

CERTIFICATE OF SECRETARY

In connection with the Series AA Preferred Stock Purchase Agreement dated as of September 16, 2013, as amended on April 28, 2014 and on July 9, 2014 (as amended, the “**Agreement**”), by and between Blue Talon Data Systems, Inc., a Delaware corporation (the “**Company**”), and the Purchasers set forth Exhibit A attached thereto (the “**Purchasers**”), Pratik Verma certifies that he is the duly elected and acting Secretary of the Company, and further certifies on behalf of the Company that:

1. Attached hereto as Exhibit A-1 is a true and correct copy of the Company’s Amended and Restated Certificate of Incorporation as filed with the Delaware Secretary of State on May 7, 2014, as amended by the Certificate of Amendment filed on July 10, 2014, attached hereto as Exhibit A-2 (as amended, the “**Restated Certificate**”). Said Restated Certificate has not in any way been amended, annulled, rescinded, repealed, revoked or supplemented, and remains in full force and effect as of the date hereof.

2. Attached hereto as Exhibit B is a true and correct copy of the Company’s Bylaws as presently in effect.

3. Attached hereto as Exhibit C is a full, true and correct copy of the resolutions adopted by the Board of Directors of the Company on September 12, 2013, April 28, 2014 and July 10, 2014 Said resolutions have not been revoked, modified, rescinded, or amended and are in full force and effect.

4. Attached hereto as Exhibit D is a full, true and correct copy of the resolutions adopted by the stockholders of the Company on September 12, 2013 April 28, 2014 and July 10, 2014 Said resolutions have not been revoked, modified, rescinded, or amended and are in full force and effect.

5. Attached hereto as Exhibit E are full, true and correct copies good standing certificates (including tax good standing) with respect to the Company from the applicable authority(ies) in Delaware and any other jurisdiction in which the Company is qualified to do business, dated a recent date before the date hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand as Secretary of the Company as of the date first written above.

BLUE TALON DATA SYSTEMS, INC.

By: _____
Pratik Verma, Secretary

EXHIBIT A-1

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "BLUE TALON DATA SYSTEMS, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF MAY, A.D. 2014, AT 1:53 O'CLOCK P.M.

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

5361936 8100

140581206




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1356129

DATE: 05-08-14

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

EFTA00608099

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
BLUE TALON DATA SYSTEMS, INC.

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

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

DOES HEREBY CERTIFY:

1. That the name of this corporation is Blue Talon Data Systems, Inc., and that this corporation was originally incorporated pursuant to the General Corporation Law on July 3, 2013 under the name Blue Talon Data Systems, Inc.

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

RESOLVED, that the Certificate of Incorporation of this corporation be amended and restated in its entirety to read as stated in Exhibit A:

3. That the text of the amendment and restatement, as set forth in Exhibit A, was approved by the holders of the requisite number of shares of this corporation in accordance with Section 228 of the General Corporation Law.

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

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of this corporation on this 28th day of April, 2014.

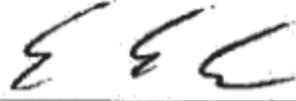
By: 
Eric W. Tilenius, Chief Executive Officer

EXHIBIT A

FIRST The name of this corporation is Blue Talon Data Systems, Inc. (the "Corporation").

SECOND The address of the registered office of the Corporation in the State of Delaware is 901 N. Market St., Suite 705, Wilmington, DE 19801. The name of its registered agent at such address is Delaware Corporate Services Inc.

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 General Corporation Law.

FOURTH The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 14,285,714 shares of Common Stock, \$0.0001 par value per share ("**Common Stock**"), and (ii) 4,285,714 shares of Preferred Stock, \$0.0001 par value per share ("**Preferred Stock**").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

A. COMMON STOCK

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock set forth herein.

2. Voting. The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings); provided, however, that, except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to the Certificate of Incorporation that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to the Certificate of Incorporation or pursuant to the General Corporation Law. There shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by (in addition to any vote of the holders of one or more series of Preferred Stock that may be required by the terms of the Certificate of Incorporation) the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law.

B. PREFERRED STOCK

4,285,714 shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated "**Series AA Preferred Stock**" with the following rights, preferences, powers,

privileges and restrictions, qualifications and limitations. Unless otherwise indicated, references to “sections” or “subsections” in this Part B of this Article Fourth refer to sections and subsections of Part B of this Article Fourth.

1. Liquidation, Dissolution or Winding Up; Certain Mergers, Consolidations and Asset Sales.

1.1 Preferential Payments to Holders of Series AA Preferred Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, or Deemed Liquidation Event, the holders of shares of Series AA Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders before any payment shall be made to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the greater of (i) one times the Series AA Original Issue Price (defined below), plus any dividends declared but unpaid thereon, or (ii) such amount per share as would have been payable had all shares of Series AA Preferred Stock been converted into Common Stock pursuant to Section 3 immediately prior to such liquidation, dissolution, winding up or Deemed Liquidation Event (the amount payable pursuant to this sentence is hereinafter referred to as the “**Series AA Liquidation Amount**”). The “**Series AA Original Issue Price**” shall mean \$0.70 per share, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series AA Preferred Stock. If upon any such liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of Series AA Preferred Stock the full amount to which they shall be entitled under this Subsection 1.1, the holders of shares of Series AA Preferred Stock shall share ratably in any distribution of the assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

1.2 Payments to Holders of Common Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, or Deemed Liquidation Event, after the payment of all preferential amounts required to be paid to the holders of shares of Series AA Preferred Stock, the remaining assets of the Corporation available for distribution to its stockholders shall be distributed among the holders of shares of Common Stock, pro rata based on the number of shares held by each such holder.

1.3 Deemed Liquidation Events.

1.3.1 Definition. Each of the following events shall be considered a “**Deemed Liquidation Event**” unless the holders of at least a majority of the outstanding shares of Series AA Preferred Stock elect otherwise by written notice sent to the Corporation at least 30 days prior to the effective date of any such event:

- (a) a merger or consolidation in which
 - (i) the Corporation is a constituent party, or

- (ii) a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such merger or consolidation,

except any such merger or consolidation involving the Corporation or a subsidiary in which the shares of capital stock of the Corporation outstanding immediately prior to such merger or consolidation continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately following such merger or consolidation, at least a majority, by voting power, of the capital stock of (1) the surviving or resulting corporation or (2) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following such merger or consolidation, the parent corporation of such surviving or resulting corporation; or

(b) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole, or the sale or disposition (whether by merger or otherwise) of one or more subsidiaries of the Corporation if substantially all of the assets of the Corporation and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation.

1.3.2 Effecting a Deemed Liquidation Event.

(a) The Corporation shall not have the power to effect a Deemed Liquidation Event referred to in Subsection 1.3.1(a)(i) unless the agreement or plan of merger or consolidation for such transaction (the "**Merger Agreement**") provides that the consideration payable to the stockholders of the Corporation shall be allocated among the holders of capital stock of the Corporation in accordance with Subsections 2.1 and 2.2.

(b) In the event of a Deemed Liquidation Event referred to in Subsection 1.3.1(a)(ii) or 1.3.1(b), if the Corporation does not effect a dissolution of the Corporation under the General Corporation Law within 90 days after such Deemed Liquidation Event, then (i) the Corporation shall send a written notice to each holder of Series AA Preferred Stock no later than the 90th day after the Deemed Liquidation Event advising such holders of their right (and the requirements to be met to secure such right) pursuant to the terms of the following clause (ii) to require the redemption of such shares of Series AA Preferred Stock, and (iii) if the holders of at least a majority of the then outstanding shares of Series AA Preferred Stock so request in a written instrument delivered to the Corporation not later than 120 days after such Deemed Liquidation Event, the Corporation shall use the consideration received by the Corporation for such Deemed Liquidation Event (net of any retained liabilities associated with the assets sold or technology licensed, as determined in good faith by the Board of Directors of the Corporation), together with any other assets of the Corporation available for distribution to its stockholders, all to the extent permitted by Delaware law governing distributions to stockholders (the "**Available Proceeds**"), on the 150th day after such Deemed Liquidation Event, to redeem all outstanding shares of Series AA Preferred Stock at a price per share equal to

the Series AA Liquidation Amount. Notwithstanding the foregoing, in the event of a redemption pursuant to the preceding sentence, if the Available Proceeds are not sufficient to redeem all outstanding shares of Series AA Preferred Stock, the Corporation shall ratably redeem each holder's shares of Series AA Preferred Stock to the fullest extent of such Available Proceeds, and shall redeem the remaining shares as soon as it may lawfully do so under Delaware law governing distributions to stockholders. The provisions of Section 5 shall apply, with such necessary changes in the details thereof as are necessitated by the context, to the redemption of the Series AA Preferred Stock pursuant to this Subsection 1.3.2(b). Prior to the distribution or redemption provided for in this Subsection 1.3.2(b), the Corporation shall not expend or dissipate the consideration received for such Deemed Liquidation Event, except to discharge expenses incurred in connection with such Deemed Liquidation Event or in the ordinary course of business.

1.3.3 Amount Deemed Paid or Distributed. The amount deemed paid or distributed to the holders of capital stock of the Corporation upon any such merger, consolidation, sale, transfer, exclusive license, other disposition or redemption shall be the cash or the value of the property, rights or securities paid or distributed to such holders by the Corporation or the acquiring person, firm or other entity. The value of such property, rights or securities shall be determined in good faith by the Board of Directors of the Corporation.

1.3.4 Allocation of Escrow and Contingent Consideration. In the event of a Deemed Liquidation Event pursuant to Subsection 1.3.1(a)(i), if any portion of the consideration payable to the stockholders of the Corporation is placed into escrow (the "Escrow Consideration") and/or is payable only upon satisfaction of contingencies (the "Additional Consideration"), the Merger Agreement shall provide that (a) the portion of such consideration that is not Escrow Consideration or Additional Consideration (such portion, the "Initial Consideration") shall be allocated among the holders of capital stock of the Corporation in accordance with Subsections 1.1 and 1.2 as if the Initial Consideration were the only consideration payable in connection with such Deemed Liquidation Event and (b) any Escrow Consideration or Additional Consideration which becomes payable to the stockholders of the Corporation release from escrow or upon satisfaction of such contingencies shall be allocated among the holders of capital stock of the Corporation in accordance with Subsections 1.1 and 1.2 after taking into account the previous payment of the Initial Consideration as part of the same transaction.

