage in any and all lawful acts and activity for which corporations may be organized under the DGCL. The Corporation will have perpetual existence.

FOURTH: The Corporation shall have two classes of stock, Common Stock, \$0.01 par value per share, and Preferred Stock, \$0.01 par value per share. The total number of shares that the Corporation shall have authority to issue is 1,000 shares of Common Stock and 1,000 shares of Preferred Stock. Subject to the limitations prescribed by law and the provisions of this Certificate of Incorporation, the board of directors of the Corporation is authorized to issue the Preferred Stock from time to time in one or more series, each of such series to have such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and such qualifications, limitations or restrictions thereof, as shall be determined by the board of directors in a resolution or resolutions providing for the issue of such Preferred Stock. Subject to the powers, preferences and rights of any Preferred Stock, including any series thereof, having any preference or priority over, or rights superior to, the Common Stock and except as otherwise provided by law, the holders of the Common Stock shall have and possess all powers and voting and other rights pertaining to the stock of this Corporation and each share of Common Stock shall be entitled to one vote.

FIFTH: The name of the incorporator of the Corporation is R. Barton Harris, and the mailing address of such incorporator is 4000 Fountain Place, 1445 Ross Avenue, Dallas, Texas 75202-2790.

SIXTH: Directors of the Corporation need not be elected by written ballot unless the by-laws of the Corporation otherwise provide.

SEVENTH: The directors of the Corporation shall have the power to adopt, amend, and repeal the by-laws of the Corporation.

EIGHTH: The Corporation shall indemnify any person who was, is, or is threatened to be made a party to a proceeding (as hereinafter defined) by reason of the fact that he or she (a) is or was a director or officer of the Corporation or (b) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent permitted under the DGCL, as the same exists or may hereafter be amended. Such right shall be a contract right and as such shall run to the benefit of any director or officer who is elected and accepts the position of director or officer of the Corporation or elects to continue to serve as a director or officer of the Corporation while this Article Eighth is in effect. Any repeal or amendment of this Article Eighth shall be prospective only and shall not limit the rights of any such director or officer or the obligations of the Corporation with respect to any claim arising from or related to the services of such director or officer in any of the foregoing capacities prior to any such repeal or amendment of this Article Eighth. Such right shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the DGCL, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Corporation within 60 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall also be entitled to be paid the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense are not permitted under the DGCL, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its board of directors or any committee thereof, independent legal counsel, or stockholders) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Corporation (including its board of directors or any committee thereof, independent legal counsel, or stockholders) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of his or her heirs, executors, administrators, and personal representatives. The rights conferred above shall not be exclusive of any other right that any person may have or hereafter acquire under any statute, by-law, resolution of stockholders or directors, agreement, or otherwise.

The Corporation may additionally indemnify any employee or agent of the Corporation to the fullest extent permitted by law.

As used herein, the term "*proceeding*" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitative, or investigative,

any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

NINTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law, (c) under Section 174 of the DGCL, or (d) for any transaction from which the director derived an improper personal benefit. Any repeal or amendment of this Article Ninth shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation arising from an act or omission occurring prior to the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions of this Article Ninth, a director shall not be liable to the Corporation or its stockholders to such further extent as permitted by any law hereafter enacted, including without limitation any subsequent amendment to the DGCL.

I, the undersigned, for the purpose of forming the Corporation under the laws of the State of Delaware, do make, file, and record this Certificate of Incorporation and do certify that this is my act and deed and that the facts stated herein are true and, accordingly, I do hereunto set my hand on this 1st day of October, 2002.

/s/ R. Barton Harris, II
R. Barton Harris, II, Authorized Person

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CLEARLINK NETWORK CORPORATION", CHANGING ITS NAME FROM "CLEARLINK NETWORK CORPORATION" TO "EXTENET SYSTEMS, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF AUGUST, A.D. 2006, AT 2:19 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3574949 8100

060721259

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4942998

DATE: 08-01-06

**CERTIFICATE OF AMENDMENT
OF THE RESTATED CERTIFICATE OF INCORPORATION OF
CLEARLIX NETWORK CORPORATION**

It is hereby certified that:

1. The name of the corporation (hereinafter called the "**Corporation**") is ClearLinx Network Corporation.
2. The Restated Certificate of Incorporation of the Corporation is hereby amended by striking Article FIRST in its entirety and replacing it with the following:

"The name of the corporation is ExteNet Systems, Inc."
3. The Amendment of the Restated Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Amendment to be executed by its officer hereto duly authorized this 27th day of July, 2006.

CLEARLIX NETWORK CORPORATION

By: /s/ Ross Manire
Name: Ross Manire
Title: Chief Executive Officer and President

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "EXTENET SYSTEMS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF AUGUST, A.D. 2007, AT 9:37 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3574949 8100

070953810



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5951531

DATE: 08-24-07

**SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
EXTENET SYSTEMS, INC.**

**(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)**

ExteNet Systems, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "General Corporation Law"),

DOES HEREBY CERTIFY:

FIRST: That the name of this Corporation is ExteNet Systems, Inc. and that this Corporation was originally incorporated pursuant to the General Corporation Law on October 1, 2002 under the name ClearLinx Network Corporation.

SECOND: That the Board of Directors of the Corporation duly adopted resolutions proposing to amend and restate the Restated Certificate of Incorporation of the Corporation, declaring said amendment and restatement to be advisable and in the best interests of the Corporation and its stockholders, and authorizing the appropriate officers of the Corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Restated Certificate of Incorporation of the Corporation be amended and restated in its entirety as follows:

ARTICLE I

The name of the Corporation is ExteNet Systems, Inc.

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is located at 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, 19808. The name of its registered agent at such address is Corporation Service Company.

ARTICLE III

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law. The Corporation will have perpetual existence.

*State of Delaware
Secretary of State
Division of Corporations
Delivered 09:36 AM 08/24/2007
FILED 09:37 AM 08/24/2007
SRV 070953810 - 3574949 FILE*

ARTICLE IV

A. Authorization of Stock. The Corporation is authorized to issue two classes of stock to be designated, respectively, common stock and preferred stock. The total number of shares that the Corporation is authorized to issue is Sixty Three Million Seven Hundred Eleven Thousand One Hundred Twenty (63,711,120). The total number of shares of common stock authorized to be issued is Thirty-Five Million (35,000,000), par value \$0.001 per share (the "Common Stock"). The total number of shares of preferred stock authorized to be issued is Twenty Eight Million Seven Hundred Eleven Thousand One Hundred Twenty (28,711,120), par value \$0.001 per share (the "Preferred Stock"), consisting of Seventeen Million Eight Hundred Sixty Six Thousand Six Hundred Seventy Two (17,866,672) shares of Series A Preferred Stock and Ten Million Eight Hundred Forty Four Thousand Four Hundred Forty Eight (10,844,448) shares of Series B Preferred Stock.

B. Rights, Preferences and Restrictions of Preferred Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Preferred Stock are as set forth below in this Article IV(B).

1. Dividend Provisions. The holders of shares of Preferred Stock (on an as-converted to Common Stock basis) shall be entitled to receive dividends, out of any assets legally available therefor, ratably with the holders of Common Stock payable when, as and if declared by the Board of Directors. Such dividends shall not be cumulative. Declared but unpaid dividends with respect to a share of Preferred Stock shall, upon conversion of such share to Common Stock, be paid to the extent assets are legally available therefor either in cash or in Common Stock (valued at the fair market value on the date of payment as determined by the Board of Directors of the Corporation).

2. Liquidation Preference.

(a) Upon the occurrence of any Liquidation Event (as defined below), either voluntary or involuntary, the holders of Preferred Stock shall be entitled to receive, prior and in preference to any distribution of the proceeds of such Liquidation Event (the "Proceeds") to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the sum of the applicable Original Issue Price (as defined below) for such series of Preferred Stock, together with all declared but unpaid dividends on such share plus a per annum amount for the number of complete calendar months such share has been issued and outstanding equal to five percent (5%) of the applicable Original Issue Price. If, upon the occurrence of such event, the Proceeds thus distributed among the holders of the Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire Proceeds legally available for distribution shall be distributed ratably among the holders of the Preferred Stock in proportion to the full preferential amount that each such holder is otherwise entitled to receive under this subsection (a). For purposes of this Second Amended and Restated Certificate of Incorporation, "Original Issue Price" shall mean \$1.20 per share for each share of the Series A Preferred Stock (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like with respect to such series of Preferred Stock) and \$1.4754 per share for each share of the Series B Preferred Stock (as adjusted for any stock splits, stock dividends,

combinations, subdivisions, recapitalizations or the like with respect to such series of Preferred Stock).

(b) Upon completion of the distribution required by subsection (a) of this Section 2, then all of the remaining Proceeds shall be distributed among the holders of Preferred Stock and Common Stock pro rata based on the number of shares of Common Stock held by each (assuming full conversion of all such Preferred Stock).

(c) Intentionally omitted.

(d) Liquidation Event.

(i) For purposes of this Section 2, a "Liquidation Event" shall include (A) the closing of the sale, transfer or other disposition of all or substantially all of the Corporation's assets other than to a parent or a wholly-owned subsidiary, (B) the consummation of the merger or consolidation of the Corporation with or into another entity (except a merger or consolidation in which the holders of capital stock of the Corporation immediately prior to such merger or consolidation continue after the consummation thereof to hold at least 50% of the voting power of the capital stock of the Corporation or the surviving or acquiring entity), (C) the closing of an issuance or transfer (whether by sale, merger, consolidation or otherwise), in one transaction or a series of related transactions, to a Person (as defined below) or group of affiliated Persons (other than an underwriter or underwriters of the Corporation's securities and their transferees), of the Corporation's securities if, after such closing, the holders of the Corporation's securities prior to such transfer would hold less than 50% of the outstanding voting securities of the Corporation, or (D) a liquidation, dissolution or winding up of the Corporation; provided, however, that a transaction shall not constitute a Liquidation Event if its sole purpose is to change the state of the Corporation's incorporation or to create a holding company that will be owned in substantially the same proportions by the Persons who held the Corporation's securities immediately prior to such transaction. Notwithstanding the prior sentence, the sale of shares of the Corporation's Preferred Stock shall not be deemed a "Liquidation Event." The treatment of any particular transaction or series of related transactions as a Liquidation Event may be waived by the vote or written consent of the holders of at least sixty percent (60%) of all the outstanding shares of Preferred Stock (voting together as a single class on an as-converted basis). For the purposes of this Second Amended and Restated Certificate of Incorporation, "Person" means an individual, a corporation, a partnership, an association, a trust, a limited liability company or any other entity or organization, including a government or political subdivision or any agency or instrumentality thereof.

(ii) In any Liquidation Event, if Proceeds received by the Corporation or its stockholders are other than cash, the value of such Proceeds will be equal to their fair market value. Any securities included within Proceeds shall be valued as follows:

(A) Securities traded on a public market and not subject to restrictions on free marketability covered by (B) below:

(1) If traded on a securities exchange or through the Nasdaq National Market, the value shall be deemed to be the average of the closing prices of the

securities on such exchange or system over the twenty (20) trading-day period ending three (3) trading days prior to the closing or consummation of the Liquidation Event;

(2) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the twenty (20) trading-day period ending three (3) trading days prior to the closing or consummation of the Liquidation Event; and

(3) 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 of the Corporation and the holders of at least sixty percent (60%) of the voting power of all then outstanding shares of Preferred Stock (voting together as a single class on an as-converted basis).

(B) The method of valuation of securities subject to restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate under Rule 144 of the Securities Act of 1933, as amended) shall be to make an appropriate discount from the market value determined as above in (A) (1), (2) or (3) to reflect the approximate fair market value thereof, as mutually determined in good faith by the Board of Directors of the Corporation and the holders of at least sixty percent (60%) of the voting power of all then outstanding shares of such Preferred Stock (voting together as a single class on an as-converted basis).

(C) The foregoing methods for valuing non-cash consideration to be distributed in connection with a Liquidation Event shall be superseded by any determination of such value set forth in the definitive agreements governing such Liquidation Event.

(iii) In the event the requirements of this Section 2 are not complied with, the Corporation shall forthwith either:

(A) cause the closing of such Liquidation Event to be postponed until such time as the requirements of this Section 2 have been complied with; or

(B) cancel such transaction, in which event the rights, preferences and privileges of the holders of the Preferred Stock shall revert to and be the same as such rights, preferences and privileges existing immediately prior to the date of the first notice referred to in subsection 2(d)(iv) hereof.

(iv) The Corporation shall give each holder of record of Preferred Stock written notice of each impending Liquidation Event not later than ten (10) days prior to the closing or consummation of such transaction, and shall also notify such holders in writing of the final approval of such transaction. The first of such notices shall describe the material terms and conditions of the impending transaction and the provisions of this Section 2, and the Corporation shall thereafter give such holders prompt notice of any material changes to the terms of the transaction. The transaction shall in no event take place sooner than ten (10) days after the Corporation has given the first notice provided for herein or sooner than two (2) days after the Corporation has given notice of any material changes provided for herein; provided, however, that such periods may be shortened upon the written consent of the holders of Preferred Stock

that (i) are entitled to such notice rights or similar notice rights and (ii) represent at least sixty percent (60%) of the voting power of all then outstanding shares of the Preferred Stock (voting together as a single class on an as-converted basis). The holders of the outstanding Preferred Stock can waive the notice requirements described in this subsection (iv) upon the affirmative vote or written consent of the holders of at least sixty percent (60%) of the shares of Preferred Stock then outstanding (voting together as a single class on an as-converted basis). Notwithstanding the foregoing, the Corporation shall not be obligated to provide such notices to the holders of Preferred Stock so long as each of Sevin Rosen Fund VIII L.P., CenterPoint Venture Fund III(Q), L.P., Columbia Capital Equity Partners III (QP), L.P. and Centennial Ventures VII, L.P. or their respective affiliates retains the right to appoint a member of the Corporation's Board of Directors.

3. Intentionally omitted.

4. Conversion. The Preferred Stock shall be converted into Common Stock as follows (the "Conversion Rights"):

(a) 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 is determined by dividing the Original Issue Price applicable to such series of Preferred Stock by the Conversion Price (as defined and adjusted below) applicable to such series of Preferred Stock. The initial Conversion Price per share for the Series A Preferred Stock shall be the Original Issue Price applicable to such Series A Preferred Stock, and the initial Conversion Price per share for the Series B Preferred Stock shall be the Original Issue Price applicable to such Series B Preferred Stock; provided, however, that the Conversion Prices for the Series A Preferred Stock and Series B Preferred Stock shall be subject to adjustment as set forth in subsection 4(d). The conversion rates for the Series A Preferred Stock and Series B Preferred Stock into Common Stock are referred to herein as the "Conversion Rates".

(b) Automatic Conversion. Each share of Preferred Stock shall automatically be converted into shares of Common Stock at the applicable Conversion Rate at the time in effect for such series of Preferred Stock immediately upon the earlier of (i) the Corporation's sale of its Common Stock in a firm commitment underwritten public offering pursuant to a registration statement on Form S-1 or Form SB-2 under the Securities Act of 1933, as amended, the public offering price of which was not less than \$3.00 per share (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like) and that results in aggregate proceeds to the Corporation, net of underwriting expenses, in excess of \$50,000,000 (a "Qualified Public Offering") or (ii) the date specified by written consent or agreement of the holders of at least sixty percent (60%) of the then outstanding shares of Preferred Stock (voting together as a single class on an as-converted basis).

(c) Mechanics of Conversion. Before any holder of Preferred Stock shall be entitled to voluntarily convert the same into shares of Common Stock, such holder 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

its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. 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, 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 as of such date. If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act of 1933, as amended, as set forth in subsection 4(b)(i), the conversion may, at the option of any holder tendering Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the persons entitled to receive the Common Stock upon conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such sale of securities. If the conversion is in connection with the provisions of subsection 4(b)(ii) above, such conversion shall be deemed to have been made on the conversion date described in the stockholder approval approving such conversion, and the Persons entitled to receive shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holders of such shares of Common Stock as of such date.

