

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
Violight, Inc.		01/31/2013	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Violife, Inc.
Also Known As:	
Street Address:	One Executive Boulevard
Internal Address:	4th Floor
City:	Yonkers
State/Country:	NEW YORK
Postal Code:	10701
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	3098948	VIOLIGHT
Registration Number:	3485951	I-ZAP
Registration Number:	3535230	ZAPI
Registration Number:	4347685	VIOSONIC
Registration Number:	4347689	TOOTHWAND

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 912-635-2147

Email: robertplattbell@gmail.com

Correspondent Name: Robert Platt Bell

Address Line 1: 821 Riverview Drive

Address Line 4: Jekyll Island, GEORGIA 31527

CH \$140.00 3098948

TRADEMARK

ATTORNEY DOCKET NUMBER:	VIOLIFE TRADEMARKS
NAME OF SUBMITTER:	Robert Platt Bell
Signature:	/RobertPlattBell/
Date:	09/13/2013

Total Attachments: 32

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CERTIFICATE OF INCORPORATION
OF
VIOLIGHT, INC.

The undersigned incorporator, for the purpose of incorporating or organizing a corporation under the General Corporation Law of the State of Delaware (the "GCL"), does hereby certify that:

FIRST: The name of the corporation is VIOLIGHT, INC. (hereinafter the "Corporation").

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

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the GCL.

FOURTH: The total number of shares of capital stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock, par value \$0.01 per share (the "Common Stock").

FIFTH: The name and address of the incorporator is Ajay Ayyappan, c/o Morgan, Lewis & Bockius LLP, 101 Park Avenue, New York, NY 10178.

SIXTH: The Corporation shall be entitled to treat the person in whose name any shares of its capital stock are registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to, or interest in, such shares on the part of any other person, whether or not the Corporation shall have notice thereof, except as required by applicable law.

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, alter, amend and repeal the By-Laws of the Corporation.

EIGHTH: The Corporation expressly elects not to be governed by Section 203 of the GCL.

NINTH: To the fullest extent permitted by the GCL as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the GCL is amended after the date of filing of this Certificate of Incorporation 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 GCL, as so

amended from time to time. No repeal or modification of this Article NINTH by the stockholders shall adversely affect any right or protection of a director of the Corporation existing by virtue of this Article NINTH at the time of such repeal or modification.

TENTH: Except as set forth herein, the Corporation 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 statute, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Incorporation on June 22, 2005.

By: 
Name: Ajay Ayyappan
Title: Sole incorporator

**CERTIFICATE OF MERGER
OF
VIOLIGHT, LLC
(a New York limited liability company)
WITH AND INTO
VIOLIGHT, INC.
(a Delaware corporation)**

**Pursuant to Sections 103, 251(f) and 264(c) of the
General Corporation Law of the State of Delaware**

THE UNDERSIGNED, Violight, Inc., a Delaware corporation (the "Corporation"), pursuant to the provisions of Sections 103, 251(f) and 264(c) of the Delaware General Corporation Law (the "DGCL"), hereby certifies as follows:

FIRST: The name and state of incorporation of each of the constituent entities in the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Violight, Inc.	Delaware
Violight, LLC	New York

SECOND: An Agreement and Plan of Merger (the "Plan of Merger") between the parties to the merger has been approved and executed by each of the constituent entities in accordance with Sections 251(f) and 264(c) of the DGCL, Section 1003 of the New York Limited Liability Company Law (the "NYLLC Law") and any other applicable law.

THIRD: Pursuant to Section 251(f) of the DGCL, as no shares of the stock of the Corporation have been issued prior to the adoption by the Corporation's board of directors of the resolution approving the Plan of Merger, no vote of the stockholders of the Corporation is necessary to authorize the Plan of Merger.

FOURTH: The name of the surviving corporation is Violight, Inc. (the "Surviving Corporation") and the name of the limited liability company being merged into the Surviving Corporation is Violight, LLC, a New York limited liability company.

FIFTH: The Certificate of Incorporation of Violight, Inc. shall be the Certificate of Incorporation of the Surviving Corporation.

SIXTH: The executed Plan of Merger is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is 175 Clearbrook Road, Elmsford, NY 10523.

SEVENTH: A copy of the Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent entity.

EIGHTH: The merger shall be effective upon filing.

NINTH: Any time prior to the time this Certificate of Merger becomes effective, the merger may be abandoned and this Certificate of Merger terminated in accordance with Sections 251(d), 264(c) of the DGCL and Section 1002(d) of the NYLLC Law and any other applicable law.

Signature Page to Follow

IN WITNESS WHEREOF, this Certificate of Merger has been signed as of July 15
2005.

VIOLIGHT, INC.

By: 
Name: Jonathan Pinsky
Title: President

I, Joel Pinsky, do hereby certify that I am the duly elected and acting Secretary of the Company, and do hereby further certify that, the Plan of Merger has been adopted pursuant to the second sentence of Section 251(f) of the DGCL and that no shares of stock of the Corporation were issued prior to the adoption by the Corporation's board of directors of the resolution approving the Plan of Merger.

IN WITNESS WHEREOF, I have hereunto signed my name as of the date first written above.

By: 
Name: Joel Pinsky
Title: Secretary, Treasurer and Vice President

VIOLIGHT, INC.

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

Violight, Inc., a corporation organized and existing under and by virtue of the Delaware General Corporation Law, hereby certifies as follows:

The name of this corporation is Violight, Inc. and the original Certificate of Incorporation of the corporation was filed with the Secretary of State of the State of Delaware on June 22, 2005.

Violight, Inc. has not received any payment for any of its stock.

The Amended and Restated Certificate of Incorporation in the form of Exhibit A attached hereto has been duly adopted in accordance with the provisions of Sections 241 and 245 of the General Corporation Law of the State of Delaware (the "Delaware Corporate Law").

The text of the Certificate of Incorporation as heretofore amended or supplemented is hereby restated and further amended to read in its entirety as set forth in Exhibit A attached hereto.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been signed this 17th day of July, 2005.

VIOLIGHT, INC.

By: _____


Jonathan Pinsky, President

EXHIBIT A
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
VIOLIGHT, INC.

FIRST

The name of this corporation is Violight, Inc. (the "Company").