2. Voting.

2.1 General. On any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written consent of stockholders in lieu of meeting), each holder of outstanding shares of Series AA Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock into which the shares of Series AA Preferred Stock held by such holder are convertible as of the record date for determining stockholders entitled to vote on such matter. Except as provided by law or by the other provisions of the Certificate of Incorporation, holders of Series AA Preferred Stock shall vote together with the holders of Common Stock as a single class.

2.2 Voting for Election of Directors. As long as at least 500,000 shares of Series AA Preferred Stock remain outstanding (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series AA Preferred Stock), the holders of such shares of Series AA Preferred Stock shall be entitled to elect two (2) directors of this corporation at any election of directors (the "**Series AA Directors**"). The holders of outstanding Common Stock shall be entitled to elect two (2) directors of this corporation at any election of directors. The holders of Series AA Preferred Stock and Common Stock (voting together as a single class and not as separate series, and on an as-converted basis) shall be entitled to elect any remaining directors of this corporation.

2.3 Series AA Preferred Stock Protective Provisions. As long as any shares of Series AA Preferred Stock are outstanding, the Corporation shall not, either directly or indirectly by amendment, merger, consolidation or otherwise, do any of the following without (in addition to any other vote required by law or the Certificate of Incorporation) the written consent or affirmative vote of the holders of at least a majority of the then outstanding shares of Series AA Preferred Stock, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class, and any such act or transaction entered into without such consent or vote shall be null and void ab initio, and of no force or effect:

2.3.1 liquidate, dissolve or wind-up the business and affairs of the Corporation, effect any merger or consolidation or any other Deemed Liquidation Event, or consent to any of the foregoing;

2.3.2 amend, alter or repeal any provision of the Certificate of Incorporation or Bylaws of the Corporation in a manner that adversely affects the powers, preferences or rights of the Series AA Preferred Stock;

2.3.3 create, or authorize the creation of, or issue or obligate itself to issue shares of, any additional class or series of capital stock (including any other security convertible into or exercisable for any such equity security) (i) having a price per share lower than the Series AA Original Issue Price (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series AA Preferred Stock) or (ii) having a preference over, or being on parity with, the Series AA Preferred Stock with respect to the distribution of assets on the liquidation, dissolution or winding up of the Corporation, the payment of dividends and rights of redemption;

2.3.4 increase the authorized number of shares of any additional class or series of capital stock;

2.3.5 (i) reclassify, alter or amend any existing security of the Corporation that is pari passu with the Series AA Preferred Stock in respect of the distribution of assets on the liquidation, dissolution or winding up of the Corporation, the payment of dividends or rights of redemption, if such reclassification, alteration or amendment would render such other security senior to the Series AA Preferred Stock in respect of any such right, preference or privilege, or (ii) reclassify, alter or amend any existing security of the Corporation that is junior to the Series AA Preferred Stock in respect of the distribution of assets on the liquidation,

dissolution or winding up of the Corporation, the payment of dividends or rights of redemption, if such reclassification, alteration or amendment would render such other security senior to or pari passu with the Series AA Preferred Stock in respect of any such right, preference or privilege;

2.3.6 purchase or redeem (or permit any subsidiary to purchase or redeem) or pay or declare any dividend or make any distribution on, any shares of capital stock of the Corporation other than (i) redemptions of or dividends or distributions on the Series AA Preferred Stock as expressly authorized herein, (ii) dividends or other distributions payable on the Common Stock solely in the form of additional shares of Common Stock and (iii) repurchases of stock from former employees, officers, directors, consultants or other persons who performed services for the Corporation or any subsidiary in connection with the cessation of such employment or service at the lower of the original purchase price or the then-current fair market value thereof;

2.3.7 create, or authorize the creation of, or issue, or authorize the issuance of any debt security, or permit any subsidiary to take any such action with respect to any debt security unless such debt security has received the prior approval of the Board of Directors, including the approval of both Series AA Directors to the extent elected;

2.3.8 create, or hold capital stock in, any subsidiary that is not wholly owned (either directly or through one or more other subsidiaries) by the Corporation, or sell, transfer or otherwise dispose of any capital stock of any direct or indirect subsidiary of the Corporation, or permit any direct or indirect subsidiary to sell, lease, transfer, exclusively license or otherwise dispose (in a single transaction or series of related transactions) of all or substantially all of the assets of such subsidiary;

2.3.9 increase or decrease the authorized number of directors constituting the Board of Directors; or

2.3.10 increase the number of shares authorized for issuance under any existing stock plan or create any new stock or option plan.

3. Optional Conversion.

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

3.1 Right to Convert.

3.1.1 Conversion Ratio. Each share of Series AA Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Series AA Original Issue Price by the Series AA Conversion Price (as defined below) in effect at the time of conversion. The "**Series AA Conversion Price**" shall initially be equal to \$0.70. Such initial Series AA Conversion Price, and the rate at which shares of Series AA Preferred Stock

may be converted into shares of Common Stock, shall be subject to adjustment as provided below.

3.1.2 Termination of Conversion Rights. In the event of a notice of redemption of any shares of Series AA Preferred Stock pursuant to Section 5, the Conversion Rights of the shares designated for redemption shall terminate at the close of business on the last full day preceding the date fixed for redemption, unless the redemption price is not fully paid on such redemption date, in which case the Conversion Rights for such shares shall continue until such price is paid in full. In the event of a liquidation, dissolution or winding up of the Corporation or a Deemed Liquidation Event, the Conversion Rights shall terminate at the close of business on the last full day preceding the date fixed for the payment of any such amounts distributable on such event to the holders of Series AA Preferred Stock.

3.2 Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of the Series AA Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the fair market value of a share of Common Stock as determined in good faith by the Board of Directors of the Corporation. Whether or not fractional shares would be issuable upon such conversion shall be determined on the basis of the total number of shares of Series AA Preferred Stock the holder is at the time converting into Common Stock and the aggregate number of shares of Common Stock issuable upon such conversion.

3.3 Mechanics of Conversion.

3.3.1 Notice of Conversion. In order for a holder of Series AA Preferred Stock to voluntarily convert shares of Series AA Preferred Stock into shares of Common Stock, such holder shall surrender the certificate or certificates for such shares of Series AA Preferred Stock (or, if such registered holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate), at the office of the transfer agent for the Series AA Preferred Stock (or at the principal office of the Corporation if the Corporation serves as its own transfer agent), together with written notice that such holder elects to convert all or any number of the shares of the Series AA Preferred Stock represented by such certificate or certificates and, if applicable, any event on which such conversion is contingent. Such notice shall state such holder's name or the names of the nominees in which such holder wishes the certificate or certificates for shares of Common Stock to be issued. If required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by a written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or his, her or its attorney duly authorized in writing. The close of business on the date of receipt by the transfer agent (or by the Corporation if the Corporation serves as its own transfer agent) of such certificates (or lost certificate affidavit and agreement) and notice shall be the time of conversion (the "**Conversion Time**"), and the shares of Common Stock issuable upon conversion of the shares represented by such certificate shall be deemed to be outstanding of record as of such date. The Corporation shall, as soon as practicable after the Conversion Time, (i) issue and deliver to such holder of Series AA Preferred Stock, or to his, her or its nominees, a certificate or certificates for the

number of full shares of Common Stock issuable upon such conversion in accordance with the provisions hereof and a certificate for the number (if any) of the shares of Series AA Preferred Stock represented by the surrendered certificate that were not converted into Common Stock, (ii) pay in cash such amount as provided in Subsection 3.2 in lieu of any fraction of a share of Common Stock otherwise issuable upon such conversion and (iii) pay all declared but unpaid dividends on the shares of Series AA Preferred Stock converted.

3.3.2 Reservation of Shares. The Corporation shall at all times when the Series AA Preferred Stock shall be outstanding, reserve and keep available out of its authorized but unissued capital stock, for the purpose of effecting the conversion of the Series AA Preferred Stock, such number of its duly authorized shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding Series AA Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series AA Preferred Stock, the Corporation shall take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to the Certificate of Incorporation. Before taking any action which would cause an adjustment reducing the Series AA Conversion Price below the then par value of the shares of Common Stock issuable upon conversion of the Series AA Preferred Stock, the Corporation will take any corporate action which may, in the opinion of its counsel, be necessary in order that the Corporation may validly and legally issue fully paid and nonassessable shares of Common Stock at such adjusted Series AA Conversion Price.

3.3.3 Effect of Conversion. All shares of Series AA Preferred Stock which shall have been surrendered for conversion as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares shall immediately cease and terminate at the Conversion Time, except only the right of the holders thereof to receive shares of Common Stock in exchange therefor, to receive payment in lieu of any fraction of a share otherwise issuable upon such conversion as provided in Subsection 3.2 and to receive payment of any dividends declared but unpaid thereon. Any shares of Series AA Preferred Stock so converted shall be retired and cancelled and may not be reissued as shares of such series, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of Series AA Preferred Stock accordingly.

3.3.4 No Further Adjustment. Upon any such conversion, no adjustment to the Series AA Conversion Price shall be made for any declared but unpaid dividends on the Series AA Preferred Stock surrendered for conversion or on the Common Stock delivered upon conversion.

3.3.5 Taxes. The Corporation shall pay any and all issue and other similar taxes that may be payable in respect of any issuance or delivery of shares of Common Stock upon conversion of shares of Series AA Preferred Stock pursuant to this Section 3. The Corporation shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issuance and delivery of shares of Common Stock in a name other than that in which the shares of Series AA Preferred Stock so converted were

registered, and no such issuance or delivery shall be made unless and until the person or entity requesting such issuance has paid to the Corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that such tax has been paid.

3.4 Adjustments to Series AA Conversion Price for Diluting Issues.

3.4.1 Special Definitions. For purposes of this Article Fourth, the following definitions shall apply:

(a) **“Option”** shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire Common Stock or Convertible Securities.

(b) **“Series AA Original Issue Date”** shall mean the date on which the first share of Series AA Preferred Stock was issued.

(c) **“Convertible Securities”** shall mean any evidences of indebtedness, shares or other securities directly or indirectly convertible into or exchangeable for Common Stock, but excluding Options.