(d) Conversion Price Adjustments of Preferred Stock for Certain Dilutive Issuances, Splits and Combinations. The Conversion Prices shall be subject to adjustment from time to time as follows:

(i) Conversion Price Adjustment.

(A) If the Corporation shall issue, on or after the date upon which this Second Amended and Restated Certificate of Incorporation is accepted for filing by the Secretary of State of the State of Delaware (the "Filing Date"), any Additional Stock (as defined below) without consideration or for a consideration per share less than the Conversion Price in effect immediately prior to the issuance of such Additional Stock with respect to the Series A Preferred Stock or Series B Preferred Stock, as the case may be, then the Conversion Price for such Series A Preferred Stock or Series B Preferred Stock (as the case may be) shall forthwith (except as otherwise provided in this clause (i)) be adjusted to a price determined by multiplying such Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock Outstanding (as defined below) immediately prior to such issuance of Additional Stock plus the number of shares of Common Stock that the aggregate consideration received by the Corporation for such issuance of Additional Stock would purchase at such Conversion Price; and the denominator of which shall be the number of shares of Common Stock Outstanding (as defined below) immediately prior to such issuance plus the number of shares of such Additional Stock. For purposes of this subsection 4(d)(i)(A), the term "Common Stock Outstanding" shall mean and include the following: (1) outstanding Common Stock; (2) Common Stock issuable upon conversion of outstanding Preferred Stock; and (3) Common Stock issuable upon conversion or exchange of all other outstanding securities that are convertible into or exchangeable for Common Stock and upon exercise of all outstanding options to purchase or rights to subscribe for Common Stock and such convertible or exchangeable securities (including

Common Stock issuable upon conversion or exchange of such convertible or exchangeable securities), including without limitation outstanding stock options and stock purchase warrants. Securities described in (1) through (3) above shall be included for the purpose of computing the Common Stock Outstanding irrespective of whether such securities are vested or unvested, contingent or non-contingent, and exercisable or not yet exercisable. No adjustment of the Conversion Prices shall be made in an amount less than one cent per share, provided that any adjustments that are not required to be made by reason of this sentence shall be carried forward and either shall be taken into account in any subsequent adjustment made prior to three (3) years from the date of the event giving rise to the adjustment being carried forward, or shall be made at the end of three (3) years from the date of the event giving rise to the adjustment being carried forward. Except to the limited extent provided for in subsections 4(d)(i)(E)(3) and 4(d)(i)(E)(4), no adjustment of such Conversion Price pursuant to this subsection 4(d)(i) shall have the effect of increasing the Conversion Price above the Conversion Price in effect immediately prior to such adjustment.

(C) In the case of the issuance of Common Stock for cash, the consideration shall be deemed to be the amount of cash paid therefor before deducting any discounts, fees, commissions or other expenses allowed, paid or incurred by the Corporation for any underwriting or otherwise in connection with the issuance and sale thereof.

(D) In the case of the issuance of the Common Stock for a consideration in whole or in part other than cash, the value of consideration other than cash shall be deemed to be the fair market value thereof as determined in good faith by the Board of Directors irrespective of any accounting treatment.

(E) In the case of the issuance of options to purchase or rights to subscribe for Common Stock the issuance of securities by their terms convertible into or exchangeable for Common Stock or options to purchase or rights to subscribe for such convertible or exchangeable securities, the following provisions shall apply for purposes of determining the number of shares of Additional Stock issued and the consideration paid therefor:

(1) The aggregate maximum number of shares of Common Stock deliverable upon exercise (assuming the satisfaction of any conditions to exercisability, including without limitation, the passage of time, but without taking into account potential antidilution adjustments) of such options to purchase or rights to subscribe for Common Stock shall be deemed to have been issued at the time such options or rights were issued and for a consideration equal to the consideration (determined in the manner provided in subsections 4(d)(i)(C) and 4(d)(i)(D)), if any, received by the Corporation upon the issuance of such options or rights plus the minimum exercise price provided in such options or rights (without taking into account potential antidilution adjustments) for the Common Stock covered thereby.

(2) The aggregate maximum number of shares of Common Stock deliverable upon conversion of, or in exchange (assuming the satisfaction of any conditions to convertibility or exchangeability, including, without limitation, the passage of time, but without taking into account potential antidilution adjustments) for, any such convertible or exchangeable securities or upon the exercise of options to purchase or rights to subscribe for

such convertible or exchangeable securities and subsequent conversion or exchange thereof shall be deemed to have been issued at the time such securities were issued or such options or rights were issued and for a consideration equal to the consideration, if any, received by the Corporation for any such securities and related options or rights (excluding any cash received on account of accrued interest or accrued dividends), plus the minimum additional consideration, if any, to be received by the Corporation (without taking into account potential antidilution adjustments) upon the conversion or exchange of such securities or the exercise of any related options or rights (the consideration in each case to be determined in the manner provided in subsections 4(d)(i)(C) and 4(d)(i)(D)).

(3) In the event of any change in the number of shares of Common Stock deliverable or in the amount of consideration payable to the Corporation upon exercise of such options or rights or upon conversion of or in exchange for such convertible or exchangeable securities, the Conversion Prices of the Preferred Stock, to the extent in any way affected by or computed using such options, rights or securities, shall be recomputed to reflect such change, but no further adjustment shall be made for the actual issuance of Common Stock or any payment of such consideration upon the exercise of any such options or rights or the conversion or exchange of any such securities.

(4) Upon the expiration or termination of any such options or rights, or of any such rights to convert or exchange or of any options or rights related to such convertible or exchangeable securities, the Conversion Prices of the Preferred Stock, to the extent in any way affected by or computed using such options, rights or securities or options or rights related to such securities, shall be recomputed to reflect the issuance of only the number of shares of Common Stock (and convertible or exchangeable securities that remain in effect) actually issued upon the exercise of such options or rights, upon the conversion or exchange of such securities or upon the exercise of the options or rights related to such securities.

(5) The number of shares of Additional Stock deemed issued and the consideration deemed paid therefore pursuant to subsections 4(d)(i)(E)(1) and 4(d)(i)(E)(2) shall be appropriately adjusted to reflect any change, termination or expiration of the type described in either subsection 4(d)(i)(E)(3) or 4(d)(i)(E)(4).

(ii) "Additional Stock" shall mean any shares of Common Stock issued (or deemed to have been issued pursuant to subsection 4(d)(i)(E)) by the Corporation on or after the Filing Date other than:

(A) Common Stock or Common Stock Equivalents issued pursuant to a transaction described in subsection 4(d)(iii) hereof (or Common Stock issued upon conversion of such Common Stock Equivalents);

(B) Common Stock issued to employees, directors, consultants and other service providers for the primary purpose of soliciting or retaining their services pursuant to plans or agreements approved by the Corporation's Board of Directors;

(C) Common Stock issued pursuant to a firm commitment underwritten public offering;

(D) Common Stock issued pursuant to the conversion or exercise of convertible or exercisable securities outstanding on the Filing Date;

(E) Common Stock issued or deemed to be issued upon the exercise of options to purchase or rights to subscribe for Common Stock outstanding on the Filing Date;

(F) Common Stock issued or deemed to be issued upon the exercise of options to purchase or rights to subscribe for convertible or exchangeable securities or upon the subsequent conversion or exchange thereof outstanding on the Filing Date;

(G) Common Stock issued upon conversion of Preferred Stock or as dividends or distributions on the Preferred Stock;

(H) Common Stock issued in connection with a bona fide business acquisition of or by the Corporation, whether by merger, consolidation, sale of assets, sale or exchange of stock or otherwise, which transaction is approved by the Corporation's Board of Directors;

(I) Common Stock issued or deemed issued pursuant to subsection 4(d)(i)(E) as a result of a decrease in the Conversion Price of the Preferred Stock resulting from the operation of subsection 4(d)(i);

(J) Common Stock issued pursuant to corporate partnering agreements, joint ventures or other strategic transactions, provided such issuances are primarily for purposes other than equity financing and provided that such arrangements are approved by the Corporation's Board of Directors; or

(K) Common Stock issued or issuable pursuant to any equipment lease financing or bank credit arrangement, provided such transaction is entered into primarily for purposes other than equity financing and is approved by the Corporation's Board of Directors.

(iii) In the event the Corporation should at any time or from time to time after the Filing Date fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (hereinafter referred to as "Common Stock Equivalents") without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of effectuation or payment of such split, subdivision, dividend or other distribution if no record date is fixed), the Conversion Prices of the Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase of the aggregate of the shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents with the number of shares issuable with respect to Common Stock Equivalents determined from time to time in

the manner provided for deemed issuances in subsection 4(d)(i)(E). Notwithstanding the foregoing, if after the fixing of such a record date the proposed split, subdivision, dividend or other distribution shall be rescinded or there shall be any change in the resulting increase of the aggregate of the shares of Common Stock outstanding and those issuable with respect to such Common Stock, then the Conversion Prices of the Preferred Stock, to the extent in any way affected by or computed as a result of the fixing of such record date, shall be recomputed to reflect the issuance of only the shares of Common Stock and Common Stock Equivalents, if any, actually issued or issuable pursuant to such split, subdivision, dividend or other distribution.

(iv) If the number of shares of Common Stock outstanding at any time after the Filing Date is decreased by a reverse stock split or a combination of the outstanding shares of Common Stock, then, upon the record date of such reverse stock split or combination, the Conversion Prices for the 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 the outstanding shares of Common Stock.

(e) Other Distributions. In the event the Corporation shall declare a distribution payable in securities of other Persons, evidences of indebtedness issued by the Corporation or other persons, assets (excluding cash dividends) or options or rights not referred to in subsection 4(d)(iii), then, in each such case for the purpose of this subsection 4(e), the holders of the Preferred Stock shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of the Corporation into which their shares of Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of the Corporation entitled to receive such distribution.

(f) Recapitalizations. If at any time or from time to time there shall be a recapitalization of the Common Stock (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this Section 4 or in Section 2), provision shall be made so that the holders of the Preferred Stock shall thereafter be entitled to receive upon conversion of the Preferred Stock the number of shares of stock or other securities or property of the Corporation or otherwise, to which a holder of Common Stock deliverable upon conversion would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 4 with respect to the rights of the holders of the Preferred Stock after the recapitalization to the end that the provisions of this Section 4 (including adjustment of the Conversion Prices then in effect and the number of shares purchasable upon conversion of the Preferred Stock) shall be applicable after that event as nearly equivalently as may be practicable.

(g) No Fractional Shares and Certificate as to Adjustments.

(i) No fractional shares of Common Stock shall be issued upon the conversion of any shares of the Preferred Stock and the aggregate number of shares of stock to be issued to particular stockholders shall be rounded down to the nearest whole share, and the Corporation shall pay in cash the fair market value of any fractional shares as of the time when entitlement to receive such fractions is determined. Whether or not fractional shares would be issuable upon such conversion shall be determined on the basis of the total number of shares of

Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such conversion.

(ii) Upon the occurrence of each adjustment or readjustment of the Conversion Prices of Preferred Stock pursuant to this Section 4, the Corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Preferred Stock a certificate 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 (A) such adjustment and readjustment, (B) the Conversion Price for such Preferred Stock then in effect, and (C) the number of shares of Common Stock and the amount, if any, of other property that at the time would be received upon the conversion of a share of Preferred Stock.

(h) Notices of Record Date. In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend and other than a stock dividend of the type described in subsection 4(iii)) or other distribution, the Corporation shall mail to each holder of Preferred Stock, at least ten (10) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution, and the amount and character of such dividend or distribution.

(i) 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; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock, in addition to such other remedies as shall be available to the holder of such Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in reasonable best efforts to obtain the requisite stockholder approval of any necessary amendment to this Second Amended and Restated Certificate of Incorporation.

(j) Notices. Any notice required by the provisions of this Section 4 to be given to the holders of shares of Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Corporation or if given by any other method permitted under the General Corporation Law.

(k) Waiver of Adjustment to Conversion Price. Notwithstanding anything herein to the contrary, any reduction of the Conversion Price of the Series A Preferred Stock or Series B Preferred Stock may be waived, either prospectively or retroactively and either generally or in a particular instance, by the consent or vote of the holders of sixty percent (60%)

of the then outstanding shares of the Preferred Stock (voting together as a single class on an as-converted basis). Any such waiver shall bind all future holders of shares of the Preferred Stock.

(l) Special Mandatory Conversion.

(i) In the event:

(A) the Corporation wishes to consummate a financing that results in the sale of any shares of its Common Stock, or securities convertible into or exchangeable or exercisable for any shares of its Common Stock, or options to purchase or rights to subscribe for such convertible or exchangeable securities, at a price per share for the Common Stock (as determined below) less than the price per share of the most recent issuance of Preferred Stock of the Corporation (on a Common Stock equivalent basis);

(B) the Board of Directors of the Corporation (including at least a majority of the directors elected exclusively by the holders of Preferred Stock) determines (with interested directors able to vote for purposes of this provision) in good faith that it is in the best interests of the Corporation to request that the holders of Preferred Stock of the Corporation participate in such financing (in which case such financing will be deemed a "Mandatory Offering") and determines the aggregate dollar amount to be invested by all holders of Preferred Stock (the "Aggregate Investment Amount"), which amount may be more than or less than any particular holder's right to participate in the financing pursuant to any contractual right of first offer or similar right;

(C) the Corporation delivers a notice ("Notice") to the holders of Preferred Stock (1) stating the Corporation's bona fide intention to consummate such Mandatory Offering, (2) indicating the number and type of securities to be offered, (3) indicating the price and terms upon which it proposes to offer such securities, (4) identifying the Pro Rata Share (as defined below) of each holder of Preferred Stock of the Aggregate Investment Amount, and (5) offering each holder of Preferred Stock the right to purchase such holder's Pro Rata Share of the Aggregate Investment Amount for no less than twenty (20) calendar days after the giving of the Notice (or such longer time period as may be provided with respect to the contractual right of first offer held by holders of Preferred Stock pursuant to Section 2.4 of the Corporation's First Amended and Restated Investors' Rights Agreement, dated on or around the Filing Date, among the Corporation and the holders of Preferred Stock, as it may be amended from time to time); and

(D) any holder of Preferred Stock and affiliates of such holder (collectively, a "Non-Participating Holder") does not acquire at least its Pro Rata Share of the Aggregate Investment Amount (whether or not such Aggregate Investment Amount is more than or less than the aggregate dollar amount actually received by the Corporation from the holders in connection with the Mandatory Offering, as may be the case, for example, if certain holders do not participate in the Mandatory Offering) within the time periods set forth in the Notice;

(ii) then that percentage of such Non-Participating Holder's shares of Series A Preferred Stock and that percentage of such Non-Participating Holder's shares of Series B Preferred Stock equal to the percentage of such Non-Participating Holder's Pro Rata Share of

the Aggregate Investment Amount not acquired by such Non-Participating Holder shall automatically and without further action on the part of such holder be converted, effective upon, subject to and concurrently with the consummation of the Mandatory Offering (the "Mandatory Offering Date"), into shares of Common Stock of the Corporation at a Conversion Price equal to the Original Issue Price for such Preferred Stock (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like, but without any adjustment by reason of consummation of the Mandatory Offering or for any adjustment pursuant to subsection 4(d)(i)(A) subsequent to the Filing Date). For purposes of this subsection 4(l), each holder's Pro Rata Share of the Aggregate Investment Amount shall be an amount determined by multiplying the Aggregate Investment Amount by a fraction, the numerator of which shall be the number of shares of Common Stock issuable upon conversion of all shares of Preferred Stock then held by such holder and the denominator of which shall be the total number of shares of Common Stock issuable upon conversion of the Preferred Stock then outstanding. For purposes of calculating a holder's Pro Rata Share, the applicable number of shares of Common Stock issuable upon conversion of the shares of Preferred Stock shall be calculated based on the number of shares of Preferred Stock outstanding immediately following the closing of the Mandatory Offering, assuming all such holders of Preferred Stock acquire such number of shares in such Mandatory Offering as may be necessary so that the provisions of this Section 4(l) would not cause a conversion of any shares of Preferred Stock into Common Stock.

