

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT
NATURE OF CONVEYANCE:	Corrective Assignment to correct the Assignee Name Change previously recorded on Reel 020557 Frame 0494. Assignor(s) hereby confirms the Assignment.

CONVEYING PARTY DATA

Name	Execution Date
Nextumi, Inc. c/o Blue Chip Venture Company	02/26/2008

RECEIVING PARTY DATA

Name:	ShareThis, Inc.
Street Address:	1209 Orange Street
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19081

PROPERTY NUMBERS Total: 1

Property Type	Number
Application Number:	11664710

CORRESPONDENCE DATA

Fax Number: (415)875-5700
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 4158755744
 Email: blovejoy@jonesday.com
 Correspondent Name: Brett Lovejoy c/o JONES DAY
 Address Line 1: 222 East 41st Street
 Address Line 4: New York, NEW YORK 10017-6702

ATTORNEY DOCKET NUMBER:	12234-004-999
NAME OF SUBMITTER:	Brett Lovejoy

Total Attachments: 22
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PATENT ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

02/25/2008
500471887

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT

CONVEYING PARTY DATA

Name	Execution Date
Timothy Schigel	02/21/2008
David E. Goldberg	02/21/2008

RECEIVING PARTY DATA

Name:	Nextumi, Inc. c/o Blue Chip Venture Company
Street Address:	1100 Chiquita Center, 250 East 5th Street
City:	Cincinnati
State/Country:	OHIO
Postal Code:	45204

PROPERTY NUMBERS Total: 1

Property Type	Number
Application Number:	11864710

CORRESPONDENCE DATA

Fax Number: (415) 875-5700
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (415) 875-5744
Email: blovejoy@jonesday.com
Correspondent Name: Brett Lovejoy c/o Jones Day
Address Line 1: 222 East 41st Street
Address Line 4: New York, NEW YORK 10017-6702

ATTORNEY DOCKET NUMBER:	12234-004-989
NAME OF SUBMITTER:	Brett Lovejoy

Total Attachments: 4
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BERETT LOVEJOY C/O JONES DAY COMPANY 222 EAST 41ST STREET

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "NEXTUMI, INC.", CHANGING ITS NAME FROM "NEXTUMI, INC." TO "SHARETHIS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 2008, AT 5:01 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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080229004

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6408547

DATE: 02-26-08

PATENT
REEL: 021510 FRAME: 0389

**SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
NEXTUMI, INC.**

NEXTUMI, INC. (the "*Corporation*"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "*DGCL*"), does hereby certify:

I. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on August 24, 2004. The original name of the Corporation was Nextumi, Inc.

II. Pursuant to Sections 242 and 245 of the DGCL, this Second Amended and Restated Certificate of Incorporation (this "*Certificate*") amends and restates the provisions of the Certificate of Incorporation of the Corporation.

III. The text of the original Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

FIRST: The name of the corporation is ShareThis, Inc.

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, Delaware 19801. The name of the Corporation's registered agent is The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

FOURTH:

1. Upon the effective date of the filing of this Third Amended and Restated Certificate of Incorporation, each share of the Company's then outstanding shares of Common Stock and Preferred Stock shall be converted and reconstituted into thirty (30) shares of Common Stock and Preferred Stock, respectively (the "*Stock Split*"). All share amounts, amounts per share and per share numbers set forth in this Second Amended and Restated Certificate of Incorporation have been appropriately adjusted to reflect the Stock Split.

2. The Corporation is authorized to issue two (2) classes of stock to be designated, respectively, Preferred Stock ("*Preferred Stock*") and Common Stock ("*Common Stock*"). The total number of shares of capital stock that the Corporation shall have authority to issue is 45,600,000. The total number of shares of Preferred Stock that the Corporation shall have authority to issue is 17,600,000. The total number of shares of Common Stock that the Corporation shall have authority to issue is 28,000,000. The

Preferred Stock shall have a par value of \$0.001 per share and the Common Stock shall have a par value of \$0.001 per share.

3. The Preferred Stock shall be divided into series. The first series shall consist of 12,200,000 shares, and is designated "*Series A Preferred Stock.*" The second series shall consist of 5,400,000 shares, and is designated "*Series B Preferred Stock.*" Until amendment of this Certificate or designation of a series of Preferred Stock pursuant to this Section 2, there shall be no other series of Preferred Stock. The powers, preferences, rights, restrictions, and other matters relating to the capital stock are as set forth in Article FIFTH.