(d) **“Additional Shares of Common Stock”** shall mean all shares of Common Stock issued (or, pursuant to Subsection 3.4.3 below, deemed to be issued) by the Corporation after the Series AA Original Issue Date, other than (1) the following shares of Common Stock and (2) shares of Common Stock deemed issued pursuant to the following Options and Convertible Securities (clauses (1) and (2), collectively, **“Exempted Securities”**):

(i) shares of Common Stock, Options or Convertible Securities issued as a dividend or distribution on Series AA Preferred Stock;

(ii) shares of Common Stock, Options or Convertible Securities issued by reason of a dividend, stock split, split-up or other distribution on shares of Common Stock that is covered by Subsection 3.5, 3.6, 3.7 or 3.8;

(iii) shares of Common Stock or Options issued to employees or directors of, or consultants or advisors to, the Corporation or any of its subsidiaries pursuant to a plan, agreement or arrangement approved by the Board of Directors of the Corporation, including the approval of both Series AA Directors to the extent elected;

(iv) shares of Common Stock or Convertible Securities actually issued upon the exercise of Options or shares of Common Stock actually issued upon the conversion or exchange of Convertible Securities outstanding as of the date this Amended and Restated Certificate of Incorporate is accepted for filing with the

Secretary of State of Delaware, in each case provided such issuance is pursuant to the terms of such Option or Convertible Security;

(v) shares of Common Stock, Options or Convertible Securities issued pursuant to the acquisition of another corporation by the Corporation by merger, purchase of substantially all of the assets or other reorganization, or to a joint venture agreement, provided, that such issuances are approved by the Board of Directors of the Corporation, including the approval of both Series AA Directors to the extent elected; or

(vi) shares of Common Stock, Options or Convertible Securities issued in connection with sponsored research, collaboration, technology license, development, OEM, marketing or other similar agreements or strategic partnerships approved by the Board of Directors of the Corporation, including the approval of both Series AA Directors to the extent elected.

3.4.2 No Adjustment of Series AA Conversion Price. No adjustment in the Series AA Conversion Price shall be made as the result of the issuance or deemed issuance of Additional Shares of Common Stock if the Corporation receives written notice from the holders of at least a majority of the then outstanding shares of Series AA Preferred Stock agreeing that no such adjustment shall be made as the result of the issuance or deemed issuance of such Additional Shares of Common Stock.

3.4.3 Deemed Issue of Additional Shares of Common Stock.

(a) If the Corporation at any time or from time to time after the Series AA Original Issue Date shall issue any Options or Convertible Securities (excluding Options or Convertible Securities which are themselves Exempted Securities) or shall fix a record date for the determination of holders of any class of securities entitled to receive any such Options or Convertible Securities, then the maximum number of shares of Common Stock (as set forth in the instrument relating thereto, assuming the satisfaction of any conditions to exercisability, convertibility or exchangeability but without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such 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.

(b) If the terms of any Option or Convertible Security, the issuance of which resulted in an adjustment to the Series AA Conversion Price pursuant to the terms of Subsection 3.4.4, are revised as a result of an amendment to such terms or any other adjustment pursuant to the provisions of such Option or Convertible Security (but excluding

automatic adjustments to such terms pursuant to anti-dilution or similar provisions of such Option or Convertible Security) to provide for either (1) any increase or decrease in the number of shares of Common Stock issuable upon the exercise, conversion and/or exchange of any such Option or Convertible Security or (2) any increase or decrease in the consideration payable to the Corporation upon such exercise, conversion and/or exchange, then, effective upon such increase or decrease becoming effective, the Series AA Conversion Price computed upon the original issue of such Option or Convertible Security (or upon the occurrence of a record date with respect thereto) shall be readjusted to such Series AA Conversion Price as would have obtained had such revised terms been in effect upon the original date of issuance of such Option or Convertible Security. Notwithstanding the foregoing, no readjustment pursuant to this clause (b) shall have the effect of increasing the Series AA Conversion Price to an amount which exceeds the lower of (i) the Series AA Conversion Price in effect immediately prior to the original adjustment made as a result of the issuance of such Option or Convertible Security, or (ii) the Series AA Conversion Price that would have resulted from any issuances of Additional Shares of Common Stock (other than deemed issuances of Additional Shares of Common Stock as a result of the issuance of such Option or Convertible Security) between the original adjustment date and such readjustment date.

(c) If the terms of any Option or Convertible Security (excluding Options or Convertible Securities which are themselves Exempted Securities), the issuance of which did not result in an adjustment to the Series AA Conversion Price pursuant to the terms of Subsection 3.4.4 (either because the consideration per share (determined pursuant to Subsection 3.4.5) of the Additional Shares of Common Stock subject thereto was equal to or greater than the Series AA Conversion Price then in effect, or because such Option or Convertible Security was issued before the Series AA Original Issue Date), are revised after the Series AA Original Issue Date as a result of an amendment to such terms or any other adjustment pursuant to the provisions of such Option or Convertible Security (but excluding automatic adjustments to such terms pursuant to anti-dilution or similar provisions of such Option or Convertible Security) to provide for either (1) any increase in the number of shares of Common Stock issuable upon the exercise, conversion or exchange of any such Option or Convertible Security or (2) any decrease in the consideration payable to the Corporation upon such exercise, conversion or exchange, then such Option or Convertible Security, as so amended or adjusted, and the Additional Shares of Common Stock subject thereto (determined in the manner provided in Subsection 3.4.3(a)) shall be deemed to have been issued effective upon such increase or decrease becoming effective.

(d) Upon the expiration or termination of any unexercised Option or unconverted or unexchanged Convertible Security (or portion thereof) which resulted (either upon its original issuance or upon a revision of its terms) in an adjustment to the Series AA Conversion Price pursuant to the terms of Subsection 4.4.4, the Series AA Conversion Price shall be readjusted to such Series AA Conversion Price as would have obtained had such Option or Convertible Security (or portion thereof) never been issued.

(e) If the number of shares of Common Stock issuable upon the exercise, conversion and/or exchange of any Option or Convertible Security, or the consideration payable to the Corporation upon such exercise, conversion and/or exchange, is calculable at the time such Option or Convertible Security is issued or amended but is subject to

adjustment based upon subsequent events, any adjustment to the Series AA Conversion Price provided for in this Subsection 3.4.3 shall be effected at the time of such issuance or amendment based on such number of shares or amount of consideration without regard to any provisions for subsequent adjustments (and any subsequent adjustments shall be treated as provided in clauses (b) and (c) of this Subsection 3.4.3). If the number of shares of Common Stock issuable upon the exercise, conversion and/or exchange of any Option or Convertible Security, or the consideration payable to the Corporation upon such exercise, conversion and/or exchange, cannot be calculated at all at the time such Option or Convertible Security is issued or amended, any adjustment to the Series AA Conversion Price that would result under the terms of this Subsection 3.4.3 at the time of such issuance or amendment shall instead be effected at the time such number of shares and/or amount of consideration is first calculable (even if subject to subsequent adjustments), assuming for purposes of calculating such adjustment to the Series AA Conversion Price that such issuance or amendment took place at the time such calculation can first be made.

3.4.4 Adjustment of Series AA Conversion Price Upon Issuance of Additional Shares of Common Stock. In the event the Corporation shall at any time after the Series AA Original Issue Date issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Subsection 3.4.3), without consideration or for a consideration per share less than the Series AA Conversion Price in effect immediately prior to such issue, then the Series AA Conversion Price shall be reduced, concurrently with such issue, to a price (calculated to the nearest one-hundredth of a cent) determined in accordance with the following formula:

$$CP_2 = CP_1 * (A + B) \div (A + C).$$

For purposes of the foregoing formula, the following definitions shall apply:

(a) "CP₂" shall mean the Series AA Conversion Price in effect immediately after such issue of Additional Shares of Common Stock

(b) "CP₁" shall mean the Series AA Conversion Price in effect immediately prior to such issue of Additional Shares of Common Stock;

(c) "A" shall mean the number of shares of Common Stock outstanding immediately prior to such issue of Additional Shares of Common Stock (treating for this purpose as outstanding all shares of Common Stock issuable upon exercise of Options outstanding immediately prior to such issue or upon conversion or exchange of Convertible Securities (including the Series AA Preferred Stock) outstanding (assuming exercise of any outstanding Options therefor) immediately prior to such issue);

(d) "B" shall mean the number of shares of Common Stock that would have been issued if such Additional Shares of Common Stock had been issued at a price per share equal to CP₁ (determined by dividing the aggregate consideration received by the Corporation in respect of such issue by CP₁); and

(e) "C" shall mean the number of such Additional Shares of Common Stock issued in such transaction.

3.4.5 Determination of Consideration. For purposes of this Subsection 3.4, the consideration received by the Corporation for the issue of any Additional Shares of Common Stock shall be computed as follows:

(a) Cash and Property: Such consideration shall:

(i) 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;

(ii) insofar as it consists of property other than cash, be computed at the fair market value thereof at the time of such issue, as determined in good faith by the Board of Directors of the Corporation; and

(iii) 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 clauses (i) and (ii) above, as determined in good faith by the Board of Directors of the Corporation.

(b) 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 Subsection 3.4.3, relating to Options and Convertible Securities, shall be determined by dividing:

(i) the total amount, if any, received or receivable by the Corporation as consideration for the issue 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 for a subsequent adjustment of such consideration) 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

(ii) the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such number) issuable 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.

3.4.6 Multiple Closing Dates. In the event the Corporation shall issue on more than one date Additional Shares of Common Stock that are a part of one transaction or a series of related transactions and that would result in an adjustment to the Series AA Conversion Price pursuant to the terms of Subsection 3.4.4, then, upon the final such issuance, the Series AA Conversion Price shall be readjusted to give effect to all such issuances as if they occurred on the date of the first such issuance (and without giving effect to any additional adjustments as a result of any such subsequent issuances within such period).

3.5 Adjustment for Stock Splits and Combinations. If the Corporation shall at any time or from time to time after the Series AA Original Issue Date effect a subdivision of the outstanding Common Stock, the Series AA Conversion Price in effect immediately before that subdivision shall be proportionately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase in the aggregate number of shares of Common Stock outstanding. If the Corporation shall at any time or from time to time after the Series AA Original Issue Date combine the outstanding shares of Common Stock, the Series AA Conversion Price in effect immediately before the combination shall be proportionately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in the aggregate number of shares of Common Stock outstanding. Any adjustment under this subsection shall become effective at the close of business on the date the subdivision or combination becomes effective.