(iii) The holder of any shares of Preferred Stock converted into Common Stock pursuant to this subsection 4(l) shall deliver to the Corporation during regular business hours at the office of any transfer agent of the Corporation for the Preferred Stock, or at such other place as may be designated by the Corporation, the certificate or certificates for the shares so converted, duly endorsed or assigned in blank or to the Corporation. As promptly as practicable thereafter, the Corporation shall issue and deliver to such holder, at the place designated by such holder, a certificate or certificates for the number of full shares of the Common Stock to be issued and such holder shall be deemed to have become a stockholder of record of Common Stock on the Mandatory Offering Date, unless the transfer books of the Corporation are closed on that date, in which event such holder shall be deemed to have become a stockholder of record of Common Stock on the next succeeding date on which the transfer books are open. From and after the Mandatory Offering Date, the certificate or certificates representing shares of Preferred Stock converted pursuant to this subsection 4(l) shall represent the shares of Common Stock into which such shares of Preferred Stock were converted.

(iii) In the event that a holder of Preferred Stock converts any Preferred Stock into Common Stock pursuant to subsections 4(a) or 4(b) hereof within ninety (90) days prior to the date of closing of a Mandatory Offering, such holder shall be deemed to have converted such shares pursuant to this subsection 4(l), and such holder shall be required to transfer to the Corporation all shares of Common Stock issued upon such conversion resulting from any adjustment pursuant to subsection 4(d)(i)(A) subsequent to the Filing Date.

5. Voting Rights.

(a) General Voting Rights. The holder of each share of Preferred Stock shall have the right to one vote for each share of Common Stock into which such Preferred Stock could then be converted, and with respect to such vote, such holder shall have full voting rights

and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled, notwithstanding any provision hereof, to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (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).

(b) Voting for the Election of Directors. As long as any shares of Preferred Stock remain outstanding, the holders of such shares of Preferred Stock shall be entitled to elect four (4) directors of the Corporation at any election of directors. The holders of outstanding Common Stock shall be entitled to one (1) director of the Corporation at any election of directors, provided that such director shall be the then-serving chief executive officer of the Corporation. The holders of Preferred Stock and Common Stock (voting together as a single class and not as separate series, and on an as-converted basis) shall be entitled to elect any remaining directors of the Corporation.

Notwithstanding the provisions of Section 223(a)(1) and 223(a)(2) of the General Corporation Law, any vacancy, including newly created directorships resulting from any increase in the authorized number of directors or amendment of this Second Amended and Restated Certificate of Incorporation, and vacancies created by removal or resignation of a director, may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced; provided, however, that where such vacancy occurs among the directors elected by the holders of a class or series of stock pursuant to a contractual agreement by and among the Corporation and certain stockholders of the Corporation, the holders of shares of such class or series entitled to elect such director may override the Board's action to fill such vacancy by (i) voting for their own designee to fill such vacancy at a meeting of the Corporation's stockholders or (ii) written consent in accordance with the requirements of the General Corporation Law. Any director elected as provided in the immediately preceding sentence hereof may be removed during the aforesaid term of office, either with or without cause, by, and only by, the affirmative vote of the holders of the shares of the class or series of stock entitled to elect such director or directors, given either at a special meeting of such stockholders duly called for that purpose or pursuant to a written consent of stockholders, and any vacancy thereby created may be filled by the holders of that class or series of stock represented at the meeting or pursuant to written consent.

6. Protective Provisions. (a) So long as any shares of Preferred Stock remain outstanding, the Corporation shall not (by amendment, merger, consolidation or otherwise) without first obtaining the approval (by vote or written consent) of the holders of at least sixty percent (60%) of the then outstanding shares of Preferred Stock (voting together as a single class on an as-converted basis):

- (i) consummate a Liquidation Event;

(ii) alter or change the rights, preferences or privileges of the shares of Preferred Stock so as to affect adversely such shares;

(iii) increase or decrease (other than by conversion) the total number of authorized shares of Preferred Stock or Common Stock or create (by reclassification or otherwise) any new class of stock;

(iv) authorize or issue, or obligate itself to issue, any equity security (including any other security convertible into or exercisable for any such equity security) having a preference over, or being on a parity with, any of the Preferred Stock with respect to dividends or payment upon liquidation, dissolution, winding up, redemption, voting (in all respects) and conversion;

(v) redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any share or shares of Preferred Stock or Common Stock; provided, however, that this restriction shall not apply to the repurchase of shares of Common Stock from employees, officers, directors, consultants or other persons performing services for the Corporation or any subsidiary pursuant to agreements under which the Corporation has the option to repurchase such shares upon the occurrence of certain events, such as the termination of employment or service, or pursuant to a right of first refusal;

(vi) amend the Corporation's Second Amended and Restated Certificate of Incorporation or Bylaws in a manner adverse to any of the Preferred Stock;

(vii) pay dividends on any class or series of equity securities, other than dividends payable on the Preferred Stock;

(viii) make any loans or advances to its employees or any members of their immediate families, other than loans or advances in the ordinary course of business or loans to employees made pursuant to promissory notes issued for the purchase of shares under a stock option plan, restricted stock plan or similar equity incentive plan approved by the Board of Directors of the Corporation;

(ix) guarantee, other than in the ordinary course of business, any indebtedness or obligation of any other party other in excess of \$1,000,000, or create or suffer to be imposed any lien, mortgage, security interest or other charge on or against all or substantially all of the properties or assets of the Corporation or any subsidiary or incur indebtedness in excess of \$5,000,000, other than in the ordinary course of business;

(x) acquire, or permit any subsidiary to acquire, any stock or other securities of any Person unless immediately following such acquisition such Person would be wholly owned by the Corporation or a subsidiary of the Corporation;

(xi) enter into any transactions with any officer, director or employee of the Corporation or parents, spouses, siblings or lineal descendants of any of the foregoing, except for employment, engagement, option or benefit agreements or other similar agreements entered into by the Corporation in the ordinary course of business, or except for the provision of goods or

services on terms and conditions substantially similar to those that would be available from an independent third party for the provision of comparable goods or services;

(xii) make any capital expenditures of more than \$2,000,000 or make material changes in the nature of the business conducted by the Corporation; or

(xiii) increase the number of shares available for issuance under the Corporation's Second Amended and Restated 2004 Equity Incentive Plan; or

(xiv) increase or decrease the authorized size of the Corporation's Board of Directors.

7. Status of Converted Stock. In the event any shares of Preferred Stock shall be converted pursuant to Section 4 hereof, the shares so converted shall be cancelled and shall not be issuable by the Corporation.

C. Common Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Common Stock are as set forth below in this Article IV(C).

1. Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of any assets of the Corporation legally available therefor, any dividends as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. Upon the liquidation, dissolution or winding up of the Corporation (including upon the occurrence of a Liquidation Event), the assets of the Corporation shall be distributed as provided in Section 2 of Article IV(B) hereof.

3. Voting Rights. The holder of each share of Common Stock shall have the right to one vote for each such share, and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law.

ARTICLE V

Except as otherwise provided in this Second Amended and Restated Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

ARTICLE VI

The number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

ARTICLE VII

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE VIII

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE IX

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law is amended after approval by the stockholders of this Article IX to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article IX by the Board of Directors and stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

ARTICLE X

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Second Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XI

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) agents of the Corporation (and any

other persons to which General Corporation Law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law, subject only to limits created by applicable General Corporation Law (statutory or non-statutory), with respect to actions for breach of duty to the Corporation, its stockholders, and others.

Any amendment, repeal or modification of the foregoing provisions of this Article XI shall not adversely affect any right or protection of a director, officer, agent, or other person existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to, such amendment, repeal or modification.

* * *

THIRD: The foregoing amendment and restatement was approved by the holders of the requisite number of shares of the Corporation in accordance with Section 228 of the General Corporation Law.

FOURTH: That this Second Amended and Restated Certificate of Incorporation, which restates and integrates and further amends the provisions of the Corporation's Restated Certificate of Incorporation, has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law.

IN WITNESS WHEREOF, this Second Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of the Corporation on this 24th day of August, 2007.

/s/ Ross Manire

Ross Manire, President

**THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
EXTENET SYSTEMS, INC.**

**(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)**

ExteNet Systems, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "General Corporation Law"),

DOES HEREBY CERTIFY:

FIRST: That the name of this Corporation is ExteNet Systems, Inc. and that this Corporation was originally incorporated pursuant to the General Corporation Law on October 1, 2002 under the name ClearLinx Network Corporation.

SECOND: That the Board of Directors of the Corporation duly adopted resolutions proposing to amend and restate the Restated Certificate of Incorporation of the Corporation, declaring said amendment and restatement to be advisable and in the best interests of the Corporation and its stockholders, and authorizing the appropriate officers of the Corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Restated Certificate of Incorporation of the Corporation be amended and restated in its entirety as follows:

ARTICLE I

The name of the Corporation is ExteNet Systems, Inc.

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is located at 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, 19808. The name of its registered agent at such address is Corporation Service Company.

ARTICLE III

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law. The Corporation will have perpetual existence.

ARTICLE IV

A. Authorization of Stock. The Corporation is authorized to issue two classes of stock to be designated, respectively, common stock and preferred stock. The total number of shares that the Corporation is authorized to issue is Eighty Six Million Six Hundred Sixty Seven Thousand Ten (86,667,010). The total number of shares of common stock authorized to be issued is Forty Six Million (46,000,000), par value \$0.001 per share (the "Common Stock"). The total number of shares of preferred stock authorized to be issued is Forty Million Six Hundred Sixty Seven Thousand Ten (40,667,010), par value \$0.001 per share (the "Preferred Stock"), consisting of Seventeen Million Eight Hundred Sixty Six Thousand Six Hundred Seventy Two (17,866,672) shares of Series A Preferred Stock, Ten Million Eight Hundred Forty Four Thousand Four Hundred Forty Eight (10,844,448) shares of Series B Preferred Stock and Eleven Million Nine Hundred Fifty Five Thousand Eight Hundred Ninety (11,955,890) shares of Series C Preferred Stock.

B. Rights, Preferences and Restrictions of Preferred Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Preferred Stock are as set forth below in this Article IV(B).

1. Dividend Provisions. The holders of shares of Preferred Stock (on an as-converted to Common Stock basis) shall be entitled to receive dividends, out of any assets legally available therefor, ratably with the holders of Common Stock payable when, as and if declared by the Board of Directors. Such dividends shall not be cumulative. Declared but unpaid dividends with respect to a share of Preferred Stock shall, upon conversion of such share to Common Stock, be paid to the extent assets are legally available therefor either in cash or in Common Stock (valued at the fair market value on the date of payment as determined by the Board of Directors of the Corporation).

2. Liquidation Preference.

(a) Upon the occurrence of any Liquidation Event (as defined below), either voluntary or involuntary, the holders of Preferred Stock shall be entitled to receive, prior and in preference to any distribution of the proceeds of such Liquidation Event (the "Proceeds") to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the sum of the applicable Original Issue Price (as defined below) for such series of Preferred Stock, together with all declared but unpaid dividends on such share plus a per annum amount for the number of complete calendar months such share has been issued and outstanding equal to five percent (5%) of the applicable Original Issue Price. If, upon the occurrence of such event, the Proceeds thus distributed among the holders of the Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire Proceeds legally available for distribution shall be distributed ratably among the holders of the Preferred Stock in proportion to the full preferential amount that each such holder is otherwise entitled to receive under this subsection (a). For purposes of this Third Amended and Restated Certificate of Incorporation, "Original Issue Price" shall mean \$1.20 per share for each share of the Series A Preferred Stock (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like with respect to such series of Preferred Stock), \$1.4754 per share for each share of the Series B Preferred Stock (as adjusted for any stock splits, stock dividends,

combinations, subdivisions, recapitalizations or the like with respect to such series of Preferred Stock), and \$1.70 per share for each share of Series C Preferred Stock (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like with respect to such series of Preferred Stock).

(b) Upon completion of the distribution required by subsection (a) of this Section 2, then all of the remaining Proceeds shall be distributed among the holders of Preferred Stock and Common Stock pro rata based on the number of shares of Common Stock held by each (assuming full conversion of all such Preferred Stock).

(c) Notwithstanding the above, for purposes of determining the amount each holder of shares of Preferred Stock is entitled to receive with respect to a Liquidation Event, each such holder of shares of a series of Preferred Stock shall be deemed to have converted (regardless of whether such holder actually converted) such holder's shares of such series into shares of Common Stock immediately prior to the Liquidation Event if, as a result of an actual conversion, such holder would receive, in the aggregate, an amount greater than the amount that would be distributed to such holder if such holder did not convert such series of Preferred Stock into shares of Common Stock. If any such holder shall be deemed to have converted shares of Preferred Stock into Common Stock pursuant to this paragraph, then such holder shall not be entitled to receive any distribution that would otherwise be made to holders of Preferred Stock that have not converted (or have not been deemed to have converted) into shares of Common Stock.

(d) Liquidation Event.

(i) For purposes of this Section 2, a "Liquidation Event" shall include (A) the closing of the sale, transfer or other disposition of all or substantially all of the Corporation's assets other than to a parent or a wholly-owned subsidiary, (B) the consummation of the merger or consolidation of the Corporation with or into another entity (except a merger or consolidation in which the holders of capital stock of the Corporation immediately prior to such merger or consolidation continue after the consummation thereof to hold at least 50% of the voting power of the capital stock of the Corporation or the surviving or acquiring entity), (C) the closing of an issuance or transfer (whether by sale, merger, consolidation or otherwise), in one transaction or a series of related transactions, to a Person (as defined below) or group of affiliated Persons (other than an underwriter or underwriters of the Corporation's securities and their transferees), of the Corporation's securities if, after such closing, the holders of the Corporation's securities prior to such transfer would hold less than 50% of the outstanding voting securities of the Corporation, or (D) a liquidation, dissolution or winding up of the Corporation; provided, however, that a transaction shall not constitute a Liquidation Event if its sole purpose is to change the state of the Corporation's incorporation or to create a holding company that will be owned in substantially the same proportions by the Persons who held the Corporation's securities immediately prior to such transaction. Notwithstanding the prior sentence, the sale of shares of the Corporation's Preferred Stock shall not be deemed a "Liquidation Event." The treatment of any particular transaction or series of related transactions as a Liquidation Event may be waived by the vote or written consent of the holders of at least sixty percent (60%) of all the outstanding shares of Preferred Stock (voting together as a single class on an as-converted basis). For the purposes of this Third Amended and Restated Certificate

of Incorporation, "Person" means an individual, a corporation, a partnership, an association, a trust, a limited liability company or any other entity or organization, including a government or political subdivision or any agency or instrumentality thereof.

(ii) In any Liquidation Event, if Proceeds received by the Corporation or its stockholders are other than cash, the value of such Proceeds will be equal to their fair market value. Any securities included within Proceeds shall be valued as follows:

(A) Securities traded on a public market and not subject to restrictions on free marketability covered by (B) below:

(1) If traded on a securities exchange or through the Nasdaq National Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange or system over the twenty (20) trading-day period ending three (3) trading days prior to the closing or consummation of the Liquidation Event;

(2) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the twenty (20) trading-day period ending three (3) trading days prior to the closing or consummation of the Liquidation Event; and

(3) 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 of the Corporation and the holders of at least sixty percent (60%) of the voting power of all then outstanding shares of Preferred Stock (voting together as a single class on an as-converted basis).

(B) The method of valuation of securities subject to restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate under Rule 144 of the Securities Act of 1933, as amended) shall be to make an appropriate discount from the market value determined as above in (A) (1), (2) or (3) to reflect the approximate fair market value thereof, as mutually determined in good faith by the Board of Directors of the Corporation and the holders of at least sixty percent (60%) of the voting power of all then outstanding shares of such Preferred Stock (voting together as a single class on an as-converted basis).