SECOND

The address of the Company's registered office in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD

The purpose of this corporation is to engage in the lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH

A. The aggregate number of shares that the Company shall have authority to issue is 14,225,000 divided into 10,000,000 shares of Common Stock each with the par value of \$0.0001 per share, and 4,225,000 shares of Preferred Stock each with the par value of \$0.0001 per share. The Preferred Stock may be issued in one or more series, of which one such series shall be denominated the "Series A Preferred" and one such series shall be denominated the "Series B Preferred." The Series A Preferred shall consist of 3,500,000 shares and the Series B Preferred shall consist of 725,000 shares.

B. The terms and provisions of the Preferred Stock are as follows; provided, however, that the holders of a majority of the then outstanding shares of any series of Preferred Stock may waive any of the following rights, powers, preferences, or privileges applicable to all shares of such series of Preferred Stock in any given instance without prejudice to such rights, powers, preferences, or privileges in any other instance, and any such waiver shall bind all future holders of the shares of such series of Preferred Stock; provided further, however, that no such waiver shall act as a waiver of the rights, powers or preferences of any other series of Preferred Stock:

1. Dividends.

(a) Treatment of Preferred. No dividends other than those payable solely in Common Stock shall be paid on any Common Stock unless and until a dividend is paid with respect to all outstanding shares of Preferred Stock in an amount equal to or greater than the aggregate amount of dividends which would be payable on each share of Preferred Stock if, immediately prior to such dividend payment on Common Stock, it had been converted into Common

Stock. The Board of Directors is under no obligation to declare dividends, no rights shall accrue to the holders of Preferred Stock if dividends are not declared, and any dividends declared shall be noncumulative. The Company shall make no Distribution (as defined below) to the holders of shares of Common Stock except in accordance with this Section 1(a) and Section 2(b).

(b) Distribution. "Distribution" means the transfer of cash or property without consideration, whether by way of dividend or otherwise, or the purchase of shares of the Company (other than in connection with the repurchase of shares of Common Stock issued to or held by employees, consultants, officers and directors at a price not greater than the amount paid by such persons for such shares upon termination of their employment or services pursuant to agreements providing for the right of said repurchase) for cash or property.

(c) Consent to Certain Repurchases. As authorized by Section 402.5(c) of the General Corporation Law of California, Sections 502 and 503 of the General Corporation Law of California, to the extent otherwise applicable, shall not apply with respect to Distributions made by the Company in connection with the repurchase of shares of Common Stock issued to or held by employees, consultants, officers and directors at a price not greater than the amount paid by such person for such shares upon termination of their employment or services pursuant to agreements providing for the right of said repurchase, which agreements were authorized by the approval of the Company's Board of Directors.

2. Liquidation Rights.

(a) Liquidation Preference. In the event of any Liquidation (as defined below), either voluntary or involuntary, the holders of the Series A Preferred and the Series B Preferred shall be entitled to receive, on a *pari passu* basis out of the assets of the Company, the Liquidation Preference specified for each share of Series A Preferred and Series B Preferred, respectively, then held by them before any payment shall be made or any assets distributed to the holders of Common Stock. "Liquidation Preference" shall mean, with respect to shares of Series A Preferred, \$1.00 per share (as adjusted for stock splits, combinations, reorganizations and the like) plus declared but unpaid dividends on such share, and with respect to shares of Series B Preferred, \$1.00 per share (as adjusted for stock splits, combinations, reorganizations and the like) plus declared but unpaid dividends on such share. If upon the Liquidation, the assets to be distributed among the holders of the Series A Preferred and the Series B Preferred are insufficient to permit the payment to such holders of the full Liquidation Preference for their shares, then the entire assets of the Company legally available for distribution shall be distributed with equal priority and pro rata among the holders of the Series A Preferred and the Series B Preferred in proportion to the sum of their respective per share Liquidation Preferences.

(b) Remaining Assets. After the payment to the holders of the Preferred Stock of the full preferential amounts specified above, any remaining assets of the Company shall be distributed with equal priority and pro rata among the holders of the Company's Common Stock and the Preferred Stock, treating in such circumstances the Preferred Stock as if it had been converted into Common Stock at the then applicable conversion rate for each series of Preferred Stock, until such time as (i) each share of Series A Preferred has received an aggregate distribution of \$2.50 (including both the distributions made pursuant to Section 2(a) above and this Section 2(b)) and (ii) each share of Series B Preferred has received an aggregate distribution of \$2.50 (including both the distributions made pursuant to Section 2(a) above and this Section 2(b)), at which point no further payments shall be made to the holders of Preferred Stock by reason thereof and any

remaining assets of the Company shall be distributed with equal priority and pro rata among the holders of the Company's Common Stock.

(c) Liquidation. A "Liquidation" shall be deemed to be occasioned by, or to include, (i) the liquidation, dissolution or winding up of the Company; (ii) the acquisition of the Company by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) provided that the applicable transaction shall not be deemed a liquidation unless the Company's stockholders constituted immediately prior to such transaction hold less than 50% of the voting power of the surviving or acquiring entity; or (iii) a sale of all or substantially all of the assets of the Company. In the event of a deemed "Liquidation" pursuant to clause (iii) in this Section 2(c) above, if the Company does not effect a dissolution of the Company under the Delaware General Corporation Law within forty-five (45) days after such deemed Liquidation, then (A) the Company shall deliver a written notice to each holder of Preferred Stock no later than the forty-fifth (45th) day after the deemed Liquidation advising such holders of their right (and the requirements to be met to secure such right) pursuant to the terms of the following clause (B) to require the redemption of such shares of Preferred Stock, and (B) if the holders of at least a majority of the then outstanding shares of Preferred Stock so request in a written instrument delivered to the Company not later than sixty (60) days after such deemed Liquidation, the Company shall use the consideration received by the Company for such deemed Liquidation (net of any liabilities associated with the assets sold or technology licensed, as determined in good faith by the Board of Directors of the Company), to the extent legally available therefor (the "Net Proceeds"), to redeem, on the seventy-fifth (75th) day after such deemed Liquidation (the "Liquidation Redemption Date"), all outstanding shares of Series A Preferred and Series B Preferred at a price per share equal to their respective Liquidation Preferences. In the event of a redemption pursuant to the preceding sentence, if the Net Proceeds are not sufficient to redeem all outstanding shares of Preferred Stock, the Company shall redeem a pro rata portion of each holder's shares of Preferred Stock. Prior to the distribution or redemption provided for in this Section 2(c), the Company shall not expend or dissipate the consideration received for such deemed Liquidation, except to discharge expenses incurred in the ordinary course of business.