3.6 Adjustment for Certain Dividends and Distributions. In the event the Corporation at any time or from time to time after the Series AA Original Issue Date shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable on the Common Stock in additional shares of Common Stock, then and in each such event the Series AA Conversion Price in effect immediately before such event shall be decreased as of the time of such issuance or, in the event such a record date shall have been fixed, as of the close of business on such record date, by multiplying the Series AA Conversion Price then in effect by a fraction:

(1) the numerator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and

(2) the denominator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution.

Notwithstanding the foregoing, (a) if such record date shall have been fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Series AA Conversion Price shall be recomputed accordingly as of the close of business on such record date

and thereafter the Series AA Conversion Price shall be adjusted pursuant to this subsection as of the time of actual payment of such dividends or distributions; and (b) that no such adjustment shall be made if the holders of Series AA Preferred Stock simultaneously receive a dividend or other distribution of shares of Common Stock in a number equal to the number of shares of Common Stock as they would have received if all outstanding shares of Series AA Preferred Stock had been converted into Common Stock on the date of such event.

3.7 Adjustments for Other Dividends and Distributions. In the event the Corporation at any time or from time to time after the Series AA Original Issue Date shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in securities of the Corporation (other than a distribution of shares of Common Stock in respect of outstanding shares of Common Stock) or in other property, then and in each such event the holders of Series AA Preferred Stock shall receive, simultaneously with the distribution to the holders of Common Stock, a dividend or other distribution of such securities or other property in an amount equal to the amount of such securities or other property as they would have received if all outstanding shares of Series AA Preferred Stock had been converted into Common Stock on the date of such event.

3.8 Adjustment for Merger or Reorganization, etc. Subject to the provisions of Subsection 1.3, if there shall occur any reorganization, recapitalization, reclassification, consolidation or merger involving the Corporation in which the Common Stock (but not the Series AA Preferred Stock) is converted into or exchanged for securities, cash or other property (other than a transaction covered by Subsections 3.4, 3.6 or 3.7), then, following any such reorganization, recapitalization, reclassification, consolidation or merger, each share of Series AA Preferred Stock shall thereafter be convertible in lieu of the Common Stock into which it was convertible prior to such event into the kind and amount of securities, cash or other property which a holder of the number of shares of Common Stock of the Corporation issuable upon conversion of one share of Series AA Preferred Stock immediately prior to such reorganization, recapitalization, reclassification, consolidation or merger would have been entitled to receive pursuant to such transaction; and, in such case, appropriate adjustment (as determined in good faith by the Board of Directors of the Corporation) shall be made in the application of the provisions in this Section 3 with respect to the rights and interests thereafter of the holders of the Series AA Preferred Stock, to the end that the provisions set forth in this Section 3 (including provisions with respect to changes in and other adjustments of the Series AA Conversion Price) shall thereafter be applicable, as nearly as reasonably may be, in relation to any securities or other property thereafter deliverable upon the conversion of the Series AA Preferred Stock. For the avoidance of doubt, nothing in this Subsection 3.8 shall be construed as preventing the holders of Series AA Preferred Stock from seeking any appraisal rights to which they are otherwise entitled under the Delaware General Corporation Law in connection with a merger triggering an adjustment hereunder, nor shall this Subsection 3.8 be deemed conclusive evidence of the fair value of the shares of Series AA Preferred Stock in any such appraisal proceeding.

3.9 Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Series AA Conversion Price pursuant to this Section 3, the Corporation at its expense shall, as promptly as reasonably practicable but in any event not later than 30 days thereafter, compute such adjustment or readjustment in accordance with the terms

hereof and furnish to each holder of Series AA Preferred Stock a certificate setting forth such adjustment or readjustment (including the kind and amount of securities, cash or other property into which the Series AA Preferred Stock is convertible) and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, as promptly as reasonably practicable after the written request at any time of any holder of Series AA Preferred Stock (but in any event not later than 30 days thereafter), furnish or cause to be furnished to such holder a certificate setting forth (i) the Series AA Conversion Price then in effect, and (ii) the number of shares of Common Stock and the amount, if any, of other securities, cash or property which then would be received upon the conversion of Series AA Preferred Stock.

3.10 Notice of Record Date. In the event:

(a) the Corporation shall take a record of the holders of its Common Stock (or other capital stock or securities at the time issuable upon conversion of the Series AA Preferred Stock) for the purpose of entitling or enabling them to receive any dividend or other distribution, or to receive any right to subscribe for or purchase any shares of capital stock of any class or any other securities, or to receive any other security; or

(b) of any capital reorganization of the Corporation, any reclassification of the Common Stock of the Corporation, or any Deemed Liquidation Event; or

(c) of the voluntary or involuntary dissolution, liquidation or winding-up of the Corporation,

then, and in each such case, the Corporation will send or cause to be sent to the holders of the Series AA Preferred Stock a notice specifying, as the case may be, (i) the record date for such dividend, distribution or right, and the amount and character of such dividend, distribution or right, or (ii) the effective date on which such reorganization, reclassification, consolidation, merger, transfer, dissolution, liquidation or winding-up is proposed to take place, and the time, if any is to be fixed, as of which the holders of record of Common Stock (or such other capital stock or securities at the time issuable upon the conversion of the Series AA Preferred Stock) shall be entitled to exchange their shares of Common Stock (or such other capital stock or securities) for securities or other property deliverable upon such reorganization, reclassification, consolidation, merger, transfer, dissolution, liquidation or winding-up, and the amount per share and character of such exchange applicable to the Series AA Preferred Stock and the Common Stock. Such notice shall be sent at least 10 days prior to the record date or effective date for the event specified in such notice.

4. Mandatory Conversion.

4.1 Trigger Events. Upon either (a) the closing of the sale of shares of Common Stock to the public in a firm-commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, resulting in at least \$30,000,000 of proceeds to the Corporation or (b) the date and time, or the occurrence of an event, specified by vote or written consent of the holders of at least a majority of the then outstanding shares of Series AA Preferred Stock (the time of such closing or the date and time

specified or the time of the event specified in such vote or written consent is referred to herein as the "Mandatory Conversion Time"), (i) all outstanding shares of Series AA Preferred Stock shall automatically be converted into shares of Common Stock, at the then effective conversion rate and (ii) such shares may not be reissued by the Corporation.

4.2 Procedural Requirements. All holders of record of shares of Series AA Preferred Stock shall be sent written notice of the Mandatory Conversion Time and the place designated for mandatory conversion of all such shares of Series AA Preferred Stock pursuant to this Section 4. Such notice need not be sent in advance of the occurrence of the Mandatory Conversion Time. Upon receipt of such notice, each holder of shares of Series AA Preferred Stock shall surrender his, her or its certificate or certificates for all such shares (or, if such holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate) to the Corporation at the place designated in such notice. If so required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or by his, her or its attorney duly authorized in writing. All rights with respect to the Series AA Preferred Stock converted pursuant to Subsection 4.1, including the rights, if any, to receive notices and vote (other than as a holder of Common Stock), will terminate at the Mandatory Conversion Time (notwithstanding the failure of the holder or holders thereof to surrender the certificates at or prior to such time), except only the rights of the holders thereof, upon surrender of their certificate or certificates (or lost certificate affidavit and agreement) therefor, to receive the items provided for in the next sentence of this Subsection 4.2. As soon as practicable after the Mandatory Conversion Time and the surrender of the certificate or certificates (or lost certificate affidavit and agreement) for Series AA Preferred Stock, the Corporation shall issue and deliver to such holder, or to his, her or its nominees, a certificate or certificates for the number of full shares of Common Stock issuable on such conversion in accordance with the provisions hereof, together with cash as provided in Subsection 4.2 in lieu of any fraction of a share of Common Stock otherwise issuable upon such conversion and the payment of any declared but unpaid dividends on the shares of Series AA Preferred Stock converted. Such converted Series AA Preferred Stock shall be retired and cancelled and may not be reissued as shares of such series, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of Series AA Preferred Stock accordingly.

5. Redemption. The Series AA Preferred Stock shall not be redeemable by the holder thereof.

6. Dividends. The holders of shares of Series AA Preferred Stock shall be entitled to receive dividends, out of any assets legally available therefor, prior and in preference to any declaration or payment of any dividend (payable other than in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock of the Corporation) on the Common Stock of the Corporation, at the applicable Dividend Rate (as defined below), payable when, as and if declared by the Board of Directors. Such dividends shall not be cumulative. The holders of the outstanding Series AA Preferred Stock can waive any dividend preference that such holders shall

be entitled to receive under this Section 6 upon the affirmative vote or written consent of the holders of at least a majority of the shares of Series AA Preferred Stock then outstanding. For purposes of this Section 6, "Dividend Rate" shall mean \$0.08 per annum for each share of Series AA Preferred Stock (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like). After payment of such dividends, any additional dividends or distributions shall be distributed among all holders of Common Stock and Series AA Preferred Stock in proportion to the number of shares of Common Stock that would be held by each such holder if all shares of Series AA Preferred Stock were converted to Common Stock at the then effective conversion rate.

7. Redeemed or Otherwise Acquired Shares. Any shares of Series AA Preferred Stock that are redeemed or otherwise acquired by the Corporation or any of its subsidiaries shall be automatically and immediately cancelled and retired and shall not be reissued, sold or transferred. Neither the Corporation nor any of its subsidiaries may exercise any voting or other rights granted to the holders of Series AA Preferred Stock following redemption.

8. Waiver. Any of the rights, powers, preferences and other terms of the Series AA Preferred Stock set forth herein may be waived on behalf of all holders of Series AA Preferred Stock by the affirmative written consent or vote of the holders of at least a majority of the shares of Series AA Preferred Stock then outstanding.

9. Notices. Any notice required or permitted by the provisions of this Article Fourth to be given to a holder of shares of Series AA Preferred Stock shall be mailed, postage prepaid, to the post office address last shown on the records of the Corporation, or given by electronic communication in compliance with the provisions of the General Corporation Law, and shall be deemed sent upon such mailing or electronic transmission.