Pursuant to Section 102(a)(4) of the DGCL, the Board of Directors of the Corporation (the "*Board*") is authorized, subject to the limitations prescribed by law and the provisions of this Certificate, including, but not limited to the provisions of Section 5 of Article FIFTH, to provide for the issuance of Preferred Stock in one (1) or more series, establish the number of shares to be included in each such series and fix the designation, voting powers, preferences and relative rights and qualifications, limitations or restrictions of the Preferred Stock of each such series, all as may be determined from time to time by the Board of Directors and stated or expressed in the resolution or resolutions of the Board of Directors providing for the issuance of such Preferred Stock.

FIFTH:

The powers, preferences, rights, restrictions, and other matters relating to the capital stock are as follows:

1. DIVIDENDS.

1.1 General Obligation. The holders of Preferred Stock, in preference to the holders of Common Stock and prior to the payment of any dividend on shares of Common Stock, shall be entitled to receive, when and as declared by the Board, but only out of funds that are legally available therefor, cash dividends at the rate of eight percent (8%) of the Original Series A Issue Price or the Original Series B Issue Price (as defined in Section 2.1), as applicable, per annum on each outstanding share of Preferred Stock (as adjusted for any stock dividends, combinations, splits, recapitalizations or the like with respect to such shares). Except as otherwise provided in this Certificate, such dividends shall be payable only if declared by the Board. Except as otherwise provided herein, no right shall accrue to holders of Preferred Shares by reason of the fact that dividends on said shares are not declared in any prior year, nor shall any undeclared or unpaid dividend bear or accrue any interest. So long as any shares of Preferred Stock are outstanding, the Company shall not pay or declare any dividends (except dividends solely in shares of Common Stock), whether in cash or property, or make any other distribution on the Preferred Stock, or otherwise acquire for value any shares of Preferred Stock or Common Stock until all dividends set forth in this Section 1.1 have been paid to the holders of Preferred Stock.

1.2 Conversion. In the event of a conversion of Series A Preferred Stock or Series B Preferred Stock, any declared but unpaid dividends with respect to shares of such stock

shall be paid at the election of the holder in cash or Common Stock at its then fair market value, as mutually determined by the Corporation and the holders of a majority of the outstanding Series A Preferred Stock or Series B Preferred Stock, as applicable.

1.3 Participation in Common Stock Dividends. If the Corporation declares a dividend or distribution (whether in cash or property other than additional shares of Common Stock) on the Common Stock, other than in connection with a Liquidation (as defined in Section 2.1), then the holders of Preferred Stock and Common Stock shall share pro rata (based on the number of shares of Common Stock that each holder of Preferred Stock would be entitled to receive upon conversion of its Preferred Stock) in such dividend or distribution.

2. LIQUIDATION.

2.1 Preferred Stock Preference. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "*Liquidation*"), the holders of Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds available for distribution to the holders of Common Stock, by reason of their ownership thereof an amount equal to \$0.525 (the "*Original Series A Issue Price*") for each outstanding share of Series A Preferred Stock and an amount equal to \$2.799 (the "*Original Series B Issue Price*") for each outstanding share of Series B Preferred Stock then held of record by such holders (as adjusted for any stock dividends, combinations, splits, recapitalizations or the like with respect to such shares), plus any declared but unpaid dividends on such shares. If, upon the occurrence of a Liquidation, the assets and funds thus distributed among the holders of Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of Preferred Stock based upon the percentage that the preferential amount that each holder would otherwise be entitled to receive bears to the total preferential amount that all holders of Preferred Stock would otherwise be entitled to receive.

2.2 Remaining Assets. After payment to the holders of Preferred Stock of the amounts set forth in Section 2.1, the entire remaining assets and funds of the Corporation legally available for distribution, if any, shall be distributed among all holders of Common Stock in proportion to the shares of Common Stock then held by them.