(d) Shares not Treated as Both Preferred Stock and Common Stock in any Distribution. Shares of Preferred Stock shall not be entitled to be converted into shares of Common Stock in order to participate in any distribution, or series of distributions, as shares of Common Stock, without first foregoing participation in the distribution, or series of distributions, as shares of Preferred Stock.

3. Conversion. The Preferred Stock shall have conversion rights 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 Company or any transfer agent for the Preferred Stock.

(i) Series A Preferred. Each share of Series A Preferred shall be convertible into that number of fully-paid and nonassessable shares of Common Stock that is equal to \$1.00 divided by the Series A Conversion Price (as hereinafter defined). The "Series A Conversion Price" shall initially be \$1.00, and shall be subject to adjustment as provided herein.

(ii) Series B Preferred. Each share of Series B Preferred shall be convertible into that number of fully-paid and nonassessable shares of Common Stock that is equal to \$1.00 divided by the Series B Conversion Price (as hereinafter defined). The "Series B Conversion Price" shall initially be \$1.00, and shall be subject to adjustment as provided herein.

(b) Automatic Conversion.

(i) Series A Preferred. Each share of Series A Preferred shall automatically be converted into shares of Common Stock at the then effective Series A Conversion Price immediately upon (1) the affirmative vote of a majority of the Series A Preferred, or (2) the consummation of a firmly underwritten public offering pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on Form S-1 (as defined in the Securities Act) or any successor form; provided, however, that (i) the pre-money equity valuation of the Company is not less than \$75,000,000, and (ii) the aggregate gross proceeds to the Company are not less than \$15,000,000.

(ii) Series B Preferred. Each share of Series B Preferred shall automatically be converted into shares of Common Stock at the then effective Series B Conversion Price immediately upon (1) the affirmative vote of a majority of the Series B Preferred, or (2) the consummation of a firmly underwritten public offering pursuant to the Securities Act on Form S-1 or any successor form; provided, however, that (i) the pre-money equity valuation of the Company is not less than \$75,000,000, and (ii) the aggregate gross proceeds to the Company are not less than \$15,000,000.

(c) Mechanics of Conversion. No fractional shares of Common Stock shall be issued upon conversion of the Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Company shall pay the fair market value cash equivalent of such fractional share as determined by the Board of Directors of the Company. For such purpose, all shares of Preferred Stock held by each holder shall be aggregated, and any resulting fractional share of Common Stock shall be paid in cash. Before any holder of Preferred Stock shall be entitled to convert the same into full shares of Common Stock, and to receive certificates therefor, he shall surrender the Preferred Stock certificate or certificates, duly endorsed, at the office of the Company or of any transfer agent for the Preferred Stock, and shall give written notice to the Company at such office that such holder elects to convert such shares; provided, however, that in the event of an automatic conversion pursuant to paragraph 3(b) above, the outstanding shares of Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Company or its transfer agent; provided further, however, that the Company shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such automatic conversion unless either the certificates evidencing such shares of Preferred Stock are delivered to the Company or its transfer agent as provided above, or the holder notifies the Company or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Company (but shall not be required to provide a bond) to indemnify the Company from any loss incurred by it in connection with such certificates.

The Company shall, as soon as practicable after delivery of the Preferred Stock certificates, issue and deliver at such office to such holder of Preferred Stock a certificate or certificates for the number of shares of Common Stock to which he shall be entitled and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into

fractional shares of Common Stock, plus any declared but unpaid dividends on the converted Preferred Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date; provided, however, that if the conversion is in connection with an underwritten offer of securities registered pursuant to the Securities Act, the conversion may, at the option of any holder tendering Preferred Stock for conversion, be conditioned upon the closing of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive the Common Stock issuable upon such conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of the sale of such securities.

(d) Adjustments to Conversion Price.

(i) Adjustments for Subdivisions or Combinations of Common. After the date of the filing of this Amended and Restated Certificate of Incorporation, if the outstanding shares of Common Stock shall be subdivided (by stock split, stock dividend or otherwise) into a greater number of shares of Common Stock, the Series A Conversion Price and the Series B Conversion Price in effect immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. After the date of the filing of this Amended and Restated Certificate of Incorporation, if the outstanding shares of Common Stock shall be combined (by reclassification or otherwise) into a lesser number of shares of Common Stock, the Series A Conversion Price and the Series B Conversion Price in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased.

(ii) Adjustments for Reclassification, Exchange and Substitution. If the Common Stock issuable upon conversion of the Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for above), the Series A Conversion Price and the Series B Conversion Price then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted such that the Series A Preferred and the Series B Preferred shall be convertible into, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock equivalent to the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of the Series A Preferred and the Series B Preferred immediately before that change.

(iii) Adjustments for Dilutive Issuances.

(A) After the date of the filing of this Amended and Restated Certificate of Incorporation, if the Company shall issue or sell any shares of Common Stock (as actually issued or, pursuant to paragraph (C) below, deemed to be issued) for a consideration per share less than the Series A Conversion Price in effect immediately prior to such issue or sale, then immediately upon such issue or sale the Series A Conversion Price shall be reduced to a price (calculated to the nearest cent) determined by multiplying such prior Series A Conversion Price by a fraction, the numerator of which shall be the number of shares of "Calculated Securities" (defined below) outstanding immediately prior to such issue or sale plus the number of

shares of Common Stock which the aggregate consideration received by the Company for the total number of shares of Common Stock so issued or sold would purchase at such prior Series A Conversion Price, and the denominator of which shall be the number of shares of Calculated Securities outstanding immediately prior to such issue or sale plus the number of shares of Common Stock so issued or sold. "Calculated Securities" means (i) all shares of Common Stock actually outstanding; (ii) all shares of Common Stock issuable upon conversion of the then outstanding Preferred Stock (without giving effect to any adjustments to the conversion price of any series of Preferred Stock as a result of such issuance); (iii) all shares of Common Stock issuable upon exercise and/or conversion of outstanding options, warrants or other rights for the purchase of shares of stock; and (iv) all shares of Common Stock reserved for future issuance pursuant to employee stock option or incentive equity plans (not including those shares already subject to inclusion in the definition of Calculated Securities pursuant to clause (iii) above).