FIFTH Subject to any additional vote required by the Certificate of Incorporation or Bylaws, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

SIXTH Subject to any additional vote required by the Certificate of Incorporation, the number of directors of the Corporation shall be determined in the manner set forth in 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 Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

NINTH To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law or any other law of the State of

Delaware is amended after approval by the stockholders of this Article Ninth to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

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

TENTH The following indemnification provisions shall apply to the persons enumerated below.

1. Right to Indemnification of Directors and Officers. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "**Indemnified Person**") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "**Proceeding**"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnified Person in such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in Section 3 of this Article Tenth, the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the Board of Directors.

2. Prepayment of Expenses of Directors and Officers. The Corporation shall pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article Tenth or otherwise.

3. Claims by Directors and Officers. If a claim for indemnification or advancement of expenses under this Article Tenth is not paid in full within 30 days after a written claim therefor by the Indemnified Person has been received by the Corporation, the Indemnified Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

4. Indemnification of Employees and Agents. The Corporation may indemnify and advance expenses to any person who was or is made or is threatened to be made or is otherwise involved in any Proceeding by reason of the fact that such person, or a person for whom such person is the legal representative, is or was an employee or agent of the Corporation or, while an employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such person in connection with such Proceeding. The ultimate determination of entitlement to indemnification of persons who are non-director or officer employees or agents shall be made in such manner as is determined by the Board of Directors in its sole discretion. Notwithstanding the foregoing sentence, the Corporation shall not be required to indemnify a person in connection with a Proceeding initiated by such person if the Proceeding was not authorized in advance by the Board of Directors.

5. Advancement of Expenses of Employees and Agents. The Corporation may pay the expenses (including attorney's fees) incurred by an employee or agent in defending any Proceeding in advance of its final disposition on such terms and conditions as may be determined by the Board of Directors.

6. Non-Exclusivity of Rights. The rights conferred on any person by this Article Tenth shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the certificate of incorporation, these by-laws, agreement, vote of stockholders or disinterested directors or otherwise.

7. Other Indemnification. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer or employee of another Corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise shall be reduced by any amount such person may collect as indemnification from such other Corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise.

8. Insurance. The Board of Directors may, to the full extent permitted by applicable law as it presently exists or may hereafter be amended from time to time, authorize an appropriate officer or officers to purchase and maintain at the Corporation's expense insurance: (a) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors, officers and employees under the provisions of this Article Tenth; and (b) to indemnify or insure directors, officers and employees against liability in instances in which they may not otherwise be indemnified by the Corporation under the provisions of this Article Tenth.

9. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article Tenth shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification. The rights provided hereunder shall inure to the benefit of any Indemnified Person and such person's heirs, executors and administrators.

ELEVENTH Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery in the State of Delaware shall be the sole and exclusive forum for any stockholder (including a beneficial owner) to bring (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim against the Corporation, its directors, officers or employees arising pursuant to any provision of the Delaware General Corporation Law or the Corporation's certificate of incorporation or bylaws or (iv) any action asserting a claim against the Corporation, its directors, officers or employees, governed by the internal affairs doctrine, except for, as to each of (i) through (iv) above, any claim as to which the Court of Chancery determines that there is an indispensable party not subject to the jurisdiction of the Court of Chancery (and the indispensable party does not consent to the personal jurisdiction of the Court of Chancery within ten days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery, or for which the Court of Chancery does not have subject matter jurisdiction. If any provision or provisions of this Article Eleventh shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Article Eleventh (including, without limitation, each portion of any sentence of this Article Eleventh containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

TWELFTH For purposes of Section 500 of the California Corporations Code (to the extent applicable), in connection with any repurchase of shares of Common Stock permitted under this Certificate of Incorporation from employees, officers, directors or consultants of the Company in connection with a termination of employment or services pursuant to agreements or arrangements approved by the Board of Directors (in addition to any other consent required under this Certificate of Incorporation), such repurchase may be made without regard to any "preferential dividends arrears amount" or "preferential rights amount" (as those terms are defined in Section 500 of the California Corporations Code). Accordingly, for purposes of making any calculation under California Corporations Code Section 500 in connection with such repurchase, the amount of any "preferential dividends arrears amount" or "preferential rights amount" (as those terms are defined therein) shall be deemed to be zero.

EXHIBIT A-2
CERTIFICATE OF AMENDMENT

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BLUE TALON DATA SYSTEMS, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF JULY, A.D. 2014, AT 7:52 O'CLOCK A.M.

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

5361936 8100

140936545

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1522034

DATE: 07-10-14

EFTA00608123

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
BLUE TALON DATA SYSTEMS, INC.**

Blue Talon Data Systems, Inc. (the "*corporation*"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "*General Corporation Law*"), hereby certifies as follows:

1. That the corporation was incorporated on July 3, 2013 under the name Blue Talon Data Systems, Inc., pursuant to the General Corporation Law.

2. That upon the effectiveness of this Certificate of Amendment, the first paragraph of Article FOURTH of the Amended and Restated Certificate of Incorporation of the corporation is hereby deleted in its entirety and replaced with the following:

"FOURTH The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 17,142,857 shares of Common Stock, \$0.0001 par value per share ("**Common Stock**"), and (ii) 7,142,857 shares of Preferred Stock, \$0.0001 par value per share ("**Preferred Stock**")."

3. That upon the effectiveness of this Certificate of Amendment, the first paragraph of Part B of Article FOURTH of the Amended and Restated Certificate of Incorporation of the corporation is hereby deleted in its entirety and replaced with the following:

"7,142,857 shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated "**Series AA Preferred Stock**" with the following rights, preferences, powers, privileges and restrictions, qualifications and limitations. Unless otherwise indicated, references to "sections" or "subsections" in this Part B of this Article Fourth refer to sections and subsections of Part B of this Article Fourth."

4. The foregoing amendment has been duly approved by the board of directors in accordance with the provisions of Sections 242 and 245 of the General Corporation Law.

5. The foregoing amendment has been duly approved by the written consent of the stockholders in accordance with Sections 228 and 245 of the Delaware General Corporation Law. The total number of outstanding shares of Common Stock of the corporation is 6,728,235. The total number of outstanding shares of Series AA Preferred Stock of the corporation is 2,380,952. The number of shares held by stockholders who consented to this amendment in writing equaled or exceeded the required percentage. The percentage required was more than 50% of the outstanding Common Stock and Series AA Preferred Stock (on an as-converted to Common Stock basis), and more than 50% of the outstanding Series AA Preferred Stock (voting separately as a class). Pursuant to Section 228 of the General Corporation Law, prompt written

notice of this amendment has been given to all stockholders who did not consent to this amendment.

IN WITNESS WHEREOF, the corporation has caused this Certificate of Amendment to be signed by Pratik Verma, its President, on July 10, 2014.

BLUE TALON DATA SYSTEMS, INC.

DocuSigned by:

By: _____
Name: Pratik Verma
Title: President

EXHIBIT B
BYLAWS

BLUE TALON DATA SYSTEMS, INC.

BY-LAWS

ARTICLE I OFFICE

1.1 Registered Office. The registered office of the corporation in the State of Delaware shall be located in the City of Wilmington, County of New Castle, State of Delaware.

1.2 Other Offices. The corporation may also have offices outside the State of Delaware and within or without the United States of America, at such places as shall be determined from time to time by resolution of the Board of Directors.

ARTICLE II MEETINGS OF STOCKHOLDERS

2.1 Annual Meeting. The Annual Meeting of the stockholders to elect a Board of Directors and transact such other business as may be properly brought before the meeting shall be held at such time and place, within or without the State of Delaware, as the Board of Directors shall determine.

2.2 Special Meetings. Special meetings of the stockholders for any purpose or purposes, unless otherwise prescribed by statute, may be held on the call of the majority of the Board of Directors or the President or the Secretary at such time and place, within or without the State of Delaware, as may be stated in the call. Special meetings shall also be called by the Secretary at the request in writing of one or more stockholders who hold at least twenty five percent of the outstanding capital stock of the corporation. Any such request shall state the time, place and purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to the purposes set forth in the call for such special meeting.

2.3 Notice of Meetings. The notice of each meeting of the stockholders shall be in writing and signed by the President, the Secretary or a director. Such notice shall state the purpose or purposes for which the meeting is called and the date and time when and the place where it is to be held, if any, and the means of remote communication, if any, by which shareholders and proxyholders may be deemed present in person and vote at such meeting, and a copy thereof shall be delivered personally or mailed, postage prepaid, at least ten days but no more than sixty days before the date of the meeting to each stockholder of record entitled to vote at said meeting. If mailed, such notice shall be directed to a stockholder at his or her address as it appears on the stock records of the corporation unless he or she shall have filed with the Secretary a written request that notices intended for him or her are to be mailed to some other address, in which case it shall be mailed to the address designated in such request. No notice of any meeting of stockholders need be given to a stockholder if a written waiver of notice, executed before or after the meeting by such stockholder, is duly filed with the records of the meeting. Notice may also be given to stockholders by a form of electronic transmission in accordance with and subject to the provisions of Section 232 of the General Corporation Law of

Delaware. Attendance of a stockholder at a meeting of stockholders shall constitute a waiver of notice of such meeting, except when the stockholder attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

2.4 Proxies. Each stockholder entitled to vote at a meeting or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him or her by proxy. All proxies shall be in writing and no proxy shall be valid for more than six months from the date of the grant of such proxy, unless the proxy states that it is irrevocable or specifically provides for a longer duration.

2.5 Quorum. The holders of a majority of the stock issued and outstanding and entitled to vote at a meeting, present in person or represented by proxy, shall be requisite for and shall constitute a quorum at all meetings of the stockholders for the transaction of business, except as otherwise provided by law or by the Certificate of Incorporation or by these By-laws. However, if any matter before the meeting requires the separate vote of a class or classes of stock, a majority of the outstanding shares of such class or classes present in person or represented by proxy shall constitute a quorum entitled to take action on such matter. If a quorum shall not be present or represented at any meeting of the stockholders, the majority of the stockholders present in person or by proxy and entitled to vote thereat, shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting, until the requisite amount of voting stock shall be present or represented. At such adjourned meeting at which the requisite amount of voting stock shall be present or represented, any business may be transacted which might have been transacted at the original meeting. Except as specified in the Certificate of Incorporation or otherwise by law, an affirmative vote of a majority of the shares entitled to vote, or, in the case where a separate vote by a class or classes is required, an affirmative vote of a majority of the shares of such class or classes, represented in person or by proxy at the meeting, shall be the act of the stockholders.

