

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
TPG-Rosewood Acquisition, Corp.		03/19/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	3 Day Blinds Corporation
Street Address:	2220 East Cerritos Avenue
City:	Anaheim
State/Country:	CALIFORNIA
Postal Code:	92806
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 30

Property Type	Number	Word Mark
Registration Number:	1497759	3 DAY BLINDS
Registration Number:	1507197	3DB
Registration Number:	1693043	TRANSITIONS
Registration Number:	1719487	TRANSITIONS
Registration Number:	1975201	ULTIMA
Registration Number:	2124319	DUST-LESS
Registration Number:	2416283	LIGHT-LESS
Registration Number:	2392142	DUOSHADE
Registration Number:	2420057	VIRTUAL WOOD
Registration Number:	2443574	AMERICA' S WINDOW COVERING SPECIALIST
Registration Number:	2541711	STARLIGHT
Registration Number:	2608241	SOLAIRE PRIVACY BLIND
Serial Number:	78594733	R HOUSE
Registration Number:	2718019	SIERRA SHUTTERS

CH \$765.00 1497759

Registration Number:	2716484	IMPROVING NATURE'S BEST
Registration Number:	2818007	SEDONA SHUTTERS
Registration Number:	2795703	SUNCREST SHUTTERS
Registration Number:	2798732	CORONADO VALANCE
Registration Number:	2805531	IT'S YOUR HOME. DO IT RIGHT
Registration Number:	2861356	LAKESHORE SHUTTERS
Registration Number:	2968426	IDESIGN
Registration Number:	2958592	TILT MAGIC
Serial Number:	78421357	EVOLUTIONS
Serial Number:	78518478	BRING OUT YOUR INNER DECORATOR
Registration Number:	2472357	SIMPLY SHEERS
Registration Number:	2532761	SHEER MAGIC
Registration Number:	1742302	ESSENTIALS
Serial Number:	77453460	3 DAY BLINDS
Serial Number:	77461254	3DB 3 DAY BLINDS
Serial Number:	77460512	3DB

CORRESPONDENCE DATA

Fax Number: (714)546-9035
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (714) 641-5100
Email: sbarricella@rutan.com, ezaskoda@rutan.com,
trademarks@rutan.com, scain@rutan.com
Correspondent Name: Susan J. Barricella
Address Line 1: 611 Anton Boulevard
Address Line 2: Suite 1400
Address Line 4: Costa Mesa, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER:	020913.0000
NAME OF SUBMITTER:	Susan J. Barricella
Signature:	/Susan J. Barricella/
Date:	06/11/2009

Total Attachments: 20

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Delaware

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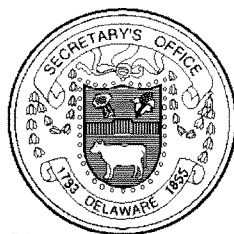
The First State

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 "TPG-ROSEWOOD ACQUISITION, CORP.", CHANGING ITS NAME FROM "TPG-ROSEWOOD ACQUISITION, CORP." TO "3 DAY BLINDS CORPORATION .", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF MARCH, A.D. 2009, AT 6:19 O'CLOCK P.M.


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

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090285306



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7198546

DATE: 03-19-09

TRADEMARK
REEL: 004002 FRAME: 0799

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
TPG-ROSEWOOD ACQUISITION, CORP.**

TPG-Rosewood Acquisition, Corp. (the "Company"), 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 the Company is TPG-Rosewood Acquisition, Corp., and that the Company was originally incorporated pursuant to the General Corporation Law on November 25, 2008 under the name 3 Day Blinds Renewal Corp.

SECOND, that the Company has not received any payment for any of its stock.

THIRD, that this Amended and Restated Certificate of Incorporation has been (1) approved by the majority of the directors of the Company in accordance with Section 141(f) of the General Corporation Law, and (2) duly adopted in accordance with the provisions of Sections 241 and 245 of the General Corporation Law by the directors of the Company.

FOURTH, that the Board of Directors duly adopted resolutions proposing to amend and restate the Certificate of Incorporation of the Company, declaring said amendment and restatement to be advisable and in the best interests of the Company, which resolution setting forth the proposed amendment and restatement is as follows:

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

ARTICLE I

NAME

The name of the Company is 3 Day Blinds Corporation (hereinafter the "Company").