(B) For the purposes of paragraph (A) above, none of the following issuances shall be considered the issuance or sale of Common Stock:

- The issuance of Common Stock upon the conversion of any then outstanding Convertible Securities. "Convertible Securities" shall mean any bonds, debentures, notes or other evidences of indebtedness, and any warrants, shares or any other securities convertible into, exercisable for, or exchangeable for Common Stock.

- The issuance of any Common Stock or Convertible Securities as a dividend on the Company's stock or in connection with a stock split or reclassification of the Company's stock as contemplated by Section 3(d)(i) or Section 3(d)(ii) above.

- The issuance after the date of the filing of this Amended and Restated Certificate of Incorporation of up to 975,000 shares of Common Stock (or options to purchase shares of Common Stock) to employees, directors or consultants of the Company under a stock plan approved by the Board of Directors of the Company (not including the reissuance of shares repurchased by the Company from employees or consultants of the Company).

- The issuance of shares of Common Stock or Convertible Securities to lenders, financial institutions, equipment lessors, or real estate lessors to the Company in connection with a bona fide borrowing or leasing transaction approved by the Company's Board of Directors.

- The issuance of Common Stock or Convertible Securities pursuant to (i) the acquisition of another business by the Company by merger, purchase of substantially all of the assets or shares, or other reorganization whereby the Company or its shareholders own not less than a majority of the voting power of the surviving or successor business, (ii) the acquisition of technology or other intellectual property by outright purchase or exclusive license, (iii) agreements with respect to collaboration, technology licensing, development or other similar agreements, or (iv) equipment lease financing transactions and leases; provided that in each case such transaction has been approved by the affirmative vote of a majority of the Series A Preferred.

(C) For the purposes of paragraph (A) above, the following subparagraphs 1 to 3, inclusive, shall also be applicable:

(1) In case at any time the Company shall grant any rights to subscribe for, or any rights or options to purchase, Convertible Securities, whether or not such rights or options or the right to convert or exchange any such Convertible Securities are immediately exercisable, and the price per share for which Common Stock is issuable upon the exercise of such rights or options or upon conversion or exchange of such Convertible Securities (determined by dividing (x) the total amount, if any, received or receivable by the Company as consideration for the granting of such rights or options, plus the minimum aggregate amount of additional consideration payable to the Company upon the exercise of such rights or options, plus, in the case of any such rights or options which relate to such Convertible Securities, the minimum aggregate amount of additional consideration, if any, payable upon the issue or sale of such Convertible Securities and upon the conversion or exchange thereof, by (y) the total maximum number of shares of Common Stock issuable upon the exercise of such rights or options or upon the conversion or exchange of all such Convertible Securities issuable upon the exercise of such rights or options) shall be less than the Series A Conversion Price in effect immediately prior to the time of the granting of such rights or options, then the total maximum number of shares of Common Stock issuable upon the exercise of such rights or options or upon conversion or exchange of the total maximum amount of such Convertible Securities issuable upon the exercise of such rights or options shall (as of the date of granting of such rights or options) be deemed to be outstanding and to have been issued for such price per share.

(2) In case at any time the Company shall issue or sell any Convertible Securities, whether or not the rights to exchange or convert thereunder are immediately exercisable, and the price per share for which Common Stock is issuable upon such conversion or exchange (determined by dividing (x) the total amount received or receivable by the Company as consideration for the issue or sale of such Convertible Securities, plus the minimum aggregate amount of additional consideration, if any, payable to the Company upon the conversion or exchange thereof, by (y) the total maximum number of shares of Common Stock issuable upon the conversion or exchange of all such Convertible Securities) shall be less than the Series A Conversion Price in effect immediately prior to the time of such issue or sale, then the total maximum number of shares of Common Stock issuable upon conversion or exchange of such Convertible Securities shall (as of the date of the issue or sale of such Convertible Securities) be deemed to be outstanding and to have been issued for such price per share, provided that if any such issue or sale of such Convertible Securities is made upon exercise of any rights to subscribe for or to purchase or any option to purchase any such Convertible Securities for which adjustments of the Series A Conversion Price have been or are to be made pursuant to other provisions of this paragraph (C), no further adjustment of the Series A Conversion Price shall be made by reason of such issue or sale.

(3) In case at any time any shares of Common Stock or Convertible Securities or any rights or options to purchase any such Common Stock, or Convertible Securities shall be issued or sold for cash, the consideration received therefor shall be deemed to be the amount received by the Company therefor. In case any shares of Common Stock or Convertible Securities or any rights or options to purchase any such Common Stock or Convertible Securities shall be issued or sold for a consideration other than cash, the amount of the consideration other than cash received by the Company shall be deemed to be the fair value of such consideration as determined by the Board of Directors in good faith.

(e) No Impairment. The Company will not, by amendment of its Certificate of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the

observance or performance of any of the terms to be observed or performed hereunder by the Company, but will at all times in good faith assist in the carrying out of all provisions of this Section 3 and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of the Preferred Stock against impairment.

(f) Certificate of Adjustments. Upon the occurrence of each adjustment of the Series A Conversion Price and/or the Series B Conversion Price pursuant to this Section 3, the Company at its expense shall promptly compute such adjustment and furnish to each holder of Series A Preferred and/or Series B Preferred a certificate setting forth such adjustment and showing in detail the facts upon which such adjustment is based. The Company shall, upon the written request at any time of any holder of Series A Preferred or Series B Preferred, furnish to such holder a like certificate setting forth (i) any and all adjustments made to the Series A Conversion Price or the Series B Conversion Price since the date of the first issuance of such series of Preferred Stock, (ii) the respective Conversion Price at the time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of such series of Preferred Stock.