(C) The foregoing methods for valuing non-cash consideration to be distributed in connection with a Liquidation Event shall be superseded by any determination of such value set forth in the definitive agreements governing such Liquidation Event.

(iii) In the event the requirements of this Section 2 are not complied with, the Corporation shall forthwith either:

(A) cause the closing of such Liquidation Event to be postponed until such time as the requirements of this Section 2 have been complied with; or

(B) cancel such transaction, in which event the rights, preferences and privileges of the holders of the Preferred Stock shall revert to and be the same as

such rights, preferences and privileges existing immediately prior to the date of the first notice referred to in subsection 2(d)(iv) hereof.

(iv) The Corporation shall give each holder of record of Preferred Stock written notice of each impending Liquidation Event not later than ten (10) days prior to the closing or consummation of such transaction, and shall also notify such holders in writing of the final approval of such transaction. The first of such notices shall describe the material terms and conditions of the impending transaction and the provisions of this Section 2, and the Corporation shall thereafter give such holders prompt notice of any material changes to the terms of the transaction. The transaction shall in no event take place sooner than ten (10) days after the Corporation has given the first notice provided for herein or sooner than two (2) days after the Corporation has given notice of any material changes provided for herein; provided, however, that such periods may be shortened upon the written consent of the holders of Preferred Stock that (i) are entitled to such notice rights or similar notice rights and (ii) represent at least sixty percent (60%) of the voting power of all then outstanding shares of the Preferred Stock (voting together as a single class on an as-converted basis). The holders of the outstanding Preferred Stock can waive the notice requirements described in this subsection (iv) upon the affirmative vote or written consent of the holders of at least sixty percent (60%) of the shares of Preferred Stock then outstanding (voting together as a single class on an as-converted basis). Notwithstanding the foregoing, the Corporation shall not be obligated to provide such notices to the holders of Preferred Stock so long as each of Palomar Ventures III, L.P., Sevin Rosen Fund VIII L.P., CenterPoint Venture Fund III(Q), L.P., Columbia Capital Equity Partners III (QP), L.P. and Centennial Ventures VII, L.P. or their respective affiliates retains the right to appoint a member of the Corporation's Board of Directors.

3. Intentionally omitted.

4. Conversion. The Preferred Stock shall be converted into Common Stock as follows (the "Conversion Rights"):

(a) 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 is determined by dividing the Original Issue Price applicable to such series of Preferred Stock by the Conversion Price (as defined and adjusted below) applicable to such series of Preferred Stock. The initial Conversion Price per share for the Series A Preferred Stock shall be the Original Issue Price applicable to such Series A Preferred Stock, the initial Conversion Price per share for the Series B Preferred Stock shall be the Original Issue Price applicable to such Series B Preferred Stock, and the initial Conversion Price per share for the Series C Preferred Stock shall be the Original Issue Price applicable to such Series C Preferred Stock; provided, however, that the Conversion Prices for the Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock shall be subject to adjustment as set forth in subsection 4(d). The conversion rates for the Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock into Common Stock are referred to herein as the "Conversion Rates".

(b) Automatic Conversion. Each share of Preferred Stock shall automatically be converted into shares of Common Stock at the applicable Conversion Rate at the time in effect for such series of Preferred Stock immediately upon the earlier of (i) the Corporation's sale of its Common Stock in a firm commitment underwritten public offering pursuant to a registration statement on Form S-1 or Form SB-2 under the Securities Act of 1933, as amended, the public offering price of which was not less than \$4.00 per share (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like) and that results in aggregate proceeds to the Corporation, net of underwriting expenses, in excess of \$50,000,000 (a "Qualified Public Offering") or (ii) the date specified by written consent or agreement of the holders of at least sixty percent (60%) of the then outstanding shares of Preferred Stock (voting together as a single class on an as-converted basis).

(c) Mechanics of Conversion. Before any holder of Preferred Stock shall be entitled to voluntarily convert the same into shares of Common Stock, such holder 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 its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. 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, 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 as of such date. If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act of 1933, as amended, as set forth in subsection 4(b)(i), the conversion may, at the option of any holder tendering Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the persons entitled to receive the Common Stock upon conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such sale of securities. If the conversion is in connection with the provisions of subsection 4(b)(ii) above, such conversion shall be deemed to have been made on the conversion date described in the stockholder approval approving such conversion, and the Persons entitled to receive shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holders of such shares of Common Stock as of such date.

(d) Conversion Price Adjustments of Preferred Stock for Certain Dilutive Issuances, Splits and Combinations. The Conversion Prices shall be subject to adjustment from time to time as follows:

(i) Conversion Price Adjustment.

(A) If the Corporation shall issue, on or after the date upon which this Third Amended and Restated Certificate of Incorporation is accepted for filing by the Secretary of State of the State of Delaware (the "Filing Date"), any Additional Stock (as defined below) without consideration or for a consideration per share less than the Conversion Price in

effect immediately prior to the issuance of such Additional Stock with respect to the Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock, as the case may be, then the Conversion Price for such Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock (as the case may be) shall forthwith (except as otherwise provided in this clause (i)) be adjusted to a price determined by multiplying such Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock Outstanding (as defined below) immediately prior to such issuance of Additional Stock plus the number of shares of Common Stock that the aggregate consideration received by the Corporation for such issuance of Additional Stock would purchase at such Conversion Price; and the denominator of which shall be the number of shares of Common Stock Outstanding (as defined below) immediately prior to such issuance plus the number of shares of such Additional Stock. For purposes of this subsection 4(d)(i)(A), the term "Common Stock Outstanding" shall mean and include the following: (1) outstanding Common Stock; (2) Common Stock issuable upon conversion of outstanding Preferred Stock; and (3) Common Stock issuable upon conversion or exchange of all other outstanding securities that are convertible into or exchangeable for Common Stock and upon exercise of all outstanding options to purchase or rights to subscribe for Common Stock and such convertible or exchangeable securities (including Common Stock issuable upon conversion or exchange of such convertible or exchangeable securities), including without limitation outstanding stock options and stock purchase warrants. Securities described in (1) through (3) above shall be included for the purpose of computing the Common Stock Outstanding irrespective of whether such securities are vested or unvested, contingent or non-contingent, and exercisable or not yet exercisable. (B) No

adjustment of the Conversion Prices shall be made in an amount less than one cent per share, provided that any adjustments that are not required to be made by reason of this sentence shall be carried forward and either shall be taken into account in any subsequent adjustment made prior to three (3) years from the date of the event giving rise to the adjustment being carried forward, or shall be made at the end of three (3) years from the date of the event giving rise to the adjustment being carried forward. Except to the limited extent provided for in subsections 4(d)(i)(E)(3) and 4(d)(i)(E)(4), no adjustment of such Conversion Price pursuant to this subsection 4(d)(i) shall have the effect of increasing the Conversion Price above the Conversion Price in effect immediately prior to such adjustment.

(C) In the case of the issuance of Common Stock for cash, the consideration shall be deemed to be the amount of cash paid therefor before deducting any discounts, fees, commissions or other expenses allowed, paid or incurred by the Corporation for any underwriting or otherwise in connection with the issuance and sale thereof.

(D) In the case of the issuance of the Common Stock for a consideration in whole or in part other than cash, the value of consideration other than cash shall be deemed to be the fair market value thereof as determined in good faith by the Board of Directors irrespective of any accounting treatment.

(E) In the case of the issuance of options to purchase or rights to subscribe for Common Stock the issuance of securities by their terms convertible into or exchangeable for Common Stock or options to purchase or rights to subscribe for such convertible or exchangeable securities, the following provisions shall apply for purposes of determining the number of shares of Additional Stock issued and the consideration paid therefor:

(1) The aggregate maximum number of shares of Common Stock deliverable upon exercise (assuming the satisfaction of any conditions to exercisability, including without limitation, the passage of time, but without taking into account potential antidilution adjustments) of such options to purchase or rights to subscribe for Common Stock shall be deemed to have been issued at the time such options or rights were issued and for a consideration equal to the consideration (determined in the manner provided in subsections 4(d)(i)(C) and 4(d)(i)(D)), if any, received by the Corporation upon the issuance of such options or rights plus the minimum exercise price provided in such options or rights (without taking into account potential antidilution adjustments) for the Common Stock covered thereby.

(2) The aggregate maximum number of shares of Common Stock deliverable upon conversion of, or in exchange (assuming the satisfaction of any conditions to convertibility or exchangeability, including, without limitation, the passage of time, but without taking into account potential antidilution adjustments) for, any such convertible or exchangeable securities or upon the exercise of options to purchase or rights to subscribe for such convertible or exchangeable securities and subsequent conversion or exchange thereof shall be deemed to have been issued at the time such securities were issued or such options or rights were issued and for a consideration equal to the consideration, if any, received by the Corporation for any such securities and related options or rights (excluding any cash received on account of accrued interest or accrued dividends), plus the minimum additional consideration, if any, to be received by the Corporation (without taking into account potential antidilution adjustments) upon the conversion or exchange of such securities or the exercise of any related options or rights (the consideration in each case to be determined in the manner provided in subsections 4(d)(i)(C) and 4(d)(i)(D)).

(3) In the event of any change in the number of shares of Common Stock deliverable or in the amount of consideration payable to the Corporation upon exercise of such options or rights or upon conversion of or in exchange for such convertible or exchangeable securities, the Conversion Prices of the Preferred Stock, to the extent in any way affected by or computed using such options, rights or securities, shall be recomputed to reflect such change, but no further adjustment shall be made for the actual issuance of Common Stock or any payment of such consideration upon the exercise of any such options or rights or the conversion or exchange of any such securities.

(4) Upon the expiration or termination of any such options or rights, or of any such rights to convert or exchange or of any options or rights related to such convertible or exchangeable securities, the Conversion Prices of the Preferred Stock, to the extent in any way affected by or computed using such options, rights or securities or options or rights related to such securities, shall be recomputed to reflect the issuance of only the number of shares of Common Stock (and convertible or exchangeable securities that remain in effect) actually issued upon the exercise of such options or rights, upon the conversion or exchange of such securities or upon the exercise of the options or rights related to such securities.

(5) The number of shares of Additional Stock deemed issued and the consideration deemed paid therefore pursuant to subsections 4(d)(i)(E)(1) and

4(d)(i)(E)(2) shall be appropriately adjusted to reflect any change, termination or expiration of the type described in either subsection 4(d)(i)(E)(3) or 4(d)(i)(E)(4).

(ii) "Additional Stock" shall mean any shares of Common Stock issued (or deemed to have been issued pursuant to subsection 4(d)(i)(E)) by the Corporation on or after the Filing Date other than:

(A) Common Stock or Common Stock Equivalents issued pursuant to a transaction described in subsection 4(d)(iii) hereof (or Common Stock issued upon conversion of such Common Stock Equivalents);

(B) Common Stock issued to employees, directors, consultants and other service providers for the primary purpose of soliciting or retaining their services pursuant to plans or agreements approved by the Corporation's Board of Directors;

(C) Common Stock issued pursuant to a firm commitment underwritten public offering;

(D) Common Stock issued pursuant to the conversion or exercise of convertible or exercisable securities outstanding on the Filing Date;

(E) Common Stock issued or deemed to be issued upon the exercise of options to purchase or rights to subscribe for Common Stock outstanding on the Filing Date;

(F) Common Stock issued or deemed to be issued upon the exercise of options to purchase or rights to subscribe for convertible or exchangeable securities or upon the subsequent conversion or exchange thereof outstanding on the Filing Date;

(G) Common Stock issued upon conversion of Preferred Stock or as dividends or distributions on the Preferred Stock;

(H) Common Stock issued in connection with a bona fide business acquisition of or by the Corporation, whether by merger, consolidation, sale of assets, sale or exchange of stock or otherwise, which transaction is approved by the Corporation's Board of Directors;

(I) Common Stock issued or deemed issued pursuant to subsection 4(d)(i)(E) as a result of a decrease in the Conversion Price of the Preferred Stock resulting from the operation of subsection 4(d)(i);

(J) Common Stock issued pursuant to corporate partnering agreements, joint ventures or other strategic transactions, provided such issuances are primarily for purposes other than equity financing and provided that such arrangements are approved by the Corporation's Board of Directors; or

(K) Common Stock issued or issuable pursuant to any equipment lease financing or bank credit arrangement, provided such transaction is entered into

primarily for purposes other than equity financing and is approved by the Corporation's Board of Directors.

(iii) In the event the Corporation should at any time or from time to time after the Filing Date fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (hereinafter referred to as "Common Stock Equivalents") without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of effectuation or payment of such split, subdivision, dividend or other distribution if no record date is fixed), the Conversion Prices of the Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase of the aggregate of the shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents with the number of shares issuable with respect to Common Stock Equivalents determined from time to time in the manner provided for deemed issuances in subsection 4(d)(i)(E). Notwithstanding the foregoing, if after the fixing of such a record date the proposed split, subdivision, dividend or other distribution shall be rescinded or there shall be any change in the resulting increase of the aggregate of the shares of Common Stock outstanding and those issuable with respect to such Common Stock, then the Conversion Prices of the Preferred Stock, to the extent in any way affected by or computed as a result of the fixing of such record date, shall be recomputed to reflect the issuance of only the shares of Common Stock and Common Stock Equivalents, if any, actually issued or issuable pursuant to such split, subdivision, dividend or other distribution.

(iv) If the number of shares of Common Stock outstanding at any time after the Filing Date is decreased by a reverse stock split or a combination of the outstanding shares of Common Stock, then, upon the record date of such reverse stock split or combination, the Conversion Prices for the 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 the outstanding shares of Common Stock.

(e) Other Distributions. In the event the Corporation shall declare a distribution payable in securities of other Persons, evidences of indebtedness issued by the Corporation or other persons, assets (excluding cash dividends) or options or rights not referred to in subsection 4(d)(iii), then, in each such case for the purpose of this subsection 4(e), the holders of the Preferred Stock shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of the Corporation into which their shares of Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of the Corporation entitled to receive such distribution.

(f) Recapitalizations. If at any time or from time to time there shall be a recapitalization of the Common Stock (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this Section 4 or in Section 2), provision shall be

made so that the holders of the Preferred Stock shall thereafter be entitled to receive upon conversion of the Preferred Stock the number of shares of stock or other securities or property of the Corporation or otherwise, to which a holder of Common Stock deliverable upon conversion would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 4 with respect to the rights of the holders of the Preferred Stock after the recapitalization to the end that the provisions of this Section 4 (including adjustment of the Conversion Prices then in effect and the number of shares purchasable upon conversion of the Preferred Stock) shall be applicable after that event as nearly equivalently as may be practicable.

(g) No Fractional Shares and Certificate as to Adjustments.

(i) No fractional shares of Common Stock shall be issued upon the conversion of any shares of the Preferred Stock and the aggregate number of shares of stock to be issued to particular stockholders shall be rounded down to the nearest whole share, and the Corporation shall pay in cash the fair market value of any fractional shares as of the time when entitlement to receive such fractions is determined. Whether or not fractional shares would be issuable upon such conversion shall be determined on the basis of the total number of shares of Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such conversion.

(ii) Upon the occurrence of each adjustment or readjustment of the Conversion Prices of Preferred Stock pursuant to this Section 4, the Corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Preferred Stock a certificate 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 (A) such adjustment and readjustment, (B) the Conversion Price for such Preferred Stock then in effect, and (C) the number of shares of Common Stock and the amount, if any, of other property that at the time would be received upon the conversion of a share of Preferred Stock.

(h) Notices of Record Date. In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend and other than a stock dividend of the type described in subsection 4(iii)) or other distribution, the Corporation shall mail to each holder of Preferred Stock, at least ten (10) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution, and the amount and character of such dividend or distribution.

(i) 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; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock, in addition to such other remedies as shall

be available to the holder of such Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in reasonable best efforts to obtain the requisite stockholder approval of any necessary amendment to this Third Amended and Restated Certificate of Incorporation.