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT

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

ARTICLE III

CORPORATE PURPOSE

The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware ("General Corporation Law").

ARTICLE IV

CAPITAL STOCK

SECTION 4.01 Classes of Stock. The Company is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares that the Company is authorized to issue is seventy-five million (75,000,000) shares. Fifty million (50,000,000) shares shall be Common Stock and twenty-five million (25,000,000) shares shall be Preferred Stock, each with a par value of \$0.001 per share.

SECTION 4.02 Rights, Preferences and Restrictions of Preferred Stock. The Preferred Stock authorized by this Restated Certificate of Incorporation may be issued from time to time in one or more series. Twenty-one million two hundred fifty thousand (21,250,000) of the authorized shares of Preferred Stock are hereby designated "Series A Preferred Stock". Subject to compliance with applicable provisions of this Restated Certificate, the Board of Directors is hereby authorized to fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock, and to increase or decrease the number of shares of any series of Preferred Stock, prior or subsequent to the issue of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series. The rights, preferences, privileges, restrictions and other matters relating to the Series A Preferred Stock are as follows:

(a) Dividend Provisions.

(i) Subject to the rights of any series of Preferred Stock that may from time to time come into existence, the holders of shares of Series A Preferred Stock shall be entitled to receive dividends, out of any assets legally available therefor, prior and in preference to any declaration or payment of any dividend (payable other than in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock of the Company) on the Common Stock of the Company, at the rate of eight percent (8%) of the Original Issue Price (as defined below) per annum on each outstanding share of Series A Preferred Stock (as adjusted for any stock splits, stock dividends, recapitalizations or the like) or, if greater (as determined on a per annum basis and on an as converted basis for the Series A Preferred Stock), an amount equal to that paid on any other outstanding shares of the Company, payable when, as, and if declared by the Board of Directors. Such dividends shall not be cumulative. The holders of the outstanding Series A Preferred Stock can

waive any dividend preference that such holders shall be entitled to receive under this Section 4.02(a) upon the affirmative vote or written consent of the holders of at least sixty-six and two-thirds percent (66 2/3%) of the Series A Preferred Stock then outstanding. As used herein, the "Original Issue Price" of the Series A Preferred Stock shall be thirty cents (\$0.30) per share.

(ii) So long as any shares of Series A Preferred Stock are outstanding, the Company shall not purchase, redeem or otherwise acquire for value any shares of Common Stock until all dividends (as set forth in this Section 4.02(a)) on the Series A Preferred Stock shall have been paid or declared and set apart, except for: (x) acquisitions of Common Stock by the Company pursuant to agreements which permit the Company to repurchase such shares at cost upon termination of services to the Company; or (y) acquisitions of Common Stock or Preferred Stock in exercise of the Company's right of first refusal to repurchase such shares.

(iii) The holders of Series A Preferred Stock expressly waive their rights, if any, as described in California Corporations Code Sections 502, 503 and 506 as they relate to repurchases of shares upon termination of employment or service as a consultant or director.

(b) Liquidation Preference.

(i) In the event of any liquidation, dissolution or winding up of the Company, either voluntary or involuntary, subject to the rights of any series of Preferred Stock that may from time to time come into existence, the holders of Series A Preferred Stock shall be entitled to receive either (i) prior and in preference to any distribution of any of the assets of the Company to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the Original Issue Price, plus declared but unpaid dividends on such share (subject to adjustment of such fixed dollar amounts for any stock splits, stock dividends, combinations, recapitalizations or the like), or (ii) if greater, an amount per share of Series A Preferred Stock as would have been payable in respect of the shares of Common Stock issuable upon conversion of each such share of Series A Preferred Stock had such share been converted into shares of Common Stock pursuant to the provisions of Section 4.02(d) immediately prior to such liquidation, dissolution or winding up of the Company. If upon the occurrence of such event in which distributions are made pursuant to clause (i) of the preceding sentence, the assets and funds thus distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full preferential amounts set forth in clause (i) of the preceding sentence, then, subject to the rights of any series of Preferred Stock that may from time to time come into existence, the entire assets and funds of the Company legally available for distribution shall be distributed ratably among the holders of the Series A Preferred Stock in proportion to the amount of such stock owned by each such holder.