2.3 Liquidation. For purposes of Section 1, this Section 2, Section 4.7 and Article Fifth, Section 5, a "*Liquidation*" shall, unless waived by the holders of a majority of the then outstanding shares of Preferred Stock voting together as a single class, include:

(a) Reorganizations. Any consolidation or merger of the Corporation with or into any other corporation or other entity or person, or any other corporate reorganization or sale of voting control, in which the stockholders of the Corporation immediately prior to such consolidation, merger or reorganization, own less than 51% of the surviving entity's voting power immediately after such consolidation, merger or reorganization, or any transaction or series of related transactions to which the Corporation is a party in which in excess of 50% of the Corporation's voting power is transferred; or

(b) Sale of Assets. Sale, lease or exclusive license or exclusive worldwide license of all or substantially all of the assets or intellectual property of the Corporation.

2.4 Fair Market Value of Distribution. Whenever the distribution provided for in this Section 2 shall be payable in securities or property other than cash, the value of such distribution shall be the fair market value of such securities or other property as mutually determined by the Corporation and the holders of at least a majority of the then outstanding shares of Preferred Stock voting together as a single class. Any securities shall be valued as follows:

(a) Exchanges or Nasdaq. If traded on a securities exchange or through the Nasdaq National Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange or quotation system over the thirty-day (30-day) period ending three (3) days prior to the distribution;

(b) Over-the-Counter. If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid prices over the thirty-day (30-day) period ending three (3) days prior to the distribution;

(c) No Public Market. If there is no active public market, the value shall be the fair market value thereof, as determined by independent, competent, nationally recognized appraisers engaged promptly by the Board of Directors for such purpose, and the Corporation shall, upon receipt of such appraisers' valuation, give prompt written notice to each holder of Preferred Stock and Common Stock of the appraisers' valuation; and

(d) Valuation Method. The method of valuation of securities subject to restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above to reflect the approximate fair market value thereof, as mutually determined by the Corporation and holders of a majority of the then outstanding shares of Preferred Stock.

2.5 Notice of Transaction. The Corporation shall give each holder of record of Preferred Stock written notice of any impending transaction that may qualify as a Liquidation pursuant to Section 2.3 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 2, and the Corporation 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 Corporation has given the first notice provided for herein or sooner than ten (10) days after the Corporation has given notice of any material changes provided for herein; provided that such periods may be shortened upon the written consent of the holders of a majority of the outstanding shares of Preferred Stock. In the event the requirements of this Section 2.5 are not complied with, the Corporation shall cause the

closing of the Liquidation to be postponed until the requirements of this Section 2.5 have been complied with.

3. VOTING RIGHTS; DIRECTORS.

3.1 Basic Voting Rights. Each holder of Common Stock shall be entitled to one (1) vote for each share of Common Stock held. Each holder 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 could be converted, and shall have voting rights and powers equal to the voting rights and powers of the Common Stock (except as otherwise expressly provided herein or as required by law), voting together with the Common Stock as a single class, and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation. Fractional votes shall not 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 rounded to the nearest whole number (with one-half being rounded upward).

3.2 Board of Directors.

(a) The holders of (x) at least a majority of the then outstanding Series A Preferred Stock, voting as a separate series, shall be entitled to elect one (1) member of the Board of Directors (the "**Series A Director**") and (y) at least a majority of the then outstanding Series B Preferred Stock voting as a separate series, shall be entitled to elect one (1) member of the Board of Directors (the "**Series B Director**," and together with the Series A Director, the "**Preferred Directors**"), in each case, at each meeting or pursuant to the consent of the Corporation's stockholders for the election of directors; provided, however, (A) at such time as (1) all shares of Series A Preferred Stock convert to Common Stock, or (2) less than 600,000 shares of Series A Preferred Stock (as adjusted for any stock dividends, combinations, splits, recapitalizations or the like with respect to such shares) remain outstanding, the Series A Director position will revert to an at-large director position and (B) at such time as (1) all shares of Series B Preferred Stock convert to Common Stock, or (2) less than 270,000 shares of Series B Preferred Stock (as adjusted for any stock dividends, combinations, splits, recapitalizations or the like with respect to such shares) remain outstanding, the Series B Director position will revert to an at-large director position (collectively, the "**At-Large Directors**"), and such At-Large Directors shall be elected by the holders of a majority of the then outstanding Common Stock and Preferred Stock, voting together as a single class, at each meeting or pursuant to the consent of the Corporation's stockholders for the election of directors.