(j) Notices. Any notice required by the provisions of this Section 4 to be given to the holders of shares of Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Corporation or if given by any other method permitted under the General Corporation Law.

(k) Waiver of Adjustment to Conversion Price. Notwithstanding anything herein to the contrary, any reduction of the Conversion Price of the Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock may be waived, either prospectively or retroactively and either generally or in a particular instance, by the consent or vote of the holders of sixty percent (60%) of the then outstanding shares of such series of Preferred Stock (voting together as a single class on an as-converted basis). Any such waiver shall bind all future holders of shares of the Preferred Stock.

(l) Special Mandatory Conversion.

(i) In the event:

(A) the Corporation wishes to consummate a financing that results in the sale of any shares of its Common Stock, or securities convertible into or exchangeable or exercisable for any shares of its Common Stock, or options to purchase or rights to subscribe for such convertible or exchangeable securities, at a price per share for the Common Stock (as determined below) less than the price per share of the most recent issuance of Preferred Stock of the Corporation (on a Common Stock equivalent basis);

(B) the Board of Directors of the Corporation (including at least a majority of the directors elected exclusively by the holders of Preferred Stock) determines (with interested directors able to vote for purposes of this provision) in good faith that it is in the best interests of the Corporation to request that the holders of Preferred Stock of the Corporation participate in such financing (in which case such financing will be deemed a "Mandatory Offering") and determines the aggregate dollar amount to be invested by all holders of Preferred Stock (the "Aggregate Investment Amount"), which amount may be more than or less than any particular holder's right to participate in the financing pursuant to any contractual right of first offer or similar right;

(C) the Corporation delivers a notice ("Notice") to the holders of Preferred Stock (1) stating the Corporation's bona fide intention to consummate such Mandatory Offering, (2) indicating the number and type of securities to be offered, (3) indicating the price and terms upon which it proposes to offer such securities, (4) identifying the Pro Rata Share (as defined below) of each holder of Preferred Stock of the Aggregate Investment Amount,

and (5) offering each holder of Preferred Stock the right to purchase such holder's Pro Rata Share of the Aggregate Investment Amount for no less than twenty (20) calendar days after the giving of the Notice (or such longer time period as may be provided with respect to the contractual right of first offer held by holders of Preferred Stock pursuant to Section 2.4 of the Corporation's Second Amended and Restated Investors' Rights Agreement, dated as of April 29, 2008, among the Corporation and the holders of Preferred Stock, as it may be amended from time to time); and

(D) any holder of Preferred Stock and affiliates of such holder other than the Manire Limited Partnership, Eric Lekacz or their affiliates (collectively, a "Non-Participating Holder") does not acquire at least its Pro Rata Share of the Aggregate Investment Amount (whether or not such Aggregate Investment Amount is more than or less than the aggregate dollar amount actually received by the Corporation from the holders in connection with the Mandatory Offering, as may be the case, for example, if certain holders do not participate in the Mandatory Offering) within the time periods set forth in the Notice;

(ii) then that percentage of such Non-Participating Holder's shares of Series A Preferred Stock, that percentage of such Non-Participating Holder's shares of Series B Preferred Stock and that percentage of such Non-Participating Holder's shares of Series C Preferred Stock equal to the percentage of such Non-Participating Holder's Pro Rata Share of the Aggregate Investment Amount not acquired by such Non-Participating Holder shall automatically and without further action on the part of such holder be converted, effective upon, subject to and concurrently with the consummation of the Mandatory Offering (the "Mandatory Offering Date"), into shares of Common Stock of the Corporation at a Conversion Price equal to the Original Issue Price for such Preferred Stock (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like, but without any adjustment by reason of consummation of the Mandatory Offering or for any adjustment pursuant to subsection 4(d)(i)(A) subsequent to the Filing Date). For purposes of this subsection 4(l), each holder's Pro Rata Share of the Aggregate Investment Amount shall be an amount determined by multiplying the Aggregate Investment Amount by a fraction, the numerator of which shall be the number of shares of Common Stock issuable upon conversion of all shares of Preferred Stock then held by such holder and the denominator of which shall be the total number of shares of Common Stock issuable upon conversion of the Preferred Stock then outstanding. For purposes of calculating a holder's Pro Rata Share, the applicable number of shares of Common Stock issuable upon conversion of the shares of Preferred Stock shall be calculated based on the number of shares of Preferred Stock outstanding immediately following the closing of the Mandatory Offering, assuming all such holders of Preferred Stock acquire such number of shares in such Mandatory Offering as may be necessary so that the provisions of this Section 4(l) would not cause a conversion of any shares of Preferred Stock into Common Stock.

(iii) The holder of any shares of Preferred Stock converted into Common Stock pursuant to this subsection 4(l) shall deliver to the Corporation during regular business hours at the office of any transfer agent of the Corporation for the Preferred Stock, or at such other place as may be designated by the Corporation, the certificate or certificates for the shares so converted, duly endorsed or assigned in blank or to the Corporation. As promptly as practicable thereafter, the Corporation shall issue and deliver to such holder, at the place designated by such holder, a certificate or certificates for the number of full shares of the

Common Stock to be issued and such holder shall be deemed to have become a stockholder of record of Common Stock on the Mandatory Offering Date, unless the transfer books of the Corporation are closed on that date, in which event such holder shall be deemed to have become a stockholder of record of Common Stock on the next succeeding date on which the transfer books are open. From and after the Mandatory Offering Date, the certificate or certificates representing shares of Preferred Stock converted pursuant to this subsection 4(l) shall represent the shares of Common Stock into which such shares of Preferred Stock were converted.

(iv) In the event that a holder of Preferred Stock converts any Preferred Stock into Common Stock pursuant to subsections 4(a) or 4(b) hereof within ninety (90) days prior to the date of closing of a Mandatory Offering, such holder shall be deemed to have converted such shares pursuant to this subsection 4(l), and such holder shall be required to transfer to the Corporation all shares of Common Stock issued upon such conversion resulting from any adjustment pursuant to subsection 4(d)(i)(A) subsequent to the Filing Date.

(v) Notwithstanding anything to the contrary in this subsection 4(l), the obligation of any holder of Preferred Stock to convert or to have automatically converted any of its Preferred Stock into Common Stock pursuant to this subsection 4(l) shall cease to be effective and binding on (x) any Investor Group (as hereinafter defined) after such Investor Group's cumulative investment in equity securities of the Corporation is equal to at least Fourteen Million Dollars (\$14,000,000), or (y) only for Palomar Ventures III, L.P. and its Investor Group, after (I) with respect to each and every one of the other Investor Groups, either (A) such other Investor Group's cumulative investment in equity securities of the Corporation is equal to at least Fourteen Million Dollars (\$14,000,000) or (B) any shares of Preferred Stock held by such other Investor Group have been converted to Common Stock pursuant to this subsection 4(l), and (II) Palomar Ventures III, L.P. and its Investor Group have collectively participated at least to the extent of their full Pro Rata Share in any and all additional equity financings of the Corporation to which the right of first offer set forth in Section 2.4 of that certain Second Amended and Restated Investor Rights Agreement by and among the Corporation and the other parties thereto dated as of April 29, 2008 applies that occur following the Filing Date and immediately prior to the date on which, with respect to each and every one of the other Investor Groups, either (A) the cumulative investment in equity securities of the Corporation for such other Investor Group is equal to at least Fourteen Million Dollars (\$14,000,000) or (B) any shares of Preferred Stock held by such other Investor Group have been converted to Common Stock pursuant to this subsection 4(l). For purposes of this subsection 4(l), "Investor Group" shall mean, for each holder of Preferred Stock that is an entity, such holder of Preferred Stock and all affiliated funds and limited partnerships under common ownership or control with such holder.

5. Voting Rights.

(a) General Voting Rights. The holder of each share of Preferred Stock shall have the right to one vote for each share of Common Stock into which such Preferred Stock could then be converted, and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled, notwithstanding any provision hereof, to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote, together with

holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (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).

(b) Voting for the Election of Directors. As long as any shares of Preferred Stock remain outstanding, the holders of such shares of Preferred Stock shall be entitled to elect five (5) directors of the Corporation at any election of directors. The holders of outstanding Common Stock shall be entitled to one (1) director of the Corporation at any election of directors, provided that such director shall be the then-serving chief executive officer of the Corporation. The holders of Preferred Stock and Common Stock (voting together as a single class and not as separate series, and on an as-converted basis) shall be entitled to elect any remaining directors of the Corporation.

Notwithstanding the provisions of Section 223(a)(1) and 223(a)(2) of the General Corporation Law, any vacancy, including newly created directorships resulting from any increase in the authorized number of directors or amendment of this Third Amended and Restated Certificate of Incorporation, and vacancies created by removal or resignation of a director, may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced; provided, however, that where such vacancy occurs among the directors elected by the holders of a class or series of stock pursuant to a contractual agreement by and among the Corporation and certain stockholders of the Corporation, the holders of shares of such class or series entitled to elect such director may override the Board's action to fill such vacancy by (i) voting for their own designee to fill such vacancy at a meeting of the Corporation's stockholders or (ii) written consent in accordance with the requirements of the General Corporation Law. Any director elected as provided in the immediately preceding sentence hereof may be removed during the aforesaid term of office, either with or without cause, by, and only by, the affirmative vote of the holders of the shares of the class or series of stock entitled to elect such director or directors, given either at a special meeting of such stockholders duly called for that purpose or pursuant to a written consent of stockholders, and any vacancy thereby created may be filled by the holders of that class or series of stock represented at the meeting or pursuant to written consent.

6. Protective Provisions. (a) So long as any shares of Preferred Stock remain outstanding, the Corporation shall not (by amendment, merger, consolidation or otherwise) without first obtaining the approval (by vote or written consent) of the holders of at least sixty percent (60%) of the then outstanding shares of Preferred Stock (voting together as a single class on an as-converted basis):

- (i) consummate a Liquidation Event;
- (ii) alter or change the rights, preferences or privileges of the shares of Preferred Stock so as to affect adversely such shares;

(iii) increase or decrease (other than by conversion) the total number of authorized shares of Preferred Stock or Common Stock or create (by reclassification or otherwise) any new class of stock;

(iv) authorize or issue, or obligate itself to issue, any equity security (including any other security convertible into or exercisable for any such equity security) having a preference over, or being on a parity with, any of the Preferred Stock with respect to dividends or payment upon liquidation, dissolution, winding up, redemption, voting (in all respects) and conversion;

(v) redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any share or shares of Preferred Stock or Common Stock; provided, however, that this restriction shall not apply to (i) the repurchase of shares of Common Stock from employees, officers, directors, consultants or other persons performing services for the Corporation or any subsidiary pursuant to agreements under which the Corporation has the option to repurchase such shares upon the occurrence of certain events, such as the termination of employment or service, or pursuant to a right of first refusal, or (ii) the repurchase of equity securities issued by the Company to lenders in connection with debt financing approved by the Board of Directors;

(vi) amend the Corporation's Third Amended and Restated Certificate of Incorporation or Bylaws in a manner adverse to any of the Preferred Stock;

(vii) pay dividends on any class or series of equity securities, other than dividends payable on the Preferred Stock;

(viii) make any loans or advances to its employees or any members of their immediate families, other than loans or advances in the ordinary course of business or loans to employees made pursuant to promissory notes issued for the purchase of shares under a stock option plan, restricted stock plan or similar equity incentive plan approved by the Board of Directors of the Corporation;

(ix) guarantee, other than in the ordinary course of business, any indebtedness or obligation of any other party other in excess of \$1,000,000, or create or suffer to be imposed any lien, mortgage, security interest or other charge on or against all or substantially all of the properties or assets of the Corporation or any subsidiary or incur indebtedness in excess of \$5,000,000, other than in the ordinary course of business;

(x) acquire, or permit any subsidiary to acquire, any stock or other securities of any Person unless immediately following such acquisition such Person would be wholly owned by the Corporation or a subsidiary of the Corporation;

(xi) enter into any transactions with any officer, director or employee of the Corporation or parents, spouses, siblings or lineal descendants of any of the foregoing, except for employment, engagement, option or benefit agreements or other similar agreements entered into by the Corporation in the ordinary course of business, or except for the provision of goods or services on terms and conditions substantially similar to those that would be available from an independent third party for the provision of comparable goods or services;

(xii) make any single capital expenditure or series of related capital expenditures which individually or in the aggregate exceed(s) \$2,000,000, unless such capital expenditures are approved by the Board of Directors, or make material changes in the nature of the business conducted by the Corporation;

(xiii) increase the number of shares available for issuance under the Corporation's Second Amended and Restated 2004 Equity Incentive Plan; or

(xiv) increase or decrease the authorized size of the Corporation's Board of Directors.

7. Status of Converted Stock. In the event any shares of Preferred Stock shall be converted pursuant to Section 4 hereof, the shares so converted shall be cancelled and shall not be issuable by the Corporation.

C. Common Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Common Stock are as set forth below in this Article IV(C).

1. Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of any assets of the Corporation legally available therefor, any dividends as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. Upon the liquidation, dissolution or winding up of the Corporation (including upon the occurrence of a Liquidation Event), the assets of the Corporation shall be distributed as provided in Section 2 of Article IV(B) hereof.

3. Voting Rights. The holder of each share of Common Stock shall have the right to one vote for each such share, and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law.

ARTICLE V

Except as otherwise provided in this Third Amended and Restated Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

ARTICLE VI

The number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

ARTICLE VII

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE VIII

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE IX

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law is amended after approval by the stockholders of this Article IX to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article IX by the Board of Directors and stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

ARTICLE X

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Third Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XI

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) agents of the Corporation (and any other persons to which General Corporation Law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law, subject only

to limits created by applicable General Corporation Law (statutory or non-statutory), with respect to actions for breach of duty to the Corporation, its stockholders, and others.

Any amendment, repeal or modification of the foregoing provisions of this Article XI shall not adversely affect any right or protection of a director, officer, agent, or other person existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to, such amendment, repeal or modification.

* * *

THIRD: The foregoing amendment and restatement was approved by the holders of the requisite number of shares of the Corporation in accordance with Section 228 of the General Corporation Law.

FOURTH: That this Third Amended and Restated Certificate of Incorporation, which restates and integrates and further amends the provisions of the Corporation's Second Amended and Restated Certificate of Incorporation, has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law.

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "EXTENET SYSTEMS, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF JANUARY, A.D. 2010, AT 2:39 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3574949 8100

100054319




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7767642

DATE: 01-20-10

**FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
EXTENET SYSTEMS, INC.**

**(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)**

ExteNet Systems, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "General Corporation Law"),

DOES HEREBY CERTIFY:

FIRST: That the name of this Corporation is ExteNet Systems, Inc. and that this Corporation was originally incorporated pursuant to the General Corporation Law on October 1, 2002, under the name ClearLinx Network Corporation;

SECOND: That the Board of Directors of the Corporation (the "Board of Directors") duly adopted resolutions proposing to amend and restate the Third Amended and Restated Certificate of Incorporation of the Corporation, declaring said amendment and restatement to be advisable and in the best interests of the Corporation and its stockholders, and authorizing the appropriate officers of the Corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Third Amended and Restated Certificate of Incorporation of the Corporation be amended and restated in its entirety as follows:

ARTICLE I

The name of the Corporation is ExteNet Systems, Inc.

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is located at 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, 19808. The name of its registered agent at such address is Corporation Service Company.

ARTICLE III

The nature of the businesses and purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law. The Corporation will have perpetual existence.