(ii) Upon the completion of the distribution required by Section 4.02(b)(i) and any other distribution that may be required with respect to any series of Preferred Stock that may from time to time come into existence, all of the remaining

assets of the Company available for distribution to stockholders shall be distributed among the holders of Common Stock pro rata based on the number of shares of Common Stock held by each.

(iii) For purposes of this Section 4.02(b), a liquidation, dissolution or winding up of the Company shall be deemed to be occasioned by, or to include (unless the holders of at least two-thirds of the Series A Preferred Stock then outstanding shall determine otherwise), (A) the consummation of a merger or consolidation of the Company with or into another entity or any other corporate reorganization, if more than fifty percent (50%) of the combined voting power of the continuing or surviving entity's securities outstanding immediately after such merger, consolidation or other reorganization is owned by persons who were not stockholders of the Company immediately prior to such merger, consolidation or other reorganization; or (B) the sale, transfer or other disposition of all or substantially all of the Company's assets.

(A) A transaction shall not constitute a liquidation, dissolution or winding up of the Company if its sole purpose is to change the state of the Company's incorporation or to create a holding company that will be owned in substantially the same proportions by the persons who held the Company's securities immediately prior to such transaction. In addition, a sale by the Company of Equity Securities in any transaction, the primary purpose of which is to raise capital for the Company's operations and activities, including without limitation an initial public offering of a class of the Company's Equity Securities under Section 12 of the Securities Act of 1933, as amended, shall not constitute a liquidation, dissolution or winding up of the Company. For purposes of Section 4.02(b)(iii)(A), "Equity Securities" shall mean any securities having voting rights in the election of the Board of Directors of the Company not contingent upon default, or any securities evidencing an ownership interest in the Company, or any securities convertible into or exercisable for any shares of the foregoing, or any agreement or commitment to issue any of the foregoing.

(iv) In any of such events, if the consideration received by the Company is other than cash, its value will be deemed its fair market value. Any securities shall be valued as follows:

(A) Securities not subject to investment letter or other similar restrictions on free marketability covered by (B) below:

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

(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 thirty (30) day period ending three (3) days prior to the closing; and

(3) If there is no active public market, the value shall be the fair market value thereof, as mutually determined by the Board of Directors of the Company (“Board of Directors”) and the holders of at least a majority of the voting power of all then outstanding shares of Preferred Stock.

(B) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder’s status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above in Sections 4.02(b)(iv)(A)(1), (A)(2) or (A)(3) to reflect the approximate fair market value thereof, as mutually determined by the Board of Directors and the holders of at least a majority of the voting power of all then outstanding shares of such Preferred Stock.

(v) In the event the requirements of this Section 4.02(b) are not complied with, the Company shall forthwith either:

(A) cause such closing to be postponed until such time as the requirements of this Section 4.02(b) have been complied with; or

(B) cancel such transaction, in which event the rights, preferences and privileges of the holders of the Series A 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 Section 4.02(b)(vi) hereof.

(vi) The Company shall give each holder of record of Series A Preferred Stock written notice of such impending transaction not later than twenty (20) days prior to the stockholders’ meeting called to approve such transaction, or twenty (20) days prior to the closing of such transaction, whichever is earlier, 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 4.02(b), and the Company shall thereafter give such holders prompt notice of any material changes. The transaction shall in no event take place sooner than twenty (20) days after the Company has given the first notice provided for herein or sooner than ten (10) days after the Company has given notice of any material changes provided for herein; provided, however, that such periods may be shortened upon the written consent of two-thirds of the holders of Preferred Stock that are entitled to such notice rights or similar notice.

(c) Redemption. The Series A Preferred Stock is not redeemable.

(d) Conversion. The holders of the Series A Preferred Stock shall have conversion rights as follows (the “Conversion Rights”):

(i) *Right to Convert*. Each share of Series A 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 Company 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 by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The initial Conversion Price per share for shares of Series A Preferred Stock shall be the Original Issue Price; provided, however, that the Conversion Price for the Series A Preferred Stock shall be subject to adjustment as set forth in Section 4.02(d)(v).