(g) Notices of Record Date. In the event that the Company shall propose at any time (i) to declare any dividend or Distribution; (ii) to offer for subscription to the holders of any class or series of its stock any additional shares of stock or other rights; (iii) to effect any reclassification or recapitalization; or (iv) to effect a Liquidation; then, in connection with each such event, the Company shall send to the holders of the Preferred Stock at least 20 days' prior written notice of the date on which a record shall be taken for such dividend, Distribution or subscription rights (and specifying the date on which the holders of stock shall be entitled thereto) or for determining rights to vote in respect of the matters referred to in clauses (iii) and (iv) above.

(h) 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 Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all then 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, 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 purpose.

4. Voting.

(a) Except as otherwise expressly provided herein or as required by law, the holders of Preferred Stock and the holders of Common Stock shall vote together and not as separate classes.

(b) Preferred Stock. Each holder of shares of Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Preferred Stock held by such holder of Preferred Stock could then be converted. The holders of shares of the Preferred Stock shall be entitled to vote on all matters on which the Common Stock shall be entitled to vote. The holders of the Preferred Stock shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Company. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after

aggregating all shares into which shares of Preferred Stock held by each holder could be converted), shall be disregarded.

(c) Common Stock. Each holder of shares of Common Stock shall be entitled to one vote for each share thereof held. 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 Company entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of Delaware.

5. Amendments and Changes.

(a) Approval by Series A Preferred. Notwithstanding Section 4 above, the Company shall not, without first obtaining the approval (by vote or written consent as provided by law) of a majority of the Series A Preferred then outstanding, voting together as a single, separate series:

- amend this Amended and Restated Certificate of Incorporation or the bylaws of the Company in any way that changes the rights, privileges or preferences expressly afforded the Series A Preferred, or effect a merger, business combination, or other corporate transaction or series of related transactions pursuant to which the rights, preferences or privileges of the Series A Preferred will be changed in any way or pursuant to which the Series A Preferred will be exchanged for new securities with different rights, preferences, privileges or preferences;

- increase or decrease the number of shares of Preferred Stock that the Company shall have the authority to issue, or effect a merger, business combination, or other corporate transaction or series of related transactions pursuant to which the number of shares of Preferred Stock that the Company or a successor corporation shall have the authority to issue shall be increased or decreased;

- create or issue any securities of the Company having rights, preferences or privileges which are senior to, or *pari passu* with, any of the rights of any of the Series A Preferred, or effect a merger, business combination, or other corporate transaction or series of related transactions pursuant to which the rights, preferences or privileges of the Series A Preferred will be changed in any way or pursuant to which the Company or a successor corporation will have authorized any securities having rights, preferences, privileges or preferences which are senior to, or *pari passu* with, the rights of any of the Series A Preferred;

- permit any subsidiary of the Company to do any of the foregoing; or

- take any other action, including without limitation by way of merger, business combination, recapitalization, reincorporation or other corporate transaction or series of related transactions, the consummation of which would have substantially the same effect of any of the foregoing.

(b) Approval by Series B Preferred. Notwithstanding Section 4 above, the Company shall not, without first obtaining the approval (by vote or written consent

as provided by law) of a majority of the Series B Preferred then outstanding, voting together as a single, separate series, amend this Amended and Restated Certificate of Incorporation or the bylaws of the Company in any way that changes the rights, privileges or preferences expressly afforded the Series B Preferred, or effect a merger, business combination, or other corporate transaction or series of related transactions pursuant to which the rights, preferences or privileges of the Series B Preferred will be changed in any way or pursuant to which the Series B Preferred will be exchanged for new securities with different rights, preferences, privileges or preferences.

6. Redemption.

(a) At any time on or after July 18, 2010, the holders of a majority of the then outstanding Series A Preferred may by written notice to the Company specify a date not less 20 days nor more than 40 days following delivery of such written notice (the "Redemption Date"), upon which the Company shall, to the extent it may lawfully do so, redeem all or a specified percentage of the then outstanding Series A Preferred by paying in cash a sum per share equal to \$1.00 plus 10% of such amount per annum, compounded annually, from the date of initial issuance of the Series A Preferred through the Redemption Date (the "Redemption Price"). Any redemption effected pursuant to this Section 6(a) shall be made on a pro rata basis among the holders of the Series A Preferred in proportion to the number of shares of Series A Preferred then held by such holders.

(b) At least 20 but no more than 40 days prior to each Redemption Date, written notice shall be delivered to each holder of record of the Series A Preferred to be redeemed, at the address last shown on the records of the Company, notifying such holder of the redemption to be effected, specifying the number of shares to be redeemed from such holder, the Redemption Date, the Redemption Price, the place at which payment may be obtained and calling upon such holder to surrender to the Company, in the manner and at the place designated, his, her or its certificate or certificates representing the shares to be redeemed (the "Redemption Notice"). Except as provided in subsection (6)(c) on or after the Redemption Date, each holder of Series A Preferred to be redeemed shall surrender to the Company the certificate or certificates representing such shares, in the manner and at the place designated in the Redemption Notice, and thereupon the Redemption Price of such shares shall be payable to the person whose name appears on such certificate or certificates as the owner thereof and each surrendered certificate shall be cancelled. In the event less than all the shares represented by any such certificate are redeemed, a new certificate shall be issued representing the unredeemed shares.

(c) From and after the Redemption Date, unless there shall have been a default in payment of the Redemption Price, all rights of the holders of shares of Series A Preferred designated for redemption in the Redemption Notice (except the right to receive the Redemption Price without interest upon surrender of their certificate or certificates) shall cease with respect to the shares to be redeemed, and such shares shall not thereafter be transferred on the books of the Company or be deemed to be outstanding for any purpose whatsoever. If the funds of the Company legally available for redemption of shares of Series A Preferred on any Redemption Date are insufficient to redeem the total number of shares of Series A Preferred to be redeemed on such date, those funds which are legally available will be used to redeem the maximum possible number of such shares ratably among the holders of such shares to be redeemed based upon their holdings of Series A Preferred. The shares of Series A Preferred not redeemed shall remain outstanding and entitled to all the rights, preferences and privileges provided in this Amended and Restated

Certificate of Incorporation. At any time thereafter when additional funds of the Company are legally available for the redemption of shares of Series A Preferred, such funds will immediately be used to redeem the balance of the shares which the Company has become obliged to redeem on any Redemption Date but which it has not redeemed.