2.6 Number of Votes. Each stockholder entitled to vote shall have one vote for each share of stock entitled to vote standing in his or her name on the books of the corporation on the close of business on the day next preceding the day on which notice is given, or if notice is waived, the close of business on the day next preceding the day on which the meeting is held. The officer who has charge of the stock ledger of the corporation shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting for a period of at least ten days prior to the meeting: (i) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting, or (ii) during ordinary business hours, at the principal place of business of the corporation. In the event that the corporation determines to make the list available on an electronic network, the corporation may take reasonable steps to ensure that such information is available only to stockholders of the corporation. If the meeting is to be held at a place, then the list shall be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is

present. If the meeting is to be held solely by means of remote communication, then the list shall also be open to the examination of any stockholder during the whole time of the meeting on a reasonably accessible electronic network, and the information required to access such list shall be provided with the notice of the meeting.

2.7 Written Consents. To the extent and in the manner permitted by the General Corporation Law of the State of Delaware, any action required to be taken or which may be taken at any annual or special meeting of the stockholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

A telegram, cablegram or other electronic transmission consenting to an action to be taken and transmitted by a stockholder or proxyholder, or by a person or persons authorized to act for a stockholder or proxyholder, shall be deemed to be written, signed and dated for the purposes herein, provided that any such telegram, cablegram or other electronic transmission sets forth or is delivered with information from which the corporation can determine (A) that the telegram, cablegram or other electronic transmission was transmitted by the stockholder or proxyholder or by a person or persons authorized to act for the stockholder or proxyholder and (B) the date on which such stockholder or proxyholder or authorized persons or persons transmitted such telegram, cablegram or other electronic transmission. The date on which such telegram, cablegram or electronic transmission is transmitted shall be deemed to be the date on which such consent was signed. No consent given by telegram, cablegram or electronic transmission shall be deemed to have been delivered until such consent is reproduced in paper form and until such paper form shall be delivered in accordance with Section 228 of the General Corporation Law of Delaware, to the corporation by delivery to its registered office in Delaware, its principal place of business or an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Any copy, facsimile or other reliable reproduction of a consent in writing may be substituted or used in lieu of the original writing for any and all such purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

2.8 Electronic Meetings. The Board of Directors may, in its sole discretion, determine that any meeting shall not be held at any place, but may instead be held solely by means of remote communication as authorized by Section 211(a)(2) of the General Corporation Law of Delaware. If so authorized, and subject to such guidelines and procedures as the Board of Directors may adopt, stockholders and proxyholders not physically present at a meeting of stockholders may, by means of remote communication, participate in a meeting of stockholders and be deemed present in person and vote at a meeting of stockholders whether such meeting is to be held at a designated place or solely by means of remote communication, provided that (i) the corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a stockholder or proxyholder, (ii) the corporation shall implement reasonable measures to provide such stockholders and proxyholders a reasonable opportunity to

participate in the meeting and to vote on matters submitted to the stockholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and (iii) if any stockholder or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the corporation.

ARTICLE III DIRECTORS

3.1 Board of Directors. Subject to applicable provisions of the Certificate of Incorporation, the property and business of the corporation shall be managed by its Board of Directors. The number of directors, which shall constitute the whole Board of Directors, shall be fixed from time to time by resolution of the stockholders, subject to increase by resolution of the Board of Directors. Thereafter, the number of directors shall be determined by resolution of the Board of Directors or by the stockholders at the annual meeting or at a special meeting. The directors need not be stockholders or residents of the State of Delaware and may be employees or officers of the corporation.

3.2 Election and Term of Office. The directors shall be elected at each annual meeting of the stockholders or any adjourned meeting thereof, and each director shall be elected to serve until the next annual meeting of the stockholders and until his or her successor is elected and qualified.

3.3 Annual Organization Meeting. As soon as practicable after the annual meeting of stockholders, the newly elected Board of Directors shall meet for the purpose of organization, election of officers and the transaction of such other business as may properly come before the meeting at such time and place as shall be designated in the notice thereof.

3.4 Regular Meetings. Regular meetings of the Board of Directors may be held at such places and times as may from time to time be determined by resolution of the Board of Directors. No notice of any such regular meeting need be given to the members of the Board. If the time or place of regular meetings shall be fixed or changed, notice of such action shall be mailed promptly to each director who shall not have been present at the meeting at which such resolution was adopted, addressed to him or her at his or her residence or usual place of business. Any and all business of the corporation may be transacted at any such regular meeting.

3.5 Special Meetings. Special meetings of the Board of Directors shall be called by the Secretary whenever the President or a majority of the Board of Directors shall so request or may be called at any time by any two directors in each case on two days' notice given to each director, either personally, by facsimile or by written notice sent by a Federal Express or similar overnight courier. Notice of a special meeting may also be given by telephone not later than the day before the day on which the meeting is to be held. No notice need be given to any director if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her. Notice of a waiver by electronic transmission by

the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

3.6 Quorum and Vote. At all meetings of the Board, a majority of the total number of directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by the Certificate of Incorporation, by these By-laws or otherwise by law. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present.

3.7 Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, although less than a quorum, and the directors so chosen shall hold office until the next annual election of directors and until their successors are duly elected and qualified, unless sooner displaced. The stockholders shall also have the power to fill any vacancy in the Board of Directors at any special meeting of stockholders.

3.8 Removal. A director may be removed with or without cause by resolution duly adopted by the affirmative vote of the holders of a majority of the issued and outstanding shares of voting stock of the corporation, at a special meeting of said stockholders, duly called and held for that purpose; and the vacancy in the Board thereby created may be filled by the stockholders at said meeting or, if the stockholders fail to do so, in the manner provided in Section 3.7.

3.9 Resignation. Any director of the corporation may resign at any time by giving written notice to the President or Secretary of the corporation. Such resignation shall take effect on the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of said resignation shall not be necessary to make it effective.

3.10 Committees. The directors may, by resolution of a majority of the directors, designate one or more committees, each consisting of one or more directors, and may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member(s) present at any meeting and not disqualified from voting, whether or not a quorum, may unanimously appoint another member of the directors to act at the meeting. Any such committee, to the extent provided by the resolution of the directors forming the committee, shall have and may exercise all the powers and authority of the directors in the management of the business and affairs of the corporation, other than any power and authority not permitted to be exercised by a committee pursuant to applicable law or the Certificate of Incorporation. Except as the directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the directors or by such rules, its business shall be conducted as nearly as may be in the same manner as is provided by these By-laws for the conduct of business by the directors.

3.11 Place of Meetings. Directors may hold their meetings and have an office and keep the books of the corporation, except as otherwise may be provided by law, at such place or places, either within or without the State of Delaware, as the Board of Directors from time to time may determine.

3.12 Written Consents. Unless otherwise restricted by the Certificate of Incorporation or these By-laws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the board or committee, as the case may be, consent thereto in writing or electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the board or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

3.13 Attendance by Telephone. Members of the Board of Directors or any committee designated by the Board of Directors, may participate in a meeting of such Board or committee by means of conference telephone or other similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

3.14 Transactions with Directors. Subject to applicable provisions of the Certificate of Incorporation, the corporation may enter into contracts or transact business with one or more of its directors or officers, or with any firm of which one or more of its directors or officers are members, or with any corporation, or association or business trust or other entity on which any one of its directors or officers is a stockholder, director, officer, beneficiary and/or trustee, and such contract or transaction shall not be void or voidable solely by the fact that such director or officer has or may have interests therein which are or might be adverse to the interests of the corporation, provided that (1) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or (2) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or (3) the contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board of Directors or the stockholders.

ARTICLE IV OFFICERS

4.1 Officers. The officers of the corporation shall be a President, a Treasurer and a Secretary. Any number of offices may be held by the same person.

4.2 Election and Term. The aforesaid officers shall be elected at the first meeting of the Board of Directors following each annual meeting of stockholders, to serve until the first

meeting of the Board following the next annual meeting of stockholders and until their successors are elected and qualified.

4.3 Other Officers. The Board of Directors may appoint such other officers and agents as it may deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

4.4 Removal. Any officer or member of a committee elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors.

4.5 The President. The President shall be the chief executive officer of the corporation and shall have full power to manage and control all the business, affairs and property of the corporation subject to instruction of the Board of Directors. All other officers of the corporation shall be under the direction and control of the President. The President shall preside at all meetings of stockholders and all meetings of the Board of Directors. He or she shall vote, in the name of the corporation, stock or securities in other corporations or associations held by the corporation, unless another officer is designated by the Board of Directors for the purpose. He or she shall be an ex officio member of and shall, from time to time, report to the Board of Directors all matters within his or her knowledge which the interest of the corporation may require to be brought to their notice.

4.6 The Vice Presidents. The Vice Presidents, if any, shall perform such functions as the Board of Directors or the President may from time to time designate. In the absence or inability of the President to act, one of the Vice Presidents designated by the Board of Directors shall perform the duties of the President.

4.7 The Treasurer. The Treasurer shall be the chief financial officer of the corporation and shall have the custody of the corporation's funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies, and other valuable effects, in the name and to the credit of the corporation, in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation subject to the control of the Board of Directors and shall render to the President and the Board of Directors, at the regular meetings of the Board, or whenever they may require it, an account of his or her transactions as Treasurer and of the financial condition of the corporation. The Treasurer shall, at the expense of the corporation, give the corporation a bond if required by the Board of Directors in a sum, and with one or more sureties, satisfactory to the Board for the faithful performance of the duties of this office, and for the restoration of the corporation, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the corporation. The Assistant Treasurer (if any) or, if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Directors, shall, in the absence of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform other duties and have such other powers as the Board of Directors may from time to time prescribe.