(b) The holders of a majority of the then outstanding Common Stock and Preferred Stock, voting together as a single class, shall be entitled to elect any remaining members of the Board of Directors.

(c) If a vacancy on the Board of Directors is to be filled by the Board of Directors, only directors elected by the same class or classes of stockholders as those who would be entitled to vote to fill such vacancy shall vote to fill such vacancy. If a vacancy on the Board of Directors is to be filled by the stockholders, such vacancy shall be filled 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, given either at a special meeting of such stockholders duly called for that purpose or pursuant to a written consent of such stockholders.

(d) Any director elected as provided in this Section 3.2 may be removed, 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.

4. CONVERSION.

The holders of Preferred Stock shall have conversion rights as follows (the "*Conversion Rights*"):

4.1 Right to Convert.

(a) Series A Preferred Stock. 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 Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Original Series A Issue Price by the Series A Conversion Price applicable to such share, determined as hereinafter provided, in effect on the date the certificate is surrendered for conversion. The price at which shares of Common Stock shall be deliverable upon conversion of shares of the Series A Preferred Stock (the "*Series A Conversion Price*") shall initially be the Original Series A Issue Price; provided that such Series A Conversion Price shall be adjusted as hereinafter provided.

(b) Series B Preferred Stock. Each share of Series B Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Original Series B Issue Price by the Series B Conversion Price applicable to such share, determined as hereinafter provided, in effect on the date the certificate is surrendered for conversion. The price at which shares of Common Stock shall be deliverable upon conversion of shares of the Series B Preferred Stock (the "*Series B Conversion Price*") shall initially be the Original Series B Issue Price; provided that such Series B Conversion Price shall be adjusted as hereinafter provided.

4.2 Automatic Conversion. Each share of Series A Preferred Stock and Series B Preferred Stock shall automatically be converted into shares of Common Stock at the then effective Series A Conversion Price or Series B Conversion Price, as applicable, immediately upon the earlier of (i) except as provided in Section 4.3(b), the sale of the Corporation's Common Stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended (the "*Securities Act*"), at a per share public offering price that values the Corporation (prior to underwriting commissions and expenses) at not less than \$100,000,000 and having total gross proceeds to the Corporation (before deduction for underwriters' discounts and commissions) of more than \$20,000,000, before deduction of

underwriting discounts and registration expenses (a "*Qualified Public Offering*"); and (ii) the date specified by written consent of the holders of a majority of the outstanding shares of Preferred Stock voting together as a single class.

4.3 Mechanics of Conversion.

(a) Surrender of Certificates. Before any holder of Preferred Stock shall be entitled to convert the same into shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for such stock, and shall give written notice to the Corporation at such office of the election to convert the same, and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver to such holder, 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 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. In the event of an automatic conversion pursuant to Section 4.2, on the date of such automatic conversion, 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 Corporation or its transfer agent; provided further, however, that the Corporation 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 Corporation or its transfer agent as provided above, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. On the date of the occurrence of an automatic conversion, each holder of record of shares of Preferred Stock shall be deemed to be the holder of record of the Common Stock issuable upon such conversion, notwithstanding that the certificates representing such shares of Preferred Stock shall not have been surrendered at the office of the Corporation, that notice from the Corporation shall not have been received by any holder of record of shares of Preferred Stock, or that the certificates evidencing such shares of Common Stock shall not then be actually delivered to such holder

(b) Conditional Conversion. If the conversion is in connection with an underwritten public offering of securities pursuant to the Securities Act (including a Qualified Public Offering), the conversion may, at the option of any holder tendering shares of Preferred Stock for conversion, be conditioned upon the closing of the underwritten public offering, in which event the person(s) entitled to receive the Common Stock upon conversion of Preferred Stock shall be deemed to have converted such Preferred Stock immediately prior to the closing of such underwritten public offering, or at such other time as agreed upon by the holders of Preferred Stock consenting to such conversion.

4.4 Adjustments to the Conversion Price for Certain Diluting Issues.

(a) Special Definitions. For purposes of this Section 4.4, the following definitions apply:

(i) "*Options*" shall mean rights, options, or warrants to subscribe for, purchase or otherwise acquire Common Stock or Convertible Securities (defined below).