7. **Notices.** Any notice required by the provisions of this Article FOURTH to be given to the holders of Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, if deposited with a nationally recognized overnight courier, or if personally delivered, and addressed to each holder of record at such holder's address appearing on the books of the Company.

FIFTH

The Board of Directors shall have the power to adopt, amend and repeal the bylaws of the Company (except insofar as the bylaws of the Company as adopted by action of the stockholders of the Company shall otherwise provide). Any bylaws made by the directors under the powers conferred hereby may be amended or repealed by the directors or by the stockholders, and the powers conferred in this Article FIFTH shall not abrogate the right of the stockholders to adopt, amend and repeal bylaws.

SIXTH

Election of directors need not be by written ballot unless the bylaws of the Company shall so provide.

SEVENTH

The Company reserves the right to amend the provisions in this Amended and Restated Certificate of Incorporation and in any certificate amendatory hereof in the manner now or hereafter prescribed by law, and all rights conferred on stockholders or others hereunder or thereunder are granted subject to such reservation.

EIGHTH

(a) To the fullest extent permitted by the Delaware General Corporation Law as the same exists or as may hereafter be amended, no director of the Company shall be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Delaware General Corporation Law is amended after approval by the stockholders of this Article Eighth to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law as so amended.

(b) The Company shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director, officer or employee of the Company or any predecessor of the Company or serves or served at any other enterprise as a director, officer or employee at the request of the Company or any predecessor to the Company to the same extent as permitted under subparagraph (a) above.

(c) Neither any amendment nor repeal of this Article EIGHTH, nor the adoption of any provision of the Company's Certificate of Incorporation inconsistent with this Article EIGHTH, shall eliminate or reduce the effect of this Article EIGHTH in respect of any matter occurring or any action or proceeding accruing or arising or that, but for this Article EIGHTH, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

(d) The Company may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Company or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Company would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

State of Delaware - Division of Corporations

Fax

Document Filing Sheet

Priority 1
(One Hr)

Priority 2
(Two Hr)

Priority 3
(Same Day)

Priority 4
(24 Hr)

Priority 5
(Must Approval)

Priority 6
(Reg. Approval)

Priority 7
(Reg. Work)

DATE SUBMITTED November 4, 2005
 REQUESTOR NAME The Corporation Trust Company
 ADDRESS WILM/ /
 ATTN. VICKIE TAYLOR
 PHONE (866) 809-1134
 NAME of COMPANY/ENTITY VIOLIGHT, INC.

FILE DATE 11/04/05
 FILE TIME _____

050905220 3989419 9000010 _____
 SRV NUMBER FILE NUMBER FILER'S NUMBER RESERVATION NO.

TYPE OF DOCUMENT AMENDMENT DOCUMENT CODE 240
 CHANGE of NAME _____ CHANGE of AGENT/OFFICE _____ CHANGE OF STOCK _____

CORPORATIONS			
FRANCHISE TAX	YEAR	_____	\$ _____
FILING FEE TAX			\$ _____
RECEIVING & INDEXING			\$ _____
CERTIFIED COPIES NO.		<u>1</u>	\$ _____
SPECIAL SERVICES			\$ _____
KENT COUNTY RECORDER			\$ _____
NEW CASTLE COUNTY RECORDER			\$ _____
SUSSEX COUNTY RECORDER			\$ _____
TOTAL			\$ _____

METHOD of RETURN
<input type="checkbox"/> MESSENGER/PICKUP
<input type="checkbox"/> FED. EXPRESS Acct.# _____
<input type="checkbox"/> REGULAR MAIL
<input type="checkbox"/> FAX No. _____
<input type="checkbox"/> OTHER _____

COMMENTS/FILING INSTRUCTIONS

CREDIT CARD CHARGES
You have my authorization to charge my credit card for this service: _____ Exp. Date _____ Signature _____ Printed Name _____

XX

AGENT USE ONLY

INSTRUCTIONS
1. Full shade in the required Priority square using a dark pencil or marker, staying within the square.
2. Each request must be submitted as a separate item, with its own Filing sheet as the FIRST PAGE.

CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
VIOLIGHT, INC..

Pursuant to Sections 141(f), 228 and 242 of the Delaware General Corporation Law, Violight, Inc.. (the "Corporation"), a corporation organized and existing under the Delaware General Corporation Law (the "DGCL"), does hereby certify as follows:

FIRST: The Certificate of Incorporation of the Corporation was originally filed with the Office of the Secretary of State of the State of Delaware on June 22, 2005. The Amended and Restated Certificate of Incorporation of the Corporation (the "Amended and Restated Certificate of Incorporation") was filed with the Office of the Secretary of State of the State of Delaware on July 18, 2005.

SECOND: The Amended and Restated Certificate of Incorporation is hereby amended to increase the total number of shares of Common Stock and Preferred Stock designated as Series A Preferred Stock which the Corporation shall have authority to issue by deleting Article FOURTH, Part A, of the Amended and Restated Certificate of Incorporation in its entirety and inserting a new Article FOURTH, Part A, as follows:

The aggregate number of shares that the Company shall have authority to issue is 14,625,000 divided into 10,200,000 shares of Common Stock each with the par value of \$0.0001 per share, and 4,425,000 shares of Preferred Stock each with the par value of \$0.0001 per share. The Preferred Stock may be issued in one or more series, of which such series shall be denominated the "Series A Preferred" and one such series shall be denominated the "Series B Preferred." The Series A Preferred shall consist of 3,700,000 shares and the Series B Preferred shall consist of 725,000 shares.

THIRD: This amendment to the Amended and Restated Certificate of Incorporation was duly adopted by the unanimous written consent of the Board of Directors of the Corporation in accordance with Section 141(f) of the DGCL and the amendment effected herein was authorized by the consent in writing, setting forth the action so taken, signed by the holders of all of the issued and outstanding capital stock of all classes and series of the Corporation in accordance with Sections 228 and 242 of the DGCL.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned, being the Chief Executive Officer of the Corporation, has duly executed this Certificate of Amendment of the Amended and Restated Certificate of Incorporation as of this 4 day of November 2005.

VIOLIGHT, INC.