4.8 The Secretary. The Secretary shall attend all sessions of the Board of Directors and all meetings of stockholders and record all votes and proceedings in a book to be kept for that purpose. He or she shall give or cause to be given notice of all meetings of the stockholders and, when necessary, of the Board of Directors. He or she shall keep in safe custody the seal of the corporation and when authorized by the Board of Directors or any committee affix the same to any instrument requiring it and when so affixed it shall be attested by the signature of the Secretary or such other officer or agent as may be designated by the Board of Directors. He shall perform such duties as may be prescribed by the Board of Directors or President. The Assistant Secretary (if any) or, if there shall be more than one, the Assistant Secretaries in the order determined by the Board of Directors, shall, in the absence of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors shall from time to time prescribe.

4.9 Vacancies in Offices. If the office of any officer becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

ARTICLE V CERTIFICATES OF STOCK

5.1 Form. The corporation is not required to issue stock certificates. However, if it does, the certificates of stock of the corporation shall be in such form and forms not inconsistent with the Certificate of Incorporation, as the Board of Directors shall approve. They shall be numbered, and shall be entered in the books of the corporation as they are issued. They shall exhibit the holder's name and number of shares and shall be signed by the President or a Vice President and by the Treasurer or the Secretary, provided, however, that if any such certificate is countersigned (1) by a transfer agent other than the corporation or its employee, or (2) by a registrar other than the corporation or its employee, any other signature on the certificate may be facsimile. In case any officer or officers who shall have signed, or whose facsimile signature or signatures shall have been used on any such certificate or certificates, shall cease to be such officer or officers of the corporation, before such certificate or certificates shall have been issued, such certificate or certificates may nevertheless be issued and delivered with the same effect as though the person or persons who signed such certificate or certificates, or whose facsimile signature or signatures shall have been used thereon, had not ceased to be such officer or officers of the corporation.

If the corporation shall be authorized to issue more than one class of stock or more than one series of any class, the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualification, limitations or restrictions of such preferences and/or rights shall be set forth in full or summarized on the face or back of the certificate which the corporation shall issue to represent such class or series of stock, provided that, except as otherwise permitted by the General Corporation Law of the State of Delaware, in lieu of the foregoing requirements, there may be set forth on the face or back of the certificate which the corporation shall issue to represent such class or series of stock, a

statement that the corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights.

5.2 Transfer. Subject to the restrictions, if any, stated or noted on the stock certificates, upon surrender to the corporation of a certificate for shares, duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, the corporation shall issue a new certificate to the person entitled thereto, cancel the old certificate, and record the transaction on its books.

5.3 Transfer Agents. The Board of Directors may make such rules and regulations, not inconsistent with Section I of this Article V, as it may deem expedient concerning the issue, transfer and registrations of stock. It may appoint one or more transfer agents and one or more registrars and may require all stock certificates to bear the signature of either or both.

5.4 Record Holder. The corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof and accordingly shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person, whether or not it shall have express or other notice thereof, save as expressly provided by the laws of the State of Delaware.

5.5 Lost or Destroyed Certificates. The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost or destroyed certificate or certificates, or his or her legal representatives, to advertise the same in such manner as it shall require and/or to give a bond in such sum as the Board of Directors may direct indemnifying the corporation, any transfer agent and any registrar against any claim that may be made against them or any of them with respect to the certificate alleged to have been lost or destroyed.

ARTICLE VI GENERAL PROVISIONS

6.1 Corporate Seal. Unless the Board of Directors decides otherwise, the corporation shall not have a corporate seal.

6.2 Dividends. Dividends upon the capital stock of the corporation, subject to the provisions of the Certificate of Incorporation, if any, may be declared by the Board of Directors at any regular or special meeting, pursuant to law.

6.3 Fiscal Year. The fiscal year of the corporation shall end on December 31, unless another fiscal year is fixed by resolution of the Board of Directors.

**ARTICLE VII
INDEMNIFICATION**

To the extent that the corporation has the power to indemnify any person or persons pursuant to Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended from time to time, such person or persons shall be fully indemnified, but only in accordance with and in compliance with the provisions and requirements of said Section.

**ARTICLE VIII
AMENDMENTS**

8.1 By Stockholders. Except as specified in the Certificate of Incorporation, these By-laws may be altered, amended or repealed at any annual meeting or special meeting of the stockholders by vote of a majority in interest of the holders of the shares entitled to vote at any annual or special meeting of the stockholders at which a quorum is present or represented by proxy, provided notice of the proposed change shall have been contained in the notice of the meeting.

8.2 By Directors. Except as specified in the Certificate of Incorporation, these By-laws may also be altered, amended or repealed by the affirmative vote of at least a majority of the whole Board of Directors at any regular or special meeting of the Board, if notice of the proposed change is contained in the notice of the meeting.

Effective as of July 8, 2013

EXHIBIT C
RESOLUTIONS OF THE BOARD OF DIRECTORS

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
BLUE TALON DATA SYSTEMS, INC.**

In accordance with Sections 108(c) and 141(f) of the Delaware General Corporation Law and the Bylaws of Blue Talon Data Systems, Inc., a Delaware corporation (the “**Company**”), the undersigned, constituting all of the members of the Company’s Board of Directors (the “**Board**”), hereby adopt the following resolutions effective as of the last date of execution set forth below:

1. AUTHORIZATION TO AMEND AND RESTATE THE COMPANY’S CERTIFICATE OF INCORPORATION

WHEREAS, the Board deems it advisable, and in the best interests of the Company, to amend and restate the Certificate of Incorporation of the Company in its entirety in connection with a Series AA Preferred Stock financing.

NOW, THEREFORE, BE IT RESOLVED: That the Company amend and restate its Certificate of Incorporation to (i) create a new class of stock, designated Preferred Stock, consisting of 4,285,714 shares, all of which are to be designated Series AA Preferred Stock, (ii) establish the rights, preferences, privileges and restrictions of the Common Stock and the Series AA Preferred Stock and (iii) make certain other changes.

RESOLVED FURTHER: That the Company’s Amended and Restated Certificate of Incorporation, in the form attached hereto as **Exhibit 1** (the “**Restated Certificate**”), is hereby approved, adopted and confirmed.

RESOLVED FURTHER: That the proper officers of the Company are, and each hereby is, authorized and directed (i) to seek stockholder approval of the Restated Certificate, and once the requisite stockholder approval has been obtained, (ii) to execute, verify and file with the Delaware Secretary of State such Restated Certificate.

RESOLVED FURTHER: That the proper officers of the Company are, and each hereby is, authorized and empowered to take such other actions and sign such other documents as may be necessary or advisable to carry out the purposes of the foregoing resolutions.

2. AUTHORIZATION TO ENTER INTO PURCHASE AGREEMENT ISSUING SERIES AA PREFERRED STOCK AND SALE OF SERIES AA PREFERRED STOCK

WHEREAS, the Board deems it advisable, and in the best interests of the Company, to enter into a Series AA Preferred Stock Purchase Agreement with attached exhibits, in substantially the form attached hereto as **Exhibit 2** (the “**Purchase Agreement**”).

NOW, THEREFORE, BE IT RESOLVED: That the Company enter into the Purchase Agreement with the investors set forth on the Schedule of Investors attached as Exhibit A to the Purchase Agreement (the “**Schedule of Investors**”) pursuant to which the Company will sell and issue up to 4,285,714 shares of Series AA Preferred Stock (the “**Series AA Shares**”) at a price of \$0.70 per share.

RESOLVED FURTHER: That the form, terms and provisions of the Purchase Agreement are hereby approved, adopted and confirmed.

RESOLVED FURTHER: That the Series AA Shares are hereby set aside and reserved for issuance pursuant to the Purchase Agreement, and the issuance of the Series AA Shares to the investors set forth on the Schedule of Investors for the consideration set forth on the Schedule of Investors is hereby approved.

RESOLVED FURTHER: That the Series AA Shares shall be validly issued, fully paid and nonassessable when issued in accordance with the terms of the Purchase Agreement.

RESOLVED FURTHER: That the Board is authorized without further action needed on behalf of the Company’s stockholders to authorize and subsequently issue additional shares of Common Stock sufficient to cover any conversion of the Series AA Shares.

RESOLVED FURTHER: That the shares of Common Stock (and any additional shares of capital stock as may be necessary to issue pursuant to the terms of the Series AA Preferred) issuable upon conversion of the Series AA Shares shall be validly issued, fully paid and nonassessable when issued in accordance with the terms of the Restated Certificate.

RESOLVED FURTHER: That the officers of the Company be, and hereby are, authorized and directed for and in the name of and on behalf of the Company, to execute and deliver all documents and take whatever actions are deemed necessary or advisable to comply with all applicable state and federal securities laws for the transaction contemplated by the Purchase Agreement.

RESOLVED FURTHER: That the appropriate officers of the Company be, and each of them hereby is, authorized and directed, for and in the name and on behalf of the Company, to execute and deliver, to the appropriate parties, the Purchase Agreement, substantially in the form submitted to and reviewed by the Company’s Board, with such changes therein or additions thereto as the officer executing the same shall approve with the advice of legal counsel, the execution and delivery of such agreement by such officer to be conclusive evidence of the approval of the Board thereof and all matters relating thereto.

RESOLVED FURTHER, that the shares of Series AA Preferred Stock shall be offered, sold and issued in accordance with the terms of the exemption from California qualification provided by 25102(f) of the California Securities Law of 1968, and such other state blue sky laws as shall be applicable, and in accordance with the exemption from registration provided by

Section 4(2) of the Securities Act of 1933, and that the appropriate officers of the Company be, and they hereby are, authorized and directed, for and on behalf of the Company, to execute and file with the appropriate state or federal offices a Notice of Transaction Pursuant to Section 25102(f) of the California Securities Law of 1968 and such other forms or notices as may be applicable pursuant to applicable state Blue Sky or federal securities laws.

3. AUTHORIZATION OF INVESTORS' RIGHTS AGREEMENT, VOTING AGREEMENT AND RIGHT OF FIRST REFUSAL AND CO-SALE AGREEMENT

WHEREAS, the Board deems it advisable, and in the best interests of the Company, to enter into an Investors' Rights Agreement, in substantially the form attached hereto as **Exhibit 3** (the "Investors' Rights Agreement"), a Voting Agreement, in substantially the form attached hereto as **Exhibit 4** (the "Voting Agreement"), and a Right of First Refusal and Co-Sale Agreement, in substantially the form attached hereto as **Exhibit 5** (the "Co-Sale Agreement"), in connection with the sale and issuance of the Series AA Shares.