(ii) "*Convertible Securities*" shall mean any evidences of indebtedness, shares or other securities convertible into or exchangeable for Common Stock, directly or indirectly.

(iii) "*Original Issue Date*" shall mean the date on which a share of Series B Preferred Stock was first issued.

(iv) "*Additional Shares of Common Stock*" shall mean all shares of Common Stock issued (or, pursuant to Section 4.4(b), deemed to be issued) by the Corporation after the Original Issue Date, other than shares of Common Stock issued or issuable:

(A) upon conversion of shares of Preferred Stock;

(B) as a dividend or distribution on Preferred Stock;

(C) to officers, directors or employees of, or consultants to, the Corporation pursuant to stock option or stock purchase plans or agreements on terms approved by the Board of Directors;

(D) to banks or equipment lessors providing the Company with equipment leases, real property leases, loans, credit lines, guaranties of indebtedness, cash price reductions or similar debt financing, under arrangements approved by the Board;

(E) to the sellers in an acquisition of another corporation or entity by the Company by consolidation, merger, purchase of all or substantially all of the assets, or other reorganization in which the Company acquires, in a single transaction or series of related transactions, all or substantially all of the assets of such other corporation or entity or fifty percent (50%) or more of the voting power of such other corporation or entity or fifty percent (50%) or more of the equity ownership of such other entity, as approved by the Board;

(F) upon exercise or conversion of any Options or Convertible Securities outstanding on the Original Issue Date; and

(G) for which adjustment of the Series A Conversion Price or Series B Conversion Price, as applicable, is made pursuant to Section 4.5, Section 4.6 or Section 4.7.

(v) "*Conversion Price*" shall mean the Series A Conversion Price (with respect to the Series A Preferred Stock) or the Series B Conversion Price (with respect to the Series B Preferred Stock), in each case, as adjusted.

(b) No Adjustment of Conversion Price. No adjustment in the Conversion Price shall be made in respect of the issuance of Additional Shares of Common Stock unless the consideration per share (determined pursuant to Section 4.4(e) hereof) for an Additional Share of Common Stock issued or deemed to be issued by the Corporation is less than the applicable Conversion Price in effect on the date of, and immediately prior to, such issue.

(c) Deemed Issue of Additional Shares of Common Stock. In the event the Corporation at any time or from time to time after the Original Issue Date shall issue any Options or Convertible Securities, or shall fix a record date for the determination of holders of any class of securities then entitled to receive any such Options or Convertible Securities, then the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein designed to protect against dilution) of Common Stock issuable upon the exercise of Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such record date; provided, however, that in any such case in which Additional Shares of Common Stock are deemed to be issued:

(i) no further adjustments to the Conversion Price shall be made upon the subsequent issue of such Convertible Securities or shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

(ii) if such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase or decrease in the consideration payable to the Corporation, or decrease or increase in the number of shares of Common Stock issuable, upon the exercise, conversion or exchange thereof, the Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities;

(iii) upon the expiration of any such Options or any rights of conversion or exchange under such Convertible Securities that were not exercised, the Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon such expiration, be recomputed as if:

(A) in the case of Convertible Securities or Options for Common Stock, the only Additional Shares of Common Stock issued were the shares of Common Stock, if any, actually issued upon the exercise of such Options or the conversion or exchange of such Convertible Securities; and the consideration received therefor was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration actually received by the Corporation upon such exercise, or for the issue of all such Convertible Securities that were actually converted or exchanged, plus the additional consideration, if any, actually received by the Corporation upon such conversion or exchange; and

(B) in the case of Options for Convertible Securities, only the Convertible Securities, if any, actually issued upon the exercise thereof were issued at the time of such Options; and the consideration received by the Corporation for the Additional Shares of Common Stock deemed to have been then issued was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration deemed to have been received by the Corporation upon the issue of the Convertible Securities with respect to which such Options were actually exercised;

(iv) no readjustment pursuant to subsections (iii)(A) or (iii)(B) above shall have the effect of increasing the Conversion Price to an amount that exceeds the lower of (i) the Conversion Price on the original adjustment date immediately prior to such adjustment, or (ii) the Conversion Price that would have resulted from other issuances of Additional Shares of Common Stock between the Original Issue Date and such readjustment date immediately prior to such adjustment; and

(v) in the case of any Options that expire by their terms not more than thirty (30) days after the date of issue thereof, no adjustment to the Conversion Price shall be made until the exercise or expiration of all such Options, whereupon such adjustment shall be made.