(ii) *Automatic Conversion.* Each share of Series A Preferred Stock shall automatically be converted into shares of Common Stock at the Conversion Price at the time in effect for such Series A Preferred Stock immediately upon the earlier of (i) the Company'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, with aggregate proceeds (after deduction for underwriter's discounts and expenses related to the issuance) of \$20,000,000 (net of underwriting discounts and commissions), or (ii) the date specified by written consent or agreement of the holders of two-thirds of the then outstanding shares of Series A Preferred Stock.

(iii) *Mechanics of Conversion.* Before any holder of Series A Preferred Stock shall be entitled to convert the same into shares of Common Stock, he or she shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Company or of any transfer agent for the Series A Preferred Stock, and shall give written notice to the Company 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 Company shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series A 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 Series A 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, the conversion may, at the option of any holder tendering Series A 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 Series A Preferred Stock shall not be deemed to have converted such Series A Preferred Stock until immediately prior to the closing of such sale of securities. If the conversion is in connection with an acquisition by, merger or other combination with an entity where the Company is not the surviving entity, the conversion shall be conditioned upon consummation of the transaction and in the event the transaction fails to be consummated, the Series A Preferred Stock shall be deemed not to have been converted.

(iv) *Reorganizations, Mergers, Consolidations or Sales of Assets.* Subject to Sections 4.02(b) and 4.02(d)(ii), if at any time or from time to time after the

filing and effectiveness of this Restated Certificate there is a capital reorganization of the Common Stock or a merger or consolidation of the Company with or into another corporation, or the sale of all or substantially all of the Company's properties and assets to any other person, then, as a part of such reorganization, merger, consolidation or sale, provision shall be made so that the holders of the Series A Preferred Stock shall thereafter be entitled to receive upon conversion of each share of Series A Preferred Stock the number of shares of stock or other securities or property of the Company, or of the successor corporation resulting from such merger or consolidation or sale or other corporation or entity issuing such stock, securities or other property, to which a holder of the number of shares of Common Stock deliverable upon conversion of the Series A Preferred Stock would have been entitled on such capital reorganization, merger, consolidation, or sale. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 4.02(d) with respect to the rights of the holders of Preferred Stock after the reorganization, merger, consolidation or sale to the end that the provisions of this Section 4.02(d) (including adjustment of the Conversion Price then in effect and the number of shares purchasable upon conversion of such class of Preferred Stock) shall be applicable after that event and be as nearly equivalent as may be practicable.

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

(A) (1) If at any time after the Original Issue Date, the Company issues or sells, or is deemed by the express provisions of this subsection (v) to have issued or sold, any Additional Stock (as defined below) without consideration or for a consideration per share less than the Conversion Price for such series in effect immediately prior to the issuance of such Additional Stock, the Conversion Price for such series in effect immediately prior to each such issuance shall forthwith (except as otherwise provided in this clause (A)(1)) 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 immediately prior to such issuance (including shares of Common Stock deemed to be issued pursuant to subsection (d)(v)(A)(5)(a) or (b) (but not including shares excluded from the definition of Additional Stock by Section 4.02(d)(v)(B)(2)) plus the number of shares of Common Stock that the aggregate consideration received by the Company for such issuance 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 (including shares of Common Stock deemed to be issued pursuant to subsection (d)(v)(A)(5)(a) or (b) (but not including shares excluded from the definition of Additional Stock by subsection 4.02(d)(v)(B)(2)) plus the number of shares of such Additional Stock.

(2) No adjustment of the Conversion Price for the Series A Preferred Stock 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 shall be either 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 (d)(v)(A)(3) and (A)(4), no adjustment of such Conversion Price pursuant to this Section 4.02(d)(v)(A) shall have the effect of increasing the Conversion Price above the Conversion Price in effect immediately prior to such adjustment.

(3) 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 reasonable discounts, commissions or other expenses allowed, paid or incurred by the Company for any underwriting or otherwise in connection with the issuance and sale thereof.

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

(5) In the case of the issuance (whether before, on or after the applicable Original Issue Date) of options to purchase or rights to subscribe for Common Stock, 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 all purposes of this Section 4.02(d)(v)(A) and Section 4.02(d)(v)(B):

- (a) 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 (d)(v)(A)(3) and (v)(A)(4), if any, received by the Company 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.
- (b) 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 Company 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 Company (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 (d)(v)(A)(3) and (v)(A)(4)).