NOW, THEREFORE, BE IT RESOLVED: That the Company enter into the Investors' Rights Agreement, Voting Agreement and Co-Sale Agreement, copies of which have been delivered to each director with this consent.

RESOLVED FURTHER: That the form, terms and provisions of the Investors' Rights Agreement, Voting Agreement and Co-Sale Agreement are hereby approved, adopted and confirmed.

RESOLVED FURTHER: That the appropriate officers of the Company be, and each of them hereby is, authorized and directed, for and in the name and on behalf of the Company, to execute and deliver, to the appropriate parties, the Investors' Rights Agreement, Voting Agreement and Co-Sale Agreement substantially in the forms submitted to and reviewed by the Board, with such changes therein or additions thereto as the officer executing the same shall approve with the advice of legal counsel, the execution and delivery of such agreements by such officer to be conclusive evidence of the approval of the Board thereof and all matters relating thereto.

4. GRANT OF MANAGEMENT RIGHTS

RESOLVED, that, as an inducement to Data Collective to enter into the Purchase Agreement and consummate the transactions contemplated thereby, the Board deems it advisable in the best interests of the Company and its stockholders to enter into a letter agreement with Data Collective, which among other things, provides Data Collective with certain rights to participate in the management of the Company.

RESOLVED FURTHER, that management rights letter in substantially the form attached hereto as **Exhibit 6** ("Management Rights Letter") is hereby approved.

RESOLVED FURTHER, that proper officers of the Company be, and each hereby is, authorized, empowered and directed to execute and deliver in the name and on behalf the Company the Management Rights Letter for Data Collective.

RESOLVED FURTHER, that the proper officers of the Company be, and each hereby is, authorized, empowered and directed to make such final changes to the Management Rights Letter as such officers deem, with the advice of legal counsel, necessary or advisable.

5. ADOPTION OF INDEMNIFICATION AGREEMENTS

WHEREAS, the Board has determined that in order to attract and retain highly qualified officers and directors of the Company, it is in the best interests of the Company to enter into indemnification agreements with each of its officers and directors.

WHEREAS, the Purchase Agreement provides that as a condition to the closing of sale of Series AA Preferred Stock, the Company must enter into indemnification agreements with each of its directors.

NOW, THEREFORE, BE IT RESOLVED, that, subject to obtaining stockholder approval thereof, the appropriate officers of the Company be, and each of them hereby is, authorized and directed to enter into indemnification agreements, in substantially the form attached hereto as **Exhibit 7**, with the Company's current officers and directors and with any future officers and directors.

RESOLVED FURTHER, that the officers of this Company be, and each of them hereby is, authorized and directed, on behalf and in the name of the Company, to make all such arrangements, to do and perform all such acts and things, to solicit appropriate consents from stockholders, to execute and deliver all such instruments, documents, certificates and other documents as they may deem necessary or appropriate in order to effectuate fully the purpose of the foregoing resolution (hereby ratifying and confirming any and all actions taken heretofore and hereafter to accomplish such purposes, all or singular).

6. STOCK RESTRICTION AGREEMENTS

RESOLVED, that the Board determines that it is in the best interest of the Company and its stockholders for the Company to enter into a stock restriction agreement with Pratik Verma and AgeTak LLC, in substantially the forms attached hereto as **Exhibit 8-a** and **Exhibit 8-b**, respectively.

RESOLVED FURTHER, that the officers of the Company are hereby authorized and empowered to take any and all steps they deem necessary and appropriate to effectuate the intent of the foregoing resolution.

7. **OMNIBUS RESOLUTIONS**

RESOLVED: That any of the appropriate officers of the Company be, and each of them hereby is, authorized (i) to prepare, execute, deliver and perform, as the case may be, such agreements, amendments, applications, approvals, certificates, communications, consents, demands, directions, documents, further assurances, instruments, notices, orders, requests, resolutions, supplements or undertakings; (ii) to pay or cause to be paid on behalf of the Company any related costs and expenses; and (iii) to take such other actions, in the name and on behalf of the Company, as each such officer, in his discretion, shall deem necessary or advisable to complete and effect the foregoing transactions or to carry out the intent and purposes of the foregoing resolutions and the transactions contemplated thereby, the preparation, execution, delivery and performance of any such agreements, amendments, applications, approvals, certificates, communications, consents, demands, directions, documents, further assurances, instruments, notices, orders, requests, resolutions, supplements or undertakings, the payment of any such costs or expenses and the performance of any such other acts shall be conclusive evidence of the approval of the Board thereof and all matters relating thereto.

RESOLVED FURTHER: That all actions heretofore taken by the officers and directors of the Company with respect to the foregoing transactions and all other matters contemplated by the foregoing resolutions are hereby approved, adopted, ratified and confirmed.

This Action by Unanimous Written Consent of the Board of Directors shall be filed with the minutes of the proceedings of this Board of Directors and shall be effective as of the date of below. Any copy, facsimile or other reliable reproduction of this action may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction be a complete reproduction of the entire original writing.

(Signature page follows)

**ACTION BY WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
BLUE TALON DATA SYSTEMS, INC.**
a Delaware corporation

January 15, 2014

Pursuant to Section 141(f) of the Delaware General Corporation Law and the bylaws of Blue Talon Data Systems, Inc., a Delaware corporation (the "*Company*"), the undersigned, being all the members of the board of directors of the Company (the "*Board*"), hereby take the following actions and adopt the following resolutions:

Employment Agreement

WHEREAS: The Company desires to hire Eric Tilenius as the Company's Chief Executive Officer effective January 21, 2014.

WHEREAS: Sections 5.3 and 5.4 of the Company's Investors' Rights Agreement dated September 16, 2013 contains certain restrictions on the terms of stock option grants to employees and hiring executive officers of the Company unless approved by the Board, including the Series AA Director.

RESOLVED: That it is deemed to be in the best interests of the Company and its stockholders to enter into an employment agreement in the form substantially attached hereto as Exhibit A (the "*Employment Agreement*") with Eric Tilenius as the Company's Chief Executive Officer to be effective January 21, 2014.

RESOLVED FURTHER: That the terms of the Employment Agreement, including the compensation and stock option grants to be made thereunder, are hereby approved.

RESOLVED FURTHER: That the Company deliver an executed Employment Agreement to Eric Tilenius, together with any changes thereto determined by the officers of the Company to be desirable, such determination to be conclusively presumed by such officer's execution and delivery of a definitive Employment Agreement, and that such agreement is hereby approved and adopted.

Election of Officers

RESOLVED: That the following persons are elected as officers of the Company to the offices set forth opposite their respective names, to serve until their successors are duly elected and qualified or until their earlier resignation or removal:

<u>Name</u>	<u>Titles</u>
Pratik Verma	President, Chief Financial Officer, Treasurer and Secretary
Eric Tilenius(1)	Chief Executive Officer

(1) Effective upon January 21, 2014 (his employment start date pursuant to the Employment Agreement), subject to execution of the Employment Agreement on or prior to such date by the Company and Eric Tilenius.

Approval of Amendment to Series AA Financing Documents

RESOLVED: That the Amendment No. 1 to Series AA Preferred Stock Purchase Agreement dated September 16, 2013, in substantially the form attached hereto as Exhibit B (the "*Purchase Agreement Amendment*"), which amends the existing Series AA Preferred Stock Purchase Agreement to provide for the sale and issuance of up to all of the authorized shares of Series AA Preferred Stock and allows for subsequent closings thereunder through March 31, 2014, is hereby approved.

RESOLVED FURTHER: That the Amendment No. 1 to Voting Agreement dated September 16, 2013, in substantially the form attached hereto as Exhibit C (the "*Voting Agreement Amendment*"), which amends the existing Voting Agreement to provide for an increase in the size and composition of the Board upon the appointment of a Non-Executive Chairman by the Company, is hereby approved.

RESOLVED FURTHER: That the President of the Company is hereby authorized and directed to execute and deliver the Purchase Agreement Amendment and Voting Agreement Amendment on behalf of the Company, along with such changes and modifications as he, in consultation with legal counsel, may consider necessary or appropriate, with such approval evidenced by his signature thereon.

RESOLVED FURTHER: That the officers of the Company are hereby authorized to sell and issue the Series AA Preferred Stock in compliance with the terms and conditions of the Series AA Preferred Stock Purchase Agreement, as amended by the Purchase Agreement Amendment, and to execute and deliver share certificates representing the Series AA Preferred Stock.

Principal Executive Office

RESOLVED: That the principal executive office of the Company be established and maintained at 541 Jefferson Ave, Suite 202, Redwood City, CA 94063.

Omnibus Resolutions

RESOLVED: That the officers of the Company may, by virtue of these resolutions, take such actions as they deem necessary in order to accomplish the full intent of the foregoing resolutions.

RESOLVED FURTHER: That the officers of the Company are hereby authorized, directed and empowered to execute all documents and take whatever action is deemed necessary or advisable, in consultation with counsel, to carry out and perform the obligations of the Company as set forth in the resolutions set forth above, and all actions taken by them prior hereto with such purpose are hereby ratified.

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**ACTION BY WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
BLUE TALON DATA SYSTEMS, INC.**

a Delaware corporation

April 28, 2014

Pursuant to Section 141(f) of the Delaware General Corporation Law and the bylaws of Blue Talon Data Systems, Inc., a Delaware corporation (the "*Company*"), the undersigned, being all the members of the board of directors of the Company (the "*Board*"), hereby take the following actions and adopt the following resolutions:

Approval of Amendment to Series AA Financing

RESOLVED: That the Amendment No. 1 to Series AA Preferred Stock Purchase Agreement, in substantially the form attached hereto as Exhibit A (the "*Purchase Agreement Amendment*"), which amends the Series AA Preferred Stock Purchase Agreement dated September 16, 2013 to provide for the sale and issuance of up to all of the authorized shares of Series AA Preferred Stock and allows for subsequent closings thereunder through September 30, 2014, is hereby approved.

RESOLVED FURTHER: That the Amendment No. 1 to Right of First Refusal and Co-Sale Agreement, in substantially the form attached hereto as