(d) Adjustment of Conversion Price Upon Issuance of Additional Shares of Common Stock. In the event the Corporation at any time after the Original Issue Date shall issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Section 4.4(c)) without consideration or for a consideration per share less than the applicable Conversion Price in effect on the date of and immediately prior to such issuance, then and in such event, the Conversion Price shall be reduced, concurrently with such issuance to a price (calculated to the nearest cent) 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 plus the number of shares of Common Stock which the aggregate consideration received by the Corporation for the total number of Additional Shares of Common Stock so issued would purchase at the Conversion Price in effect immediately prior to such issuance; and the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to such issuance, plus the number of such Additional Shares of Common Stock so issued. For the purpose of the foregoing calculation, the number of shares of Common Stock outstanding immediately prior to such issuance shall be calculated on a fully converted basis, as if all Convertible Securities had been fully converted into shares of Common Stock immediately prior to such issuance; provided that the number of shares of Common Stock deemed issuable upon conversion or exchange of such outstanding Convertible Securities shall not give effect to any adjustments to the conversion or exchange price or conversion or exchange rate of such Convertible Securities resulting from the issuance of Additional Shares of Common Stock that is the subject of this calculation).

(e) Determination of Consideration. For purposes of this Section 4.4, the consideration received by the Corporation for the issue of any Additional Shares of Common Stock shall be computed as follows:

(i) Cash and Property. Such consideration shall:

(A) insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation excluding amounts paid or payable for accrued interest or accrued dividends;

(B) insofar as it consists of property other than cash, be computed at the fair value thereof at the time of such issue, as determined in good faith by the Corporation and the holders of a majority of the then outstanding shares of Preferred Stock; and

(C) in the event Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration which covers both, be the proportion of such consideration so received, computed as provided in subsections (A) and (B) above, as determined in good faith by the Board.

(ii) Options and Convertible Securities. The consideration per share received by the Corporation for Additional Shares of Common Stock deemed to have been issued pursuant to Section 4.4, relating to Options and Convertible Securities, shall be determined by dividing: (x) the total amount, if any, received or receivable by the Corporation as consideration for the issuance of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein designed to protect against dilution) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities; or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities; by (y) the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein designed to protect against the dilution) issuable upon the exercise of such Options or conversion or exchange of such Convertible Securities.

4.5 Adjustments to Conversion Price for Stock Dividends and for Combinations or Subdivisions of Common Stock. In the event that the Corporation at any time or from time to time after the Original Issue Date (a) shall declare or pay, without consideration, any dividend on the Common Stock payable in Common Stock or in any right to acquire Common Stock for no consideration, (b) shall effect a subdivision of the outstanding shares of Common Stock into a greater number of shares of Common Stock (by stock split, reclassification or otherwise than by payment of a dividend in Common Stock or in any right to acquire Common Stock), or (c) in the event the outstanding shares of Common Stock shall be combined or consolidated (by reclassification or otherwise) into a lesser number of shares of Common Stock, then the applicable Conversion Price in effect immediately prior to such event shall, concurrently with the effectiveness of such event, be proportionately decreased or increased, as appropriate. In the event that the Corporation shall declare or pay, without consideration, any dividend on the Common Stock payable in any right to acquire Common Stock for no consideration, then the Corporation shall be deemed to have made a dividend payable in Common Stock in an amount of shares equal to the maximum number of shares issuable upon exercise of such rights to acquire Common Stock.

4.6 Adjustments for Reclassification and Reorganization. If the Common Stock issuable upon conversion of 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, consolidation or combination of shares provided for in Section 4.5 or a merger or other reorganization referred to in Section 4.7), the applicable Conversion Price then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted so that the Preferred Stock shall be convertible into 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 Preferred Stock immediately before that change.

