



CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
LARSE CORPORATION

LARSE CORPORATION, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), pursuant to the provisions of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

FIRST: The Certificate of Incorporation of the Corporation is hereby amended by deleting Article First thereof in its present form and substituting therefor a new Article First in the following form:

FIRST: The name of the Corporation is Larscom Incorporated. (the "Corporation").

SECOND: The amendment to the Certificate of Incorporation of the Corporation set forth in this Certificate of Amendment has been duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware, (a) the Board of Directors of the Corporation having duly adopted a resolution setting forth such amendment and declaring its advisability and (b) in lieu of a meeting and vote of

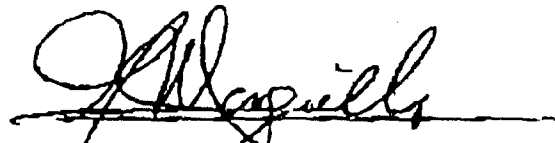
stockholders, the holders of all of the shares of capital stock of the Corporation entitled to vote thereon, having duly consented in writing to the adoption of such amendment in accordance with Section 228(f) of the General Corporation Law of the State of Delaware.

THIRD: The capital of the Corporation will not be reduced under or by reason of the amendment to its Certificate of Incorporation set forth in this Certificate of Amendment.

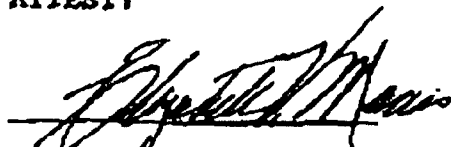
FOURTH: this Certificate of Amendment shall be effective on the 23rd day of August, 1993.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be hereunto affixed and this Certificate of Amendment to be signed by James Mongiello, its President and attested by Elizabeth V. Macias, its Assistant Secretary this 11<sup>th</sup> day of August, 1993.

LARSE CORPORATION

  
James Mongiello

ATTEST:

  
Assistant Secretary