By: 
Name: Jeff DeFazio
Title: President

Signature Page to Certificate of Amendment of the Amended and Restated Certificate of Incorporation

CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
VIOLIGHT, INC.

Pursuant to Sections 141(f), 228 and 242 of the Delaware General Corporation Law, Violight, Inc. (the "Corporation"), a corporation organized and existing under the Delaware General Corporation Law (the "DGCL"), does hereby certify as follows:

FIRST: The Certificate of Incorporation of the Corporation was originally filed with the Office of the Secretary of State of the State of Delaware on June 22, 2005. The Amended and Restated Certificate of Incorporation of the Corporation was filed with the Office of the Secretary of State of the State of Delaware on July 18, 2005. A Certificate of Amendment of the Amended and Restated Certificate of Incorporation was filed with the Office of the Secretary of State of the State of Delaware on November 4, 2005 (the Amended and Restated Certificate of Incorporation of the Corporation with such amendment, the "Amended and Restated Certificate of Incorporation").

SECOND: The Amended and Restated Certificate of Incorporation is hereby amended in order to modify the terms of the liquidation preference of the Series A Preferred Stock and the Series B Preferred Stock by

(i) deleting Article FOURTH, Part B, Section 2(a) of the Amended and Restated Certificate of Incorporation in its entirety and inserting a new Article FOURTH, Part B, Section 2(a), as follows:

"Liquidation Preference. In the event of any Liquidation (as defined below), either voluntary or involuntary, the holders of the Series A Preferred and the Series B Preferred shall be entitled to receive, on a *pari passu* basis out of the assets of the Company, the Liquidation Preference specified for each share of Series A Preferred and Series B Preferred, respectively, then held by them before any payment shall be made or any assets distributed to the holders of Common Stock. "Liquidation Preference" shall mean, with respect to shares of Series A Preferred, \$0.73 per share (as adjusted for stock splits, combinations, reorganizations and the like), and with respect to shares of Series B Preferred, \$0.73 per share (as adjusted for stock splits, combinations, reorganizations and the like). If upon the Liquidation, the assets to be distributed among the holders of the Series A Preferred and the Series B Preferred are insufficient to permit the payment to such holders of the full Liquidation Preference for their shares, then the entire assets of the Company legally available for distribution shall be distributed with equal priority and pro rata among the holders of

the Series A Preferred and the Series B Preferred in proportion to the sum of their respective per share Liquidation Preferences.”

(ii) deleting Article FOURTH, Part B, Section 6(a) of the Amended and Restated Certificate of Incorporation in its entirety and inserting a new Article FOURTH, Part B, Section 6(a), as follows:


“At any time on or after July 18, 2010, the holders of a majority of the then outstanding Series A Preferred may by written notice to the Company specify a date not less 20 days nor more than 40 days following delivery of such written notice (the “Redemption Date”), upon which the Company shall, to the extent it may lawfully do so, redeem all or a specified percentage of the then outstanding Series A Preferred by paying in cash a sum per share equal to the sum of (i) \$1.00 plus 10% of such amount per annum, compounded annually, from the date of initial issuance of the Series A Preferred through May 4, 2006 (the “Dividend Date”) and (ii) \$0.73 plus 10% of such amount per annum compounded annually, from the date immediately after the Dividend Date through the Redemption Date (the amounts in clause (i) and (ii) hereof together, the “Redemption Price”). Any redemption effected pursuant to this Section 6(a) shall be made on a pro rata basis among the holders of the Series A Preferred in proportion to the number of shares of Series A Preferred then held by such holders.”

FOURTH: This amendment to the Amended and Restated Certificate of Incorporation was duly adopted by the unanimous written consent of the Board of Directors of the Corporation in accordance with Section 141(f) of the DGCL and the amendment effected herein was authorized by the consent in writing, setting forth the action so taken, signed by the holders of all of the issued and outstanding capital stock of all classes and series of the Corporation in accordance with Sections 228 and 242 of the DGCL.

Signature Page Follows.

IN WITNESS WHEREOF, the undersigned, being the Chairman of the Corporation, has duly executed this Certificate of Amendment of the Amended and Restated Certificate of Incorporation as of this 4th day of May, 2006.

VIOLIGHT, INC.

By: 
Name: Joe Pinsky
Title: Chairman

Signature Page to Certificate of Amendment of the Amended and Restated Certificate of Incorporation

CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
VIOLIGHT, INC.

Pursuant to Sections 141(f), 228 and 242 of the Delaware General Corporation Law, Violight, Inc. (the "Corporation"), a corporation organized and existing under the Delaware General Corporation Law (the "DGCL"), does hereby certify as follows:

FIRST: The Certificate of Incorporation of the Corporation was originally filed with the Office of the Secretary of State of the State of Delaware on June 22, 2005. The Amended and Restated Certificate of Incorporation of the Corporation was filed with the Office of the Secretary of State of the State of Delaware on July 18, 2005. A Certificate of Amendment of the Amended and Restated Certificate of Incorporation was filed with the Office of the Secretary of State of the State of Delaware on November 4, 2005. A Certificate of Amendment of the Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on May 4, 2006 (the Amended and Restated Certificate of Incorporation of the Corporation with such amendments, the "Amended and Restated Certificate of Incorporation").

SECOND: The Amended and Restated Certificate of Incorporation is hereby amended in order to modify the terms of the liquidation preference of the Series A Preferred Stock and the Series B Preferred Stock by

(i) deleting Article FOURTH, Part B, Section 2(a) of the Amended and Restated Certificate of Incorporation in its entirety and inserting a new Article FOURTH, Part B, Section 2(a), as follows:

"Liquidation Preference. In the event of any Liquidation (as defined below), either voluntary or involuntary, the holders of the Series A Preferred and the Series B Preferred shall be entitled to receive, on a *pari passu* basis out of the assets of the Company, the Liquidation Preference specified for each share of Series A Preferred and Series B Preferred, respectively, then held by them before any payment shall be made or any assets distributed to the holders of Common Stock. "Liquidation Preference" shall mean, with respect to shares of Series A Preferred, an amount per share equal to \$1.00 minus the amount of cash dividends per share previously paid on the Series A Preferred (as adjusted for stock splits, combinations, reorganizations and the like), and with respect to shares of Series B Preferred, \$1.00 minus the amount of cash dividends per share previously paid on the Series B Preferred (as adjusted for stock splits, combinations, reorganizations and the like); provided that, in each case

in no event shall the Liquidation Preference be less than zero. If upon the Liquidation, the assets to be distributed among the holders of the Series A Preferred and the Series B Preferred are insufficient to permit the payment to such holders of the full Liquidation Preference for their shares, then the entire assets of the Company legally available for distribution shall be distributed with equal priority and pro rata among the holders of the Series A Preferred and the Series B Preferred in proportion to the sum of their respective per share Liquidation Preferences.”