4.7 Recapitalizations.

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

(b) Election by Holders. In the event that a majority of the then outstanding shares of Preferred Stock elect to treat transactions described in Section 2.3 as a Liquidation, the provisions of Section 2 shall apply to such transactions. Otherwise, such transactions shall be treated as a recapitalization pursuant to Section 4.7(a).

4.8 No Impairment. The Corporation shall not, by amendment of this Certificate or through any reclassification, reorganization, consolidation, merger, transfer of assets, 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 Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 4 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 Preferred Stock against impairment; provided, however, that any such amendment approved by the Board and the stockholders of the Corporation in accordance with applicable law, this Certificate and any other applicable agreement will be deemed not to have violated this Section 4.8.

4.9 Certificates as to Adjustments. Upon the occurrence of each adjustment or readjustment of the applicable Conversion Price pursuant to this Section 4, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of the affected Preferred Stock a certificate executed by the Corporation's President or Chief Financial Officer setting forth (i) such adjustment or readjustment and showing in detail the facts upon which such adjustment or

readjustment is based, (ii) the applicable Conversion Price at the time in effect, and (iii) the number of shares of Common Stock or other securities and the amount, if any, of other property of the Corporation or otherwise that at the time would be received upon the conversion of such Preferred Stock.

4.10 Notices of Record. In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) 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 Corporation shall mail to each holder of 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.

4.11 Issue Taxes. The Corporation shall pay any and all issue and other taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of Preferred Stock pursuant hereto; provided, however, that the Corporation shall not be obligated to pay any transfer taxes resulting from any transfer requested by any holder in connection with any such conversion.

4.12 Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of shares of 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 Preferred Stock. 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 Preferred Stock, the Corporation shall 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, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Certificate.

4.13 Fractional Shares. No fractional share shall be issued upon the conversion of any share or shares of Preferred Stock. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one (1) share of Preferred Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional shares. If, after the aforementioned aggregation, the conversion would result in the issuance of a fraction of a share of Common Stock, the Corporation shall, in lieu of issuing any fractional share, pay the holder otherwise entitled to such fraction a sum in cash equal to the fair market value of such fraction on the date of conversion (as determined in good faith by the Board of Directors).

4.14 Notices. Any notice required by the provisions of this Section 4 to be given to the holders of shares of Preferred Stock (or any of them) shall be in writing, shall be addressed to each holder of record at such holder's address or facsimile number appearing in the records of the Corporation, and shall be deemed effectively given (a) upon actual delivery, when delivered personally, (b) upon receipt when sent by confirmed telegram or facsimile if sent

during normal business hours, and if not, then on the next business day, (c) one (1) day after deposit with a nationally recognized overnight courier, specifying next day delivery, with written verification of receipt, or (d) five (5) business days after being deposited in the U.S. mail, as certified or registered mail, return receipt requested, postage prepaid.

5. PROTECTIVE PROVISIONS.

5.1 As long as the outstanding shares of Series B Preferred Stock represents at least ten percent (10%) of the issued and outstanding capital stock of the Corporation, on an as-converted to Common Stock basis, the Corporation shall not (by amendment, merger, consolidation or otherwise), without the vote or written consent of the holders of a majority of the issued and outstanding shares of Series B Preferred Stock voting separately as a single class:

(a) Alter or change the rights, preferences or privileges of the Series B Preferred Stock;

(b) Authorize or issue any equity security senior to or on a parity with Series B Preferred Stock as to any rights, preferences or privileges, including, but not limited to, dividend rights, voting rights, redemption rights or liquidation preferences;

(c) Amend this Certificate or Bylaws of the Corporation in any manner that would materially and adversely alter or change the rights, preferences or privileges of the Series B Preferred Stock;

(d) Increase or decrease the authorized number of shares of Preferred Stock or Common Stock;

(e) Redeem or repurchase any shares of Common Stock (other than pursuant to equity incentive agreements with employees, officers, directors or service providers that provide the Corporation the right to repurchase shares upon the termination of services;

(f) Enter into, or agree to enter into, any agreement that involves a Liquidation, as defined in Article Fifth, Section 2.1;

(g) Increase or decrease the authorized size of the Board, except with the approval of the Board, which approval must include the approval of the Series B Director;

(h) Pay or declare any dividends or distributions on any share or shares of Preferred Stock or Common Stock; and

(i) Issue debt in excess of \$250,000, except with the approval of the Board.