ARTICLE IV

A. Authorization of Stock. The Corporation is authorized to issue two classes of stock to be designated, respectively, common stock and preferred stock. The total number of shares that the Corporation is authorized to issue is Two Hundred Eight Million, Five Hundred

Ten Thousand, Seven Hundred Seventy-Four (208,510,774). The total number of shares of common stock authorized to be issued is One Hundred Eleven Million, Three Hundred Forty-Two Thousand, Eight Hundred Eighty-Seven (111,342,887), par value \$0.001 per share (the "Common Stock"). The total number of shares of preferred stock authorized to be issued is Ninety-Seven Million, One Hundred Sixty-Seven Thousand, Eight Hundred Eighty-Seven (97,167,887), par value \$0.001 per share (the "Preferred Stock"), consisting of (i) Seventeen Million, Eight Hundred Sixty-Six Thousand, Six Hundred Seventy-Two (17,866,672) shares of Series A Preferred Stock, (ii) Ten Million, Eight Hundred Forty-Four Thousand, Four Hundred Forty-Eight (10,844,448) shares of Series B Preferred Stock, (iii) Nineteen Million, Four Hundred Forty-Nine Thousand, One Hundred Thirty-Three (19,449,133) shares of Series C Preferred Stock, (iv) Forty-Four Million, Eight Hundred Nine Thousand, One Hundred Sixty-One (44,809,161) shares of Series D Preferred Stock, and (v) Four Million, One Hundred Ninety-Eight Thousand, Four Hundred Seventy-Three (4,198,473) shares of Series D-1 Preferred Stock.

B. Rights, Preferences and Restrictions of Preferred Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Preferred Stock are as set forth below in this Article IV(B).

1. Dividend Provisions.

(a) The holders of shares of Preferred Stock (on an as-converted to Common Stock basis) shall be entitled to receive dividends, out of any assets legally available therefor, ratably with the holders of Common Stock, payable when, as and if declared by the Board of Directors. Such dividends shall not be cumulative. Declared but unpaid dividends with respect to a share of Preferred Stock shall, upon conversion of such share to Common Stock, be paid to the extent assets are legally available therefor either in cash or in Common Stock (valued at the fair market value on the date of payment as determined in good faith by the Board of Directors of the Corporation).

(b) So long as any share of Series D Preferred Stock or Series D-1 Preferred Stock remains outstanding, unless all dividends declared by the Board of Directors on all outstanding shares of Series D Preferred Stock and Series D-1 Preferred Stock have been paid in cash, the Corporation shall not declare or pay any dividends or any make any distributions relating to, or redeem, purchase, acquire or make any liquidation payment relating to, any shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Common Stock or any other shares of capital stock of the Corporation now existing or hereafter authorized over which the Series D Preferred Stock and Series D-1 Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation (all such capital stock, "Junior Stock").

2. Liquidation Preference. Upon the occurrence of any Liquidation Event (as defined below), the proceeds of such Liquidation Event legally available for distribution to the Corporation's stockholders (the "Proceeds") shall be distributed in accordance with the terms of this subsection 2.

(a) The holders of Series D Preferred Stock shall be entitled to receive, prior and in preference to any distribution of Proceeds to the holders of Junior Stock by reason of their ownership thereof, an amount per share equal to the greater of: (i) the sum of: (x) the applicable Original Issue Price (as defined below) for such share of Series D Preferred Stock; (y) an amount computed at the rate of nine percent (9%) per annum of the Original Issue Price for such share of Series D Preferred Stock, compounded on an annual basis from the date of issuance of such share of Series D Preferred Stock; and (z) all declared but unpaid dividends on such share of Series D Preferred Stock; and (ii) the amount that would be received in respect of such share of Series D Preferred Stock if such share was converted into shares of Common Stock in accordance with the terms of this Fourth Amended and Restated Certificate of Incorporation immediately prior to the occurrence of such Liquidation Event. The holders of Series D-1 Preferred Stock shall be entitled to receive, prior and in preference to any distribution of Proceeds to the holders of Junior Stock by reason of their ownership thereof, but *pari passu* with distribution to the holders of the Series D Preferred Stock, an amount per share equal to the greater of: (i) the sum of: (x) the applicable Original Issue Price for such share of Series D-1 Preferred Stock, and (y) all declared but unpaid dividends on such share of Series D-1 Preferred Stock; and (ii) the amount that would be received in respect of such share of Series D-1 Preferred Stock if such share was converted into shares of Common Stock in accordance with the terms of this Fourth Amended and Restated Certificate of Incorporation immediately prior to the occurrence of such Liquidation Event. If, upon the occurrence of such Liquidation Event, the Proceeds shall be insufficient to permit the payment to such holders of shares of Series D Preferred Stock and Series D-1 Preferred Stock of the full preference amounts described above, then the entire Proceeds shall be distributed ratably among the holders of the shares of Series D Preferred Stock and Series D-1 Preferred Stock on a *pari passu* basis in proportion to the full preference amounts described above that each such holder is otherwise entitled to receive under this subsection 2(a). For purposes of this Fourth Amended and Restated Certificate of Incorporation, "Original Issue Price" shall mean \$2.62 per share for each share of Series D Preferred Stock and Series D-1 Preferred Stock (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like with respect to such series of Preferred Stock).

(b) Following the payment in full to the holders of Series D Preferred Stock and Series D-1 Preferred Stock of the amounts set forth in subsection 2(a), the holders of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock shall be entitled to receive, prior and in preference to any distribution of Proceeds to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the greater of: (i) the sum of: (x) the applicable Original Issue Price for such share of Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock, (y) an amount computed at the rate of five percent (5%) per annum of the applicable Original Issue Price for such share of Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock, on a noncompounding basis from the respective dates of issuance of such share of Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock, and (z) all declared but unpaid dividends on such share of Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock; and (ii) the amount that would be received in respect of such share of Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock if such share was converted into shares of Common Stock in accordance with the terms of this Fourth Amended and Restated Certificate of Incorporation immediately prior to the occurrence of such Liquidation Event. If, upon the occurrence of such

Liquidation Event and following the payment in full to the holders of Series D Preferred Stock and Series D-1 Preferred Stock of the amounts set forth in subsection 2(a), the Proceeds shall be insufficient to permit the payment to such holders of shares of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock of the full preference amounts described above, then the remaining Proceeds shall be distributed ratably among the holders of the shares of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock on a *pari passu* basis in proportion to the respective full preference amounts described above that each such holder is otherwise entitled to receive under this subsection 2(b). For purposes of this Fourth Amended and Restated Certificate of Incorporation, "Original Issue Price" shall mean (i) \$1.20 per share for each share of Series A Preferred Stock (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like with respect to such series of Preferred Stock), (ii) \$1.4754 per share for each share of the Series B Preferred Stock (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like with respect to such series of Preferred Stock), and (iii) \$1.70 per share for each share of Series C Preferred Stock (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like with respect to such series of Preferred Stock).

(c) Upon completion of the distributions required by subsections (a) and (b) of this subsection 2, all of the remaining Proceeds shall be distributed among the holders of Common Stock by reason of their ownership thereof *pro rata* based on the number of shares of Common Stock held by each such holder (excluding for the purposes of such distribution all of the Preferred Stock).

(d) Liquidation Event.

(i) For purposes of this subsection 2, a "Liquidation Event" shall mean: (A) the sale, transfer or other disposition of all or substantially all of the Corporation's assets in one transaction or a series of related transactions (other than to a wholly-owned subsidiary of the Corporation); (B) the merger, reorganization, consolidation or other business combination of the Corporation with or into another entity in one transaction or a series of related transactions (a "Business Combination") (except a Business Combination in which (i) the holders of the issued and outstanding shares of capital stock of the Corporation immediately prior to such Business Combination continue after the consummation thereof to hold at least fifty percent (50%) of the voting power of the issued and outstanding shares of capital stock of the Corporation or the surviving or acquiring entity and (ii) the rights, preferences, privileges and restrictions granted or imposed on all of the Series of Preferred Stock as specified in this Fourth Amended and Restated Certificate of Incorporation (the "Existing Preferred Rights") are not adversely affected (or the holders of shares of such Preferred Stock receive shares of capital stock in the surviving or acquiring entity with rights, preferences, privileges and restrictions substantially the same or more favorable than the Existing Preferred Rights)); (C) the issuance or transfer (whether by sale, merger, consolidation or otherwise), in one transaction or a series of related transactions, to a Person (as defined below) or group of affiliated Persons (other than an underwriter or underwriters of the Corporation's securities) of the Corporation's issued and outstanding shares of capital stock if, after such closing, the holders of the Corporation's issued and outstanding shares of capital stock immediately prior to such transfer would hold less than fifty percent (50%) of the voting power of the issued and outstanding shares of capital stock of the Corporation; or (D) a liquidation, dissolution or winding up of the Corporation. For the

purposes of this Fourth Amended and Restated Certificate of Incorporation, "Person" means an individual, a corporation, a partnership, an association, a trust, a limited liability company or any other entity or organization, including a government or political subdivision or any agency or instrumentality thereof.

(ii) If any portion of the Proceeds received by the Corporation or its stockholders in any Liquidation Event is other than cash, the value of such non-cash Proceeds will be equal to their fair market value. Any securities comprising a portion or all of such non-cash Proceeds shall be valued as follows:

(A) Securities traded on a public market and not subject to restrictions on free marketability covered by (B) below:

(1) If traded on a securities exchange or through the NASDAQ National Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange or system over the twenty (20) consecutive trading-day period ending three (3) trading days prior to the closing or consummation of the Liquidation Event;

(2) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the twenty (20) consecutive trading-day period ending three (3) trading days prior to the closing or consummation of the Liquidation Event; and

(3) If there is no active public market, the value shall be the fair market value thereof, as mutually determined in good faith by (i) the Board of Directors of the Corporation, (ii) the holders of at least a majority of the voting power of all then outstanding shares of Preferred Stock (voting together as a single class on an as-converted basis) and (iii) the holders of at least a majority of all the outstanding shares of Series D Preferred Stock and Series D-1 Preferred Stock (voting together as a single class on an as-converted basis) (a "Preferred D Majority"); provided, that if a Preferred D Majority or the holders of at least a majority of the voting power of all then outstanding shares of Preferred Stock (voting together as a single class on an as-converted basis) (in either case, the "Disputing Stockholders") do not agree with the determination of fair market value proposed by the Board of Directors within fifteen (15) days of the delivery of such proposal by the Board of Directors to the stockholders of the Corporation, then such Disputing Stockholders or the Board of Directors shall have the right to initiate the following fair market value determination process: the valuation shall be made by a nationally recognized appraiser selected by the Disputing Stockholders and the Board of Directors or, if they cannot agree on an appraiser within twenty (20) days after initiation of the fair market value determination process, each shall select a nationally recognized appraiser within five (5) days following the expiration of such twenty (20) day period, and the two appraisers shall designate a third nationally recognized appraiser within ten (10) days following the expiration of such twenty (20) day period. Such third appraiser shall complete an appraisal of such fair market value within thirty (30) days following its designation, and its appraisal shall be determinative of such value. The cost of such appraisal shall be shared equally by the Disputing Stockholders, on the one hand, and the Company, on the other hand, with the portion of the cost borne by the Disputing Stockholders being borne among them on a pro rata basis.

(B) The method of valuation of securities subject to restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate under Rule 144 of the Securities Act of 1933, as amended) shall be to make an appropriate discount from the market value determined as above in subsections (A) (1), (2) or (3) to reflect the approximate fair market value thereof, as mutually determined in good faith by (i) the Board of Directors of the Corporation; (ii) the holders of at least a majority of the voting power of all then outstanding shares of such Preferred Stock (voting together as a single class on an as-converted basis) and (iii) a Preferred D Majority. If any Disputing Stockholders do not agree with the determination of fair market value proposed by the Board of Directors, then such determination may be rendered in accordance with the fair market valuation determination process set forth in subsection (A)(3) above.

(C) The foregoing methods for valuing non-cash consideration comprising a portion or all of the Proceeds of a Liquidation Event shall be superseded by any determination of such value set forth in any definitive agreements governing such Liquidation Event.

(iii) In the event the requirements of this subsection 2 are not complied with, the Corporation shall forthwith either:

(A) cause the closing of such Liquidation Event to be postponed until such time as the requirements of this subsection 2 have been complied with; or

(B) cancel all transactions relating to such Liquidation Event, in which event the rights, preferences and privileges of the holders of the Preferred Stock shall revert to and be the same as such rights, preferences and privileges existing immediately prior to the date of the first notice referred to in subsection 2(e)(iv) hereof.

(iv) The Corporation shall give each holder of record of Preferred Stock written notice of each impending Liquidation Event not later than ten (10) days prior to the closing or consummation of such transaction, and shall also notify such holders in writing of the final approval of such transaction. The first of such notices shall describe the material terms and conditions of the impending transaction and the provisions of this subsection 2, and the Corporation shall thereafter give such holders prompt notice of any material changes to the terms of the transaction. The transaction shall in no event take place sooner than ten (10) days after the Corporation has given the first notice provided for herein or sooner than two (2) days after the Corporation has given notice of any material changes provided for herein; provided, however, that such periods may be shortened upon the written consent of (i) the holders of Preferred Stock that are entitled to such notice rights or similar notice rights and represent at least a majority of the voting power of all then outstanding shares of the Preferred Stock (voting together as a single class on an as-converted basis) and (ii) a Preferred D Majority. The holders of the outstanding Preferred Stock can waive the notice requirements described in this subsection (iv) upon the affirmative vote or written consent of (x) the holders of at least a majority of the shares of Preferred Stock then outstanding (voting together as a single class on an as-converted basis) and (y) a Preferred D Majority.

(e) Allocation of Escrow and Contingent Consideration. If any portion of the Proceeds otherwise payable to the stockholders of the Corporation upon the occurrence of a Liquidation Event is to be subject to escrow and/or is payable to the stockholders of the Corporation upon the occurrence of certain contingencies (the "Contingent Payment Provisions" and the proceeds subject thereto, "Contingent Proceeds"), the application of such Contingent Payment Provisions shall not be permitted and shall be deemed unenforceable against the Corporation and its stockholders to the extent such provisions restrict, limit, interfere or are otherwise contrary to the liquidation preferences and priorities set forth in subsection 2(a) through (c) above. Without limiting the foregoing, any Contingent Proceeds actually paid to the stockholders of the Corporation shall be allocated among the stockholders of the Corporation as if such amounts had been included in the Proceeds payable to the stockholders of the Corporation upon consummation of the Liquidation Event and paid to the stockholders of the Corporation in accordance with this subsection 2.

3. Intentionally omitted.

4. Conversion. The Preferred Stock shall be convertible into Common Stock as follows:

(a) 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 is determined by dividing the Original Issue Price applicable to such series of Preferred Stock by the Conversion Price (as defined and adjusted below) applicable to such series of Preferred Stock (referred to herein as the "Conversion Rate" for such series). The initial Conversion Price for the Series A Preferred Stock shall be the Original Issue Price applicable to such Series A Preferred Stock; the initial Conversion Price for the Series B Preferred Stock shall be the Original Issue Price applicable to such Series B Preferred Stock; the initial Conversion Price for the Series C Preferred Stock shall be the Original Issue Price applicable to such Series C Preferred Stock; the initial Conversion Price for the Series D Preferred Stock shall be the Original Issue Price applicable to such Series D Preferred Stock; and the initial Conversion Price for the Series D-1 Preferred Stock shall be the Original Issue Price applicable to such Series D-1 Preferred Stock; provided, however, that the Conversion Prices for the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock and Series D-1 Preferred Stock shall be subject to adjustment as set forth in subsection 4(d). The respective conversion rates for the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock and Series D-1 Preferred Stock into Common Stock are collectively referred to herein as the "Conversion Rates".

(b) Automatic Conversion.

(i) Each share of Preferred Stock shall automatically be converted into shares of Common Stock at the then-applicable Conversion Rate for such series of Preferred Stock immediately upon the Corporation's sale of its Common Stock in a firm commitment underwritten public offering pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended, (x) the public offering price of which is not less than \$5.25

per share (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like) and (y) that results in aggregate proceeds to the Corporation of at least \$50,000,000 (prior to expenses and underwriting commissions) (a “Qualified IPO”).