(ii) deleting Article FOURTH, Part B, Section 6(a) of the Amended and Restated Certificate of Incorporation in its entirety and inserting a new Article FOURTH, Part B, Section 6(a), as follows:

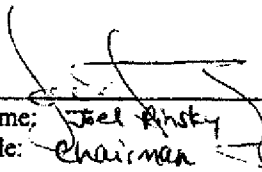
“At any time on or after July 18, 2010, the holders of a majority of the then outstanding Series A Preferred may by written notice to the Company specify a date not less 20 days nor more than 40 days following delivery of such written notice (the “**Redemption Date**”), upon which the Company shall, to the extent it may lawfully do so, redeem all or a specified percentage of the then outstanding Series A Preferred by paying in cash a sum per share equal to (1) \$1.00 plus 10% of such amount per annum, compounded annually, from the date of initial issuance of the Series A Preferred through the Redemption Date *minus* (2) the per share amount of each cash dividend payment previously paid on the Series A Preferred, plus 10% of such calculated amount, per annum, compounded annually, in the case of each such payment, from the date of such payment through the Redemption Date (the “**Redemption Price**”); provided that, in no event shall the Redemption Price be equal to less than zero. Any redemption effected pursuant to this Section 6(a) shall be made on a pro rata basis among the holders of the Series A Preferred in proportion to the number of shares of Series A Preferred then held by such holders.”

FOURTH: This amendment to the Amended and Restated Certificate of Incorporation was duly adopted by the unanimous written consent of the Board of Directors of the Corporation in accordance with Section 141(f) of the DGCL and the amendment effected herein was authorized by the consent in writing, setting forth the action so taken, signed by the holders of all of the issued and outstanding capital stock of all classes and series of the Corporation in accordance with Sections 228 and 242 of the DGCL.

Signature Page Follows.

IN WITNESS WHEREOF, the undersigned, being the Chairman of the Corporation, has duly executed this Certificate of Amendment of the Amended and Restated Certificate of Incorporation as of this 20th day of October, 2006.

VIOLIGHT, INC.

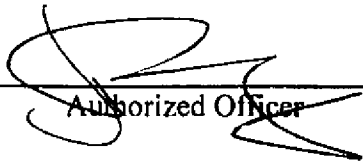
By: 
Name: Joel Rinsky
Title: Chairman

Signature Page to Certificate of Amendment of the Amended and Restated Certificate of Incorporation

STATE OF DELAWARE CERTIFICATE FOR RENEWAL AND REVIVAL OF CHARTER

The corporation organized under the laws of the State of Delaware, the charter of which was voided for non-payment of taxes and/or for failure to file a complete annual report, now desires to procure a restoration, renewal and revival of its charter pursuant to Section 312 of the General Corporation Law of the State of Delaware, and hereby certifies as follows:

1. The name of the corporation is VIOLIGHT, INC.
2. The Registered Office of the corporation in the State of Delaware is located at 1209 ORANGE STREET (street), in the City of WILMINGTON, County of DE Zip Code 19801. The name of the Registered Agent at such address upon whom process against this Corporation may be served is THE CORPORATION TRUST COMPANY.
3. The date of filing of the Corporation's original Certificate of Incorporation in Delaware was 2005/06/22.
4. The renewal and revival of the charter of this corporation is to be perpetual.
5. The corporation was duly organized and carried on the business authorized by its charter until the 1st day of March A.D. 2009 at which time its charter became inoperative and void for non-payment of taxes and/or failure to file a complete annual report and the certificate for renewal and revival is filed by authority of the duly elected directors of the corporation in accordance with the laws of the State of Delaware.

By: 
Authorized Officer

Name: JOEL PINSKY
Print or Type

**STATE OF DELAWARE
CERTIFICATE FOR RENEWAL
AND REVIVAL OF CHARTER**

The corporation organized under the laws of the State of Delaware, the charter of which was voided for non-payment of taxes and/or for failure to file a complete annual report, now desires to procure a restoration, renewal and revival of its charter pursuant to Section 312 of the General Corporation Law of the State of Delaware, and hereby certifies as follows:

1. The name of the corporation is Violight, Inc.
2. The Registered Office of the corporation in the State of Delaware is located at 1209 Orange Street (street), in the City of Wilmington, County of New Castle Zip Code 19801. The name of the Registered Agent at such address upon whom process against this Corporation may be served is The Corporation Trust Company
3. The date of filing of the Corporation's original Certificate of Incorporation in Delaware was 06/22/2005
4. The renewal and revival of the charter of this corporation is to be perpetual.
5. The corporation was duly organized and carried on the business authorized by its charter until the 01 day of March A.D. 2012 at which time its charter became inoperative and void for non-payment of taxes and/or failure to file a complete annual report and the certificate for renewal and revival is filed by authority of the duly elected directors of the corporation in accordance with the laws of the State of Delaware.

By: 

Authorized Officer

Name: JOEL PINSKY

Print or Type

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:00 AM 08/27/2012
FILED 11:00 AM 08/27/2012
SRV 120975480 - 3989419 FILE

**TRADEMARK
REEL: 005111 FRAME: 0388**

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of
Violight, Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

THE NAME OF THE CORPORATION IS:

Vio Group, Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 3rd day of August, 2012.

By: Joel Pinsky
Authorized Officer
Title: PRESIDENT

Name: Joel Pinsky
Print or Type

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of
VIO GROUP, INC.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

THE NAME OF THE CORPORATION IS:

Violife, Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 31st day of January, 2013.

By: /s/ Joel Pinsky
Authorized Officer
Title: PRESIDENT

Name: Joel Pinsky
Print or Type