5.2 As long as the outstanding shares of Series A Preferred Stock represents at least ten percent (10%) of the issued and outstanding capital stock of the Corporation, on an as-converted to Common Stock basis, the Corporation shall not (by amendment, merger,

consolidation or otherwise), without the vote or written consent of the holders of a majority of the issued and outstanding shares of Series A Preferred Stock voting separately as a single class:

(a) Alter or change the rights, preferences or privileges of the Series A Preferred Stock;

(b) Authorize or issue any equity security senior to or on a parity with Series A Preferred Stock as to any rights, preferences or privileges, including, but not limited to, dividend rights, voting rights, redemption rights or liquidation preferences;

(c) Amend this Certificate or Bylaws of the Corporation in any manner that would materially and adversely alter or change the rights, preferences or privileges of the Series A Preferred Stock;

(d) Increase or decrease the authorized number of shares of Preferred Stock or Common Stock;

(e) Redeem or repurchase any shares of Common Stock (other than pursuant to equity incentive agreements with employees, officers, directors or service providers that provide the Corporation the right to repurchase shares upon the termination of services;

(f) Enter into, or agree to enter into, any agreement that involves a Liquidation, as defined in Article Fifth, Section 2.1; or

(g) Pay or declare any dividends or distributions on any share or shares of Preferred Stock or Common Stock.

6. NO REISSUANCE OF PREFERRED STOCK.

No share or shares of Preferred Stock acquired by the Corporation by reason of redemption, purchase, conversion or otherwise shall be reissued, and all such shares shall be cancelled, retired and eliminated from the shares that the Corporation shall be authorized to issue. This Certificate may, from time to time, be appropriately amended to effect the corresponding reduction in the Corporation's authorized capital stock.

SIXTH: In furtherance and not in limitation of the powers conferred by statute, the Board shall have the power, subject to the provisions of Section 5 of Article FIFTH, both before and after receipt of any payment for any of the Corporation's capital stock, to adopt, amend, repeal or otherwise alter the Bylaws of the Corporation without any action on the part of the stockholders; provided, however, that the grant of such power to the Board, shall not divest the stockholders of nor limit their power to adopt, amend, repeal or otherwise alter the Bylaws of the Corporation.

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

EIGHTH: Subject to the provisions of Section 5 of Article FIFTH, the Corporation reserves the right to adopt, amend, repeal or otherwise alter any provision contained in this

Certificate in the manner now or hereafter prescribed by applicable law, and all rights conferred on stockholders herein are granted subject to this reservation.

NINTH: To the fullest extent permitted by the DGCL as it now exists or as it 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. Without limiting the effect of the preceding sentence, if the DGCL is hereafter amended to authorize the further elimination or limitation of the liability of a director, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. To the fullest extent permitted by the DGCL as it now exists or as it may hereafter be amended, the Corporation shall indemnify a Director of the Corporation and shall advance expenses to such Director in advance of the final disposition of a matter in accordance with the DGCL. Neither any amendment nor repeal of this Article NINTH, nor the adoption of any provision of this Certificate inconsistent with this Article NINTH, shall eliminate or reduce the effect of this Article NINTH in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article NINTH, would accrue or arise, prior to such adoption, amendment, repeal or other alteration of an inconsistent provision.

TENTH: To the fullest extent permitted by the DGCL as it now exists or as it may hereafter be amended, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which the DGCL permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the DGCL.

ELEVENTH: The Corporation shall have perpetual existence.

TWELFTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation 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 the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under § 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under § 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 the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths (3/4) in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation 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 the Corporation, as the case may be, and also on the Corporation.

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

The undersigned hereby acknowledge that the foregoing Second Amended and Restated Certificate of Incorporation was approved by the holders of the requisite number of shares of the Corporation in accordance with Sections 242 and 245 of the DGCL.

Dated: February 26, 2008

NEXTUMI, INC.

By: /s/ Timothy Schigel
Name: Timothy Schigel,
Title: President and Chief Executive Officer

SHARETHIS SECOND AMENDED AND RESTATED CERTIFICATE

RECORDED: 09/10/2008

PATENT
REEL: 021510 FRAME: 0407