(ii) Each share of Series D Preferred Stock and Series D-1 Preferred Stock shall automatically be converted into shares of Common Stock at the then-applicable Conversion Rate for such series of Preferred Stock upon the date specified by written consent or agreement of the holders of at least seventy percent (70%) of the then-outstanding shares of Series D Preferred Stock and Series D-1 Preferred Stock (voting together as a single class on an as-converted basis). Each share of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock shall automatically be converted into shares of Common Stock at the then-applicable Conversion Rate for such series of Preferred Stock upon the date specified by written consent or agreement of the holders of at least a majority of the then-outstanding shares of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock (voting together as a single class on an as-converted basis).

(c) Mechanics of Conversion. Before any holder of Preferred Stock shall be entitled to exercise an optional right to convert the same into shares of Common Stock hereunder, such holder 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 its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. 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, 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 as of such date. If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act of 1933, as amended, as set forth in subsection 4(b)(i), the conversion may, at the option of any holder tendering Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the persons entitled to receive the shares of Common Stock upon conversion of the shares of Preferred Stock shall not be deemed to have converted such shares of Preferred Stock until immediately prior to the closing of such sale of securities. If the conversion is in connection with the provisions of subsection 4(b)(ii) above, such conversion shall be deemed to have been made on the conversion date described in the written consent or agreement providing for such conversion, and the Persons entitled to receive shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holders of such shares of Common Stock as of such date.

(d) Conversion Price Adjustments of Preferred Stock for Certain Dilutive Issuances, Splits and Combinations. The Conversion Prices shall be subject to adjustment from time to time as follows:

(i) Conversion Price Adjustment.

(A) If the Corporation shall issue, on or after the Filing Date, any Additional Stock (as defined below) without consideration or for a consideration per share less than the Conversion Price in effect immediately prior to the issuance of such Additional Stock with respect to any of the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock or Series D-1 Preferred Stock, as the case may be, then the Conversion Price for such Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock or Series D-1 Preferred Stock (as the case may be) shall forthwith (except as otherwise provided in this clause (i)) be adjusted to a price determined by multiplying such Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock Outstanding (as defined below) immediately prior to such issuance of Additional Stock plus the number of shares of Common Stock that the aggregate consideration received by the Corporation for such issuance of Additional Stock would purchase at such Conversion Price; and the denominator of which shall be the number of shares of Common Stock Outstanding immediately prior to such issuance plus the number of shares of such Additional Stock. For purposes of this subsection 4(d)(i)(A), the term "Common Stock Outstanding" shall mean the sum of the following: (1) outstanding Common Stock; plus (2) Common Stock issuable upon the conversion or exchange of Convertible Securities (as defined below); plus (3) Common Stock issuable upon exercise of all outstanding Options (as defined below) (including Common Stock issuable upon conversion or exchange of Convertible Securities that are issuable upon exercise of such Options). Securities described in (1) through (3) above shall be included for the purpose of computing the Common Stock Outstanding irrespective of whether such securities are vested or unvested, contingent or non-contingent, and exercisable or not yet exercisable. For the purposes of this subsection 4(d), (i) "Convertible Securities" shall mean all debt instruments, securities and shares of capital stock, in each case, issued by the Corporation and that are convertible into or exchangeable for shares of Common Stock, and (ii) "Options" shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire either shares of Common Stock or Convertible Securities. No adjustment of the Conversion Prices shall be made in an amount less than one cent per share, provided that any adjustments that are not required to be made by reason of this sentence shall be carried forward and either shall be taken into account either in any subsequent adjustment made prior to the expiration of the three (3) year period following the date of the event giving rise to the adjustment being carried forward, or shall be made upon the expiration of the three (3) year period following the date of the event giving rise to the adjustment being carried forward. Except to the limited extent provided for in subsections 4(d)(i)(E)(3) and 4(d)(i)(E)(4), no adjustment of any Conversion Price pursuant to this subsection 4(d)(i) shall have the effect of increasing such Conversion Price above the Conversion Price in effect immediately prior to such adjustment.

(C) In the case of the issuance of Common Stock for cash, the consideration shall be deemed to be the amount of cash paid therefor before deducting any discounts, fees, commissions or other expenses allowed, paid or incurred by the Corporation for any underwriting or otherwise in connection with the issuance and sale thereof.

(D) In the case of the issuance of Common Stock for a consideration in whole or in part other than cash, the value of consideration other than cash shall

be deemed to be the fair market value thereof as determined in a manner consistent with subsection 2(d)(ii)(A)(3) above irrespective of any accounting treatment.

(E) In the case of the issuance of Options or Convertible Securities, the following provisions shall apply for purposes of determining the number of shares of Additional Stock issued and the consideration paid therefor:

(1) The aggregate maximum number of shares of Common Stock deliverable upon exercise (assuming the satisfaction of any conditions to exercisability, including without limitation, the passage of time, but without taking into account potential antidilution adjustments) of such Options shall be deemed to have been issued at the time such Options were issued and for a consideration equal to the consideration (determined in the manner provided in subsections 4(d)(i)(C) and 4(d)(i)(D)), if any, received by the Corporation upon the issuance of such Options plus the minimum exercise price provided in such Options (without taking into account potential antidilution adjustments) for the shares of Common Stock covered thereby.

(2) The aggregate maximum number of shares of Common Stock deliverable upon conversion of, or in exchange (assuming the satisfaction of any conditions to convertibility or exchangeability, including, without limitation, the passage of time, but without taking into account potential antidilution adjustments) for, any such Convertible Securities or upon the exercise of Options to purchase such Convertible Securities and subsequent conversion or exchange thereof shall be deemed to have been issued at the time such Convertible Securities were issued or such Options were issued and for a consideration equal to the consideration, if any, received by the Corporation for any such Convertible Securities and related Options (excluding any cash received on account of accrued interest or accrued dividends), plus the minimum additional consideration, if any, to be received by the Corporation (without taking into account potential antidilution adjustments) upon the conversion or exchange of such Convertible Securities or the exercise of any related Options (the consideration in each case to be determined in the manner provided in subsections 4(d)(i)(C) and 4(d)(i)(D)).

(3) In the event of any change in the number of shares of Common Stock deliverable or in the amount of consideration payable to the Corporation upon exercise of such Options or upon conversion of or in exchange for such Convertible Securities, the Conversion Prices of the Preferred Stock, to the extent in any way affected by or computed using such Options or Convertible Securities, shall be recomputed to reflect such change, but no further adjustment shall be made for the actual issuance of shares of Common Stock or any payment of such consideration upon the exercise of any such Options or the conversion or exchange of any such Convertible Securities.

(4) Upon the expiration or termination of any such Options, or of any such rights to convert or exchange any Convertible Securities, the Conversion Prices of the Preferred Stock, to the extent in any way affected by or computed using such Options or Convertible Securities, shall be recomputed to reflect the issuance of only the number of shares of Common Stock (and Convertible Securities that remain in effect) actually issued upon the exercise of such Options or upon the conversion or exchange of such Convertible Securities.

(5) The number of shares of Additional Stock deemed issued and the consideration deemed paid therefore pursuant to subsections 4(d)(i)(E)(1) and 4(d)(i)(E)(2) shall be appropriately adjusted to reflect any change, termination or expiration of the type described in either subsection 4(d)(i)(E)(3) or 4(d)(i)(E)(4).

(ii) “Additional Stock” shall mean any shares of Common Stock or Common Stock Equivalents (as defined below) issued (or deemed to have been issued pursuant to subsection 4(d)(i)(E)) by the Corporation on or after the Filing Date other than shares of Common Stock or Common Stock Equivalents issued, issuable or deemed to be issued at any time as follows (collectively, the “Excluded Securities”):

(A) Common Stock or Common Stock Equivalents issued pursuant to a transaction described in subsection 4(d)(iii) hereof (or Common Stock issued upon conversion of such Common Stock Equivalents) assuming the adjustments contemplated therein are applied;

(B) Common Stock or Common Stock Equivalents issued or deemed to be issued upon conversion of shares of Series C Preferred Stock, shares of Series D Preferred Stock and shares of Series D-1 Preferred Stock that were authorized as of the Filing Date and issued on a subsequent date pursuant to an agreement in effect on the Filing Date (the closing date of the transactions contemplated by any such agreement being hereinafter referred to as the “Series D Issue Date”);

(C) Common Stock, Options or Convertible Securities issued to employees, directors, consultants and other service providers for the primary purpose of soliciting or retaining their services pursuant to the Corporation’s Second Amended and Restated 2004 Equity Incentive Plan, as amended, modified or restated from time to time (subject to subsection 6(c)(iv) below);

(D) Common Stock issued pursuant to a firm commitment underwritten public offering;

(E) Common Stock or Convertible Securities issued upon the exercise of any Options that are outstanding on the Filing Date;

(F) Common Stock issued pursuant to the conversion of any Convertible Securities that are either (x) outstanding on the Filing Date or (y) issued pursuant to the exercise of any Options that are outstanding on the Filing Date;

(G) Common Stock issued upon conversion of Preferred Stock or as dividends or distributions on the Preferred Stock;

(H) Common Stock, Options or Convertible Securities issued as consideration (and not as equity financing) in connection with a bona fide business acquisition of or by the Corporation, whether by merger, consolidation, sale of assets, sale or exchange of stock or otherwise, which transaction is approved by the Corporation’s Board of Directors;

(I) Common Stock issued or deemed issued pursuant to subsection 4(d)(i)(E) as a result of any decrease in the Conversion Price of any series of Preferred Stock resulting from the operation of subsection 4(d)(i);

(J) Common Stock, Options or Convertible Securities issued pursuant to corporate partnering agreements or joint ventures, provided such transaction is entered into for purposes other than equity financing and is approved by the Corporation's Board of Directors; or

(K) Options or Convertible Securities issued or issuable to any equipment lessors or institutional lenders in connection with commercial debt financing transactions, provided such transaction is approved by the Corporation's Board of Directors.

(iii) In the event the Corporation should at any time or from time to time after the Filing Date fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock, including Options and Convertible Securities (hereinafter referred to as "Common Stock Equivalents") without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of effectuation or payment of such split, subdivision, dividend or other distribution if no record date is fixed), the Conversion Prices of the Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series of Preferred Stock shall be increased in proportion to such increase of the aggregate of the shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents with the number of shares issuable with respect to Common Stock Equivalents determined from time to time in the manner provided for deemed issuances in subsection 4(d)(i)(E). Notwithstanding the foregoing, if after the fixing of such a record date the proposed split, subdivision, dividend or other distribution shall be rescinded or there shall be any change in the resulting increase of the aggregate of the shares of Common Stock outstanding and those issuable with respect to Common Stock Equivalents, then the Conversion Prices of the Preferred Stock, to the extent in any way affected by or computed as a result of the fixing of such record date, shall be recomputed to reflect the issuance of only the shares of Common Stock and Common Stock Equivalents, if any, actually issued or issuable pursuant to such split, subdivision, dividend or other distribution.

(iv) In the event the Corporation should at any time or from time to time after the Filing Date fix a record date for the effectuation of a reverse stock split or combination of the outstanding shares of Common Stock or the determination of holders of Common Stock subject to such reverse stock split or combination, then, as of the record date (or the date of effectuation of such reverse stock split or combination if no record date is fixed), the Conversion Prices for the Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of such series of Preferred Stock shall be decreased in proportion to such decrease in the outstanding shares of Common Stock. Notwithstanding the foregoing, if after the fixing of such a record date the proposed reverse

stock split or combination shall be rescinded or there shall be any change in the resulting decrease of the aggregate of the shares of Common Stock outstanding, then the Conversion Prices of the Preferred Stock, to the extent in any way affected by or computed as a result of the fixing of such record date, shall be recomputed to reflect the reverse stock split or combination of only the shares of Common Stock, if any, actual split or combined pursuant to such reverse stock split or combination.

(e) Other Distributions. In the event the Corporation shall declare a distribution payable in securities of other Persons, evidences of indebtedness issued by the Corporation or other persons, assets (excluding cash dividends) or options or rights not referred to in subsection 4(d)(iii), then, in each such case for the purpose of this subsection 4(e), the holders of the shares of Preferred Stock shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of the Corporation into which their shares of Preferred Stock are convertible as of the record date fixed for the determination of the holders of shares of Common Stock of the Corporation entitled to receive such distribution.

(f) Recapitalizations. If at any time or from time to time there shall be a recapitalization of the Common Stock (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this subsection 4 or in subsection 2 above), provision shall be made so that the holders of the shares of Preferred Stock shall thereafter be entitled to receive upon conversion of such shares of Preferred Stock the number of shares of stock or other securities or property of the Corporation or otherwise, to which a holder of shares of Common Stock deliverable upon conversion would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this subsection 4 with respect to the rights of the holders of the shares of Preferred Stock after the recapitalization to the end that the provisions of this subsection 4 (including adjustment of the Conversion Prices then in effect and the number of shares purchasable upon conversion of shares of Preferred Stock) shall be applicable after that event as nearly equivalently as may be practicable.

(g) No Fractional Shares and Certificate as to Adjustments.

(i) No fractional shares of Common Stock shall be issued upon the conversion of any shares of the Preferred Stock and the aggregate number of shares of stock to be issued to particular stockholders shall be rounded down to the nearest whole share, and the Corporation shall pay in cash the fair market value, determined in good faith by the Board of Directors, of any fractional shares as of the time when entitlement to receive such fractions is determined. Whether or not fractional shares would be issuable upon such conversion shall be determined on the basis of the total number of shares of Preferred Stock the holder is at the time converting into shares of Common Stock and the number of shares Common Stock issuable upon such conversion.

(ii) Upon the occurrence of each adjustment or readjustment of the Conversion Prices of Preferred Stock pursuant to this subsection 4, the Corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of shares of Preferred Stock a certificate 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 shares of Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (A) such adjustment and readjustment, (B) the Conversion Price for such Preferred Stock then in effect, and (C) the number of shares of Common Stock and the amount, if any, of other property that at the time would be received upon the conversion of a share of Preferred Stock.

(h) Notices of Record Date. In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, the Corporation shall mail to each holder of shares of Preferred Stock, at least ten (10) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution, and the amount and character of such dividend or distribution.

(i) 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; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock, in addition to such other remedies as shall be available to the holder of such Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in reasonable best efforts to obtain the requisite stockholder approval of any necessary amendment to this Fourth Amended and Restated Certificate of Incorporation.

(j) Notices. Any notice required by the provisions of this subsection 4 to be given to the holders of shares of Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Corporation or if given by any other method permitted under the General Corporation Law.

(k) Waiver of Adjustment to Conversion Price. Notwithstanding anything herein to the contrary, (i) any reduction of the Conversion Price of the Series D Preferred Stock or Series D-1 Preferred Stock may be waived, either prospectively or retroactively and either generally or in a particular instance, by the consent or vote of the holders of seventy percent (70%) of the then outstanding shares of Series D Preferred Stock and Series D-1 Preferred Stock (voting together as a single class on an as-converted basis), and (ii) any reduction of the Conversion Price of the Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock may be waived, either prospectively or retroactively and either generally or in a particular instance, by the consent or vote of the holders of a majority of the then outstanding shares of the Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock (voting together as a single class on an as-converted basis). Any such waiver shall bind all future holders of shares of such series of the Preferred Stock.

5. Voting Rights.

(a) General Voting Rights. The holder of each share of Preferred Stock shall have the right to one vote for each share of Common Stock into which such Preferred Stock could then be converted, and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of shares of Common Stock, and shall be entitled, notwithstanding any provision hereof, to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote, together with holders of shares of Common Stock, with respect to any question upon which holders of shares of Common Stock have the right to vote. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (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).

(b) Voting for the Election of Directors. As long as any shares of Preferred Stock remain outstanding, the holders of such shares of Preferred Stock shall be entitled to elect five (5) directors of the Corporation at any election of directors. The holders of outstanding Common Stock shall be entitled to one (1) director of the Corporation at any election of directors; provided, that such director shall be the then-current chief executive officer of the Corporation. The holders of Preferred Stock and Common Stock (voting together as a single class and not as separate series, and on an as-converted basis) shall be entitled to elect any remaining directors of the Corporation.