- (c) In the event of any change in the number of shares of Common Stock deliverable or in the consideration payable to the Company upon exercise of such options or rights or upon conversion of or in exchange for such convertible or exchangeable securities, including, but not limited to, a change resulting from the antidilution provisions thereof (unless such options or rights or convertible or exchangeable securities were merely deemed to be included in the numerator and denominator for purposes of determining the number of shares of Common Stock outstanding for purposes of subsection (d)(v)(A)(1), the Conversion Price of the Series A 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 such securities.
- (d) Upon the expiration of any such options or rights, the termination of any such rights to convert or exchange or the expiration of any options or rights related to such convertible or exchangeable securities, the Conversion Price of the Series A 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 (unless such options or rights were merely deemed to be included in the numerator and denominator for purposes of determining the number of shares of Common Stock outstanding for purposes of subsection (d)(v)(A)(1)), 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.

- (e) The number of shares of Common Stock deemed issued and the consideration deemed paid therefor pursuant to subsections (d)(v)(A)(5)(a) and (b) shall be appropriately adjusted to reflect any change, termination or expiration of the type described in either subsection (d)(v)(A)(5)(c) or (d).

(B) “Additional Stock” shall mean any shares of Common Stock issued (or deemed to have been issued pursuant to subsection (d)(v)(A)(5) by the Company after the Original Issue Date other than:

- (1) Common Stock issued pursuant to a transaction described in subsection (d)(v)(C) hereof;
- (2) Common Stock issued or issuable upon exercise or conversion of outstanding options, warrants or convertible securities outstanding as of the Original Issue Date;
- (3) Common Stock issued upon conversion of the Series A Preferred Stock;
- (4) Common Stock issued pursuant to the acquisition of another business entity or business segment of any such entity by the Company by merger, purchase of substantially all the assets or other reorganization whereby the Company will own more than fifty percent (50%) of the voting power of such business entity or business segment of any such entity;
- (5) Common Stock issued to employees, consultants, officers or directors of the Company pursuant to any stock option, stock purchase or stock bonus plan, agreement or arrangement approved by the Board of Directors;
- (6) Common Stock issued to vendors or customers or to other persons in similar commercial situations with the Company if such issuance is approved by the Board of Directors;
- (7) Common Stock issued in connection with obtaining lease financing, whether issued to a lessor, guarantor or other person;
- (8) Common Stock issued in connection with corporate partnering transactions on terms approved by the Board of Directors; and
- (9) any right, option or warrant to acquire any security convertible into Common Stock excluded from the definition of Additional Stock pursuant to subsections (1) through (8) above.

(C) In the event the Company should at any time or from time to time after the Original Issue 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 such dividend distribution, split or subdivision if no record date is fixed), the Conversion Price of the Series A 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 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 (d)(v)(A)(5).

(D) If the number of shares of Common Stock outstanding at any time after the Original Issue Date is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Conversion Price for the Series A Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in outstanding shares.

(vi) *Other Distributions.* In the event the Company shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by the Company or other persons, assets (excluding cash dividends) or options or rights not referred to in subsection (d)(v)(C), then, in each such case for the purpose of this subsection (d)(vi), the holders of the Series A 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 Company into which their shares of Series A Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of the Company entitled to receive such distribution.

(vii) *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 4.02), provision shall be made so that the holders of the Series A Preferred Stock shall thereafter be entitled to receive upon conversion of the Series A Preferred Stock the number of shares of stock or other securities or property of the Company 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 4.02(d) with respect to the rights of the

holders of the Series A Preferred Stock after the recapitalization to the end that the provisions of this Section 4.02(d) (including adjustment of the Conversion Price then in effect and the number of shares purchasable upon conversion of the Series A Preferred Stock) shall be applicable after that event as nearly equivalent as may be practicable.

(viii) *No Impairment.* The Company will not, by amendment of its Certificate of Incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Company, but will at all times in good faith assist in the carrying out of all the provisions of this Section 4.02(d) and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series A Preferred Stock against impairment.

(ix) *No Fractional Shares and Certificate as to Adjustments.*

(A) No fractional shares shall be issued upon the conversion of any share or shares of the Series A Preferred Stock, and the number of shares of Common Stock to be issued shall be rounded to the nearest whole share. Whether or not fractional shares are issuable upon such conversion shall be determined on the basis of the total number of shares of Series A Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

(B) Upon the occurrence of each adjustment or readjustment of the Conversion Price of Series A Preferred Stock pursuant to this Section 4.02(d), the Company, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Series A 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 Company shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (x) such adjustment and readjustment, (y) the Conversion Price for such series of Preferred Stock at the time in effect, and (z) 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 Series A Preferred Stock.

(x) *Notices of Record Date.* In the event of any taking by the Company 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) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the Company shall mail to each holder of Series A Preferred Stock, at least twenty (20) 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, distribution or right, and the amount and character of such dividend, distribution or right.

(xi) *Reservation of Stock Issuable Upon Conversion.* The Company 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 Series A 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 Series A 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 Series A Preferred Stock, in addition to such other remedies as shall be available to the holder of such Preferred Stock, the Company 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 best efforts to obtain the requisite shareholder approval of any necessary amendment to this Restated Certificate of Incorporation.

(xii) *Notices.* Any notice required by the provisions of this Section 4.02(d) to be given to the holders of shares of Series A 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 Company.

(e) Voting Rights.

(i) *General Voting Rights.* The holder of each share of Series A Preferred Stock shall have the right to one vote for each share of Common Stock into which such Series A 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 Company, 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 Series A Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

(ii) *Voting for the Election of Directors.* The holders of Series A Preferred Stock and Common Stock (voting together as a single class and not as a separate series, and on an as converted basis) shall be entitled to elect one director of the Company at each annual election of directors. As long as at least a majority of the shares of Series A Preferred Stock originally issued remain outstanding, the holders of such shares of Series A Preferred Stock shall be entitled to elect the remaining directors of the Company at each annual election of directors.

(A) No person entitled to vote at an election for directors may cumulate votes to which such person is entitled, unless, at the time of such election, the Company is subject to Section 2115 of the California General Corporation Law. During such time or times that the Company is subject to said

section, every stockholder entitled to vote at an election for directors may cumulate such stockholder's votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes, to which such stockholder's shares are otherwise entitled, or distribute the stockholder's votes on the same principle among as many candidates as such stockholder desires. No stockholder, however, shall be entitled to so cumulate such stockholder's votes unless (a) the names of such candidate or candidates have been placed in nomination prior to the voting and (b) the stockholder has given notice at the meeting prior to voting, of such stockholder's intention to cumulate such stockholder's votes. If any stockholder has given proper notice to cumulate votes, all stockholders may cumulate their votes for any candidates who have been properly placed in nomination. Under cumulative voting, the candidates receiving the highest number of votes, up to the number of directors to be elected, are elected.

(iii) *Removal of Directors.*

(A) During such time or times that the Company is subject to Section 2115(b) of the California General Corporation Law, the Board of Directors or any individual director may be removed from office at any time without cause by the affirmative vote of the holders of at least a majority of the outstanding shares entitled to vote; provided, however, that unless the entire Board is removed, no individual director may be removed when the votes cast against such director's removal, or not consenting in writing to such removal, would be sufficient to elect that director if voted cumulatively at an election which the same total number of votes were cast (or, if such action is taken by written consent, all shares entitled to vote were voted) and the entire number of directors authorized at the time of such director's most recent election were then being elected.

(B) At any time that the Company is not subject to Section 2115(b) of the California General Corporation Law and subject to limitations imposed by law, subsection (e)(iii)(A) above shall not apply and the Board of Directors or any director may be removed from office at any time (1) with cause by the affirmative vote of the holders of a majority of the voting power of all then-outstanding shares of capital stock of the Company entitled to vote generally at an election of directors or (2) without cause by the affirmative vote of the holders of sixty-six and two-thirds percent (66 2/3%) of the voting power of all then-outstanding shares of capital stock of the Company entitled to vote generally at an election of directors

(iv) *Vacancies.* In the case of any vacancy (other than a vacancy caused by removal) in the office of a director occurring among the directors elected by the holders of a class or series of stock pursuant to Section 4.02(e)(ii), the remaining directors so elected by that class or series may by affirmative vote of a majority thereof (or the remaining director so elected if there be but one, or if there are no such directors remaining, by the affirmative vote of the holders of a majority of the shares of that class

or series), elect a successor or successors to hold office for the unexpired term of the director or directors whose place or places shall be vacant. Any director who shall have been elected by the holders of a class or series of stock or by any directors so 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 unanimous written consent.

(f) Protective Provisions. Subject to the rights of any series of Preferred Stock that may from time to time come into existence, so long as any shares of Series A Preferred Stock are outstanding, the Company shall not without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least two-thirds of the then outstanding shares of Series A Preferred Stock:

(i) sell, convey, or otherwise dispose of all or substantially all of its property or business or merge into or consolidate with any other corporation (other than a wholly-owned subsidiary corporation) or effect any transaction or series of related transactions in which more than fifty percent (50%) of the voting power of the Company is disposed of;

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

(iii) increase or decrease (other than conversion) the total number of authorized shares of Series A Preferred Stock;

(iv) authorize or issue, or obligate itself to issue, any other equity security, including any other security convertible into or exercisable for any equity security having a preference over, or being on a parity with, the Series A Preferred Stock with respect to dividends, liquidation, redemption or voting;

(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 Company or any subsidiary pursuant to agreements under which the Company has the option to repurchase such shares at cost or at cost upon the occurrence of certain events, such as the termination of employment;

(vi) amend the Company's Certificate of Incorporation or bylaws;

(vii) enter into any voluntary dissolution or liquidation of the Company;

or

(viii) change the authorized number of directors of the Company.

(g) Status of Converted Stock. In the event any shares of Series A Preferred Stock shall be converted pursuant to Section 4.02(d) hereof, the shares so converted shall be cancelled and shall not be issuable by the Company. The Restated Certificate of Incorporation of the Company shall be appropriately amended to effect the corresponding reduction in the Company's authorized capital stock.

SECTION 4.03 Common Stock. The Board of Directors is hereby authorized to increase or decrease the number of authorized shares of Common Stock from time to time, but not below the number of Common Stock then outstanding. The rights, preferences, privileges and restrictions granted to and imposed on the Common Stock are as set forth below in this Section 4.03.

(a) 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 and as declared by the Board of Directors, out of any assets of the Company legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

(b) Liquidation Rights. Upon the liquidation, dissolution or winding up of the Company, the assets of the Company shall be distributed as provided in Section 4.02(b) hereof.

(c) Redemption. The Common Stock is not redeemable.

(d) 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 Company, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

ARTICLE V

DIRECTORS

The number of directors of the Company shall be fixed from time to time by a bylaw or amendment thereof duly adopted by the Board of Directors or by the stockholders. Elections of directors of the Company need not be by written ballot, except and to the extent provided in the Bylaws of the Company.

ARTICLE VI

INDEMNIFICATION OF DIRECTORS

(A) The liability of the directors for monetary damage shall be eliminated to the fullest extent under applicable law. If the General Corporation Law is amended 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.

(B) Any repeal or modification of this Article VI shall be prospective and shall not affect the rights under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

ARTICLE VII

BYLAWS

Except as otherwise provided in this Certificate of Incorporation, the Board of Directors shall have the power to adopt, amend or repeal the Bylaws of the Company; provided, however, that the stockholders may change or repeal any Bylaw adopted by the Board of directors by the affirmative vote of the percentage of the holders of capital stock as provided therein; and, provided further, that no amendment or supplement to the Bylaws adopted by the Board of Directors shall vary or conflict with any amendment or supplement thus adopted by the stockholders.

ARTICLE VIII

REORGANIZATION

Whenever a compromise or arrangement is proposed between this Company and its creditors or any class of them and/or between this Company and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Company or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Company under Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Company under Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Company, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Company, as the case may be, agree to any compromise or arrangement and to any reorganization of this Company as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Company, as the case may be, and also on this Company.

ARTICLE IX

PERSONAL LIABILITY OF DIRECTORS OR OFFICERS

To the fullest extent permitted by the General Corporation Law of the State of Delaware as it now exists and as it may hereafter be amended, no director or officer of the Company shall be personally liable to the Company or its stockholders for monetary damages for breach of any duty owed to the Company or its stockholders.

ARTICLE X

AMENDMENT

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

* * *

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by the President and the Secretary of the Company on this 19th day of March 2009.

/s/ Matthew Hobart

Matthew Hobart
President

/s/ Timothy Burke

Timothy Burke
Secretary

[Signature Page to Amended and Restated Certificate of Incorporation]