Notwithstanding the provisions of Section 223(a)(1) and 223(a)(2) of the General Corporation Law, any vacancy, including newly created directorships resulting from any increase in the authorized number of directors or amendment of this Fourth Amended and Restated Certificate of Incorporation, and vacancies created by removal or resignation of a director, may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced; provided, however, that where such vacancy occurs among the directors elected by the holders of shares of a class or series of stock pursuant to a contractual agreement by and among the Corporation and certain stockholders of the Corporation, the holders of such shares entitled to elect such director may override any action taken by the directors of the Corporation to fill such vacancy by (i) voting for their own designee to fill such vacancy at an annual or special meeting of the Corporation's stockholders or (ii) written consent of such stockholders in accordance with the requirements of the General Corporation Law. Any director elected as provided in the immediately preceding sentence hereof may be removed during the aforesaid term of office, either with or without cause, by, and only by, the affirmative vote of the holders of the shares of the class or series of stock entitled to elect such director or directors, given either at a special meeting of such stockholders duly called for that purpose or pursuant to a written consent of such stockholders, and any vacancy thereby created may be filled by the holders of that class or series of stock represented at such meeting or pursuant to such written consent.

6. Protective Provisions.

(a) So long as at least fifty percent (50%) of the shares of Series D Preferred Stock and Series D-1 Preferred Stock outstanding as of the Series D Issue Date (determined as a single class on an as-converted basis) remain outstanding, the Corporation shall not, directly or indirectly (by amendment, merger, consolidation or otherwise) without first obtaining the approval (by vote or written consent) of the holders of at least fifty percent (50%) of the then outstanding shares of Series D Preferred Stock and Series D-1 Preferred Stock (voting together as a single class on an as-converted basis):

(i) issue any additional equity securities that rank senior or *pari passu* to the Series D Preferred Stock or the Series D-1 Preferred Stock (including, for the avoidance of doubt, authorized but unissued equity securities or equity securities held in treasury, that rank senior or *pari passu* to the Series D Preferred Stock or the Series D-1 Preferred Stock);

(ii) on or prior to December 31, 2010, consummate a Liquidation Event, if the consummation of such Liquidation Event results in a distribution of cash Proceeds to the holders of shares of Series D Preferred Stock and Series D-1 Preferred Stock in an amount less than two and one half (2-1/2) times the Original Issue Price of such shares of Series D Preferred Stock and Series D-1 Preferred Stock;

(iii) during any calendar quarter following December 31, 2010 and on or prior to December 31, 2014, consummate a Liquidation Event, if the consummation of such Liquidation Event results in a distribution of cash Proceeds to the holders of shares of Series D Preferred Stock and Series D-1 Preferred Stock in an amount less than the multiple of the Original Issue Price of such shares of Series D Preferred Stock and Series D-1 Preferred Stock attributable to such calendar quarter as set forth in the table below:

Calendar Quarter	Multiple
January 1, 2011 to March 31, 2011	2.46875x
April 1, 2011 to June 30, 2011	2.43750x
July 1, 2011 to September 30, 2011	2.40625x
October 1, 2011 to December 31, 2011	2.37500x
January 1, 2012 to March 31, 2012	2.34375x
April 1, 2012 to June 30, 2012	2.31250x
July 1, 2012 to September 30, 2012	2.28125x
October 1, 2012 to December 31, 2012	2.25000x
January 1, 2013 to March 31, 2013	2.21875x
April 1, 2013 to June 30, 2013	2.18750x
July 1, 2013 to September 30, 2013	2.15625x
October 1, 2013 to December 31, 2013	2.12500x
January 1, 2014 to March 31, 2014	2.09375x
April 1, 2014 to June 30, 2014	2.06250x

Calendar Quarter	Multiple
July 1, 2014 to September 30, 2014	2.03125x
October 1, 2014 to December 31, 2014	2.00000x; and/or

(iv) amend the Corporation's Fourth Amended and Restated Certificate of Incorporation or Bylaws in a manner that would alter or change the powers, preferences, privileges or rights of the shares of Series D Preferred Stock or Series D-1 Preferred Stock so as to adversely affect such shares of Series D Preferred Stock or Series D-1 Preferred Stock, including but not limited to increasing or decreasing the authorized size of the Board of Directors in a manner that would have the effect of decreasing the proportion of the members of the Board of Directors elected or appointed at the direction of the holders of shares of Series D Preferred Stock and Series D-1 Preferred Stock. For the avoidance of doubt, any modification or amendment to the definition of "Liquidation Event" or "Qualified IPO" as set forth herein shall be deemed an amendment of the Corporation's Fourth Amended and Restated Certificate of Incorporation requiring the approval described in this subsection 6(a).

(b) So long as at least fifty percent (50%) of the shares of Series C Preferred Stock, Series B Preferred Stock and Series A Preferred Stock outstanding as of the Series D Issue Date (determined as a single class on an as-converted basis) remain outstanding, the Corporation shall not, directly or indirectly (by amendment, merger, consolidation or otherwise) without first obtaining the approval (by vote or written consent) of the holders of at least a majority of the then outstanding shares of Series C Preferred Stock, Series B Preferred Stock and Series A Preferred Stock (voting together as a single class on an as-converted basis):

(i) issue any additional equity securities that rank senior or *pari passu* to the Series C Preferred Stock, Series B Preferred Stock and Series A Preferred Stock (including, for the avoidance of doubt, authorized but unissued equity securities or equity securities held in treasury, that rank senior or *pari passu* to the Series C Preferred Stock, Series B Preferred Stock and Series A Preferred Stock); or

(ii) amend the Corporation's Fourth Amended and Restated Certificate of Incorporation or Bylaws in a manner that would alter or change the powers, preferences, privileges or rights of the shares of Series C Preferred Stock, Series B Preferred Stock or Series A Preferred Stock so as to adversely affect such shares of Series C Preferred Stock, Series B Preferred Stock or Series A Preferred Stock, including but not limited to increasing or decreasing the authorized size of the Board of Directors in a manner that would have the effect of decreasing the proportion of the members of the Board of Directors elected or appointed at the direction of the holders of shares of Series C Preferred Stock, Series B Preferred Stock and Series A Preferred Stock. For the avoidance of doubt, any modification or amendment to the definition of "Liquidation Event" or "Qualified IPO" as set forth herein shall be deemed an amendment of the Corporation's Fourth Amended and Restated Certificate of Incorporation requiring the approval described in this subsection 6(b).

(c) So long as at least thirty five percent (35%) of the shares of Preferred Stock outstanding as of the Series D Issue Date (determined as a single class on an as-converted basis) remain outstanding, the Corporation shall not (by amendment, merger, consolidation or

otherwise) without first obtaining the approval (by vote or written consent) of the holders of at least a majority of the then outstanding shares of Preferred Stock (voting together as a single class on an as-converted basis):

(i) increase or decrease the number of authorized shares of Common Stock;

(ii) consummate a Liquidation Event, or any sale, transfer or other disposition of operating assets of the Corporation in one transaction or a series of related transactions (other than to a wholly-owned subsidiary of the Corporation) that represent at least (x) twenty percent (20%) of the then-current book value of the Corporation's assets or (y) that account for annualized revenue that represents at least twenty percent (20%) of the Corporation's operating revenue for the most recently completed fiscal year, in each case determined in accordance with U.S. generally accepted accounting principles;

(iii) increase or decrease the authorized size of the Board of Directors;

(iv) increase the number of shares available for issuance under the Corporation's Second Amended and Restated 2004 Equity Incentive Plan, as amended, modified or restated from time to time; or

(v) create or suffer to be imposed any lien, mortgage, security interest or other charge on or against all or substantially all of the properties or assets of the Corporation or any subsidiary or incur indebtedness for borrowed money in excess of \$10,000,000 in the aggregate.

(d) So long as at least thirty five percent (35%) of the shares of Preferred Stock outstanding as of the Series D Issue Date (determined as a single class on an as-converted basis) remain outstanding, the Corporation shall not (by amendment, merger, consolidation or otherwise) without first obtaining the approval (by vote or written consent) of the holders of at least sixty percent (60%) of the then outstanding shares of Preferred Stock (voting together as a single class on an as-converted basis):

(i) create (by reclassification or otherwise) any new class of the Corporation's equity securities, increase or decrease the number of authorized shares of Preferred Stock, or amend the Corporation's Fourth Amended and Restated Certificate of Incorporation or Bylaws in a manner that would increase or decrease the aggregate number of authorized shares of Preferred Stock, increase or decrease the par value thereof or alter or change the powers, preferences, privileges or rights of the shares of the Preferred Stock so as to affect them adversely;

(ii) redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any share or shares of Preferred Stock or Common Stock; provided, however, that this restriction shall not apply to (A) the repurchase of shares of Common Stock from employees, officers, directors, consultants or other persons performing services for the Corporation or any subsidiary pursuant to agreements under which the Corporation has the option to repurchase such shares upon the occurrence of certain events, such as the termination of employment or service, or pursuant to a right of first refusal, or (B) the

repurchase of equity securities issued by the Corporation to lenders in connection with debt financing approved by the Board of Directors;

(iii) declare or pay dividends on any class or series of equity securities;
or

(iv) guarantee, other than in the ordinary course of business, any indebtedness or obligation of any other party other in excess of \$1,000,000 (other than the guarantee by the Corporation of its wholly-owned operating subsidiaries' obligations in connection with (A) such subsidiaries' performance of their obligations under contracts entered into in the ordinary course of business, or (B) such subsidiaries' performance of their obligations with respect to indebtedness for borrowed money, where such indebtedness for borrowed money by the Corporation and its subsidiaries is equal to or less than \$50,000,000 in the aggregate, in each case, so long as such guarantees are approved by the Corporation's Board of Directors), or create or suffer to be imposed any lien, mortgage, security interest or other charge on or against all or substantially all of the properties or assets of the Corporation or any subsidiary or incur indebtedness for borrowed money in excess of \$50,000,000 in the aggregate.

(e) For the avoidance of doubt, the approval rights set forth in paragraph (a), paragraph (b), paragraph (c) or paragraph (d) of subsection 6 of this Article IV(B) shall be interpreted and enforced without limitation to the approval rights set forth in any such other paragraph or under any other provision of this Certificate of Incorporation.

7. Status of Converted Stock. In the event any shares of Preferred Stock shall be converted pursuant to subsection 4 hereof, the shares so converted shall be cancelled and shall not be issuable by the Corporation.

C. Common Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Common Stock are as set forth below in this Article IV(C).

1. Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of any assets of the Corporation legally available therefor, any dividends as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. Upon the liquidation, dissolution or winding up of the Corporation (including upon the occurrence of a Liquidation Event), the assets of the Corporation shall be distributed as provided in subsection 2 of Article IV(B) hereof.

3. Voting Rights. The holder of each share of Common Stock shall have the right to one vote for each such share, and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law.

ARTICLE V

Except as otherwise provided in this Fourth Amended and Restated Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

ARTICLE VI

The number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

ARTICLE VII

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE VIII

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE IX

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law is amended after approval by the stockholders of this Article IX to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article IX by the Board of Directors and stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

ARTICLE X

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Fourth Amended and Restated Certificate of Incorporation, in the manner now

or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XI

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) agents of the Corporation (and any other persons to which General Corporation Law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law, subject only to limits created by applicable General Corporation Law (statutory or non-statutory), with respect to actions for breach of duty to the Corporation, its stockholders, and others.

Any amendment, repeal or modification of the foregoing provisions of this Article XI shall not adversely affect any right or protection of a director, officer, agent, or other person existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to, such amendment, repeal or modification.

* * *

THIRD: The foregoing amendment and restatement was approved by the holders of the requisite number of shares of the Corporation in accordance with Section 228 of the General Corporation Law.

FOURTH: That this Fourth Amended and Restated Certificate of Incorporation, which restates and integrates and further amends the provisions of the Corporation's Third Amended and Restated Certificate of Incorporation, has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law.

EXHIBIT B

Certificate of Authority Issued by the Idaho Secretary of State

State of Idaho

Office of the Secretary of State

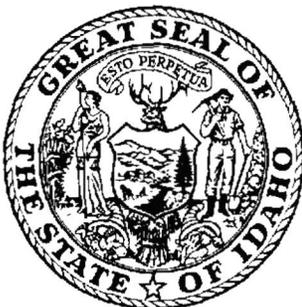
**CERTIFICATE OF REGISTRATION
OF
EXTENET SYSTEMS, INC.**

File Number C 209256

I, LAWERENCE DENNEY, Secretary of State of the State of Idaho, hereby certify that an application for Foreign Registration Statement, duly executed pursuant to the provisions of the Idaho Uniform Business Organization Code, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Registration to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: March 18, 2016



Lawrence Denney
SECRETARY OF STATE

By _____

John J. ...



FOREIGN REGISTRATION STATEMENT

Title 30, Chapter 21, Idaho Code

Filing fee: \$100 typed, \$120 not typed

Complete and submit the form in duplicate.

2016 MAR 18 PM 2:38

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the entity is: ExteNet Systems, Inc.

2. The name which it shall use in Idaho is: _____
(Enter a name here, only if you are required to adopt an alternate name)

3. Select the type of entity you wish to register:

- Business Corporation
- Nonprofit Corporation
- Limited Liability Partnership
- Limited Liability Company
- General Partnership
- General Cooperative Association
- Limited Partnership (Including a limited liability limited partnership)
- Statutory Trust, Business Trust, or Common-law Business Trust

Other: _____
(Use "Other" only if your foreign entity type is not listed above, and enter the type here.)

4. Jurisdiction of formation: Delaware
(Provide the domestic jurisdiction where the entity was formed)

5. The address of its principal office is:
3030 Warrenville Road, Lisle, IL 60532
(Street Address)

(Mailing Address if different)

6. The address of its domestic principal office (if required by the laws of the jurisdiction of formation) is:

(Street Address)

(Mailing Address if different)

7. The mailing address to which correspondence should be addressed, if different from item 5, is:

(Address)

8. The name of the registered agent and street address of registered agent in Idaho:
Corporation Service Company, 12550 W. Explorer Drive, Suite 100, Boise, ID 83713
(Name) (Address)

9. The name, capacity, and mailing address of at least one governor:

<u>Ross W. Manire</u>	<u>President-CEO</u>	<u>3030 Warrenville Road, Lisle, IL 60532</u>
<small>(Name)</small>	<small>(Capacity)</small>	<small>(Address)</small>
<u>Daniel L. Timm</u>	<u>EVP-CFO</u>	<u>3030 Warrenville Road, Lisle, IL 60532</u>
<small>(Name)</small>	<small>(Capacity)</small>	<small>(Address)</small>

Signature:

Typed Name: Daniel L. Timm

Capacity: EVP-CFO

Secretary of State use only

IDAHO SECRETARY OF STATE
03/18/2016 05:00
CK: PREPAID CT: 1157 BH: 1519415
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C209256

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EXTENET SYSTEMS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF MARCH, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EXTENET SYSTEMS, INC." WAS INCORPORATED ON THE FIRST DAY OF OCTOBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



3574949 8300

SR# 20161711500

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

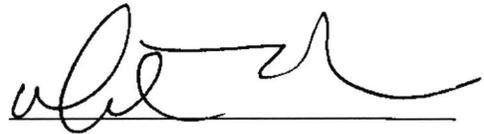
Authentication: 202000889

Date: 03-17-16

VERIFICATION

I, Daniel L. Timm, state that I am Executive Vice President and Chief Financial Officer of ExteNet Systems, Inc.; that I am authorized to make this Verification; that I am familiar with the contents of this Application; that the Applicant will comply with all Idaho laws and Commission rules and regulations, including rules regarding the conservation of telephone numbers; and that matters set forth in the filing are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 6th day of June 2016.

A handwritten signature in black ink, appearing to read 'D. Timm', written over a horizontal line.

Daniel L. Timm
EVP-CFO, ExteNet Systems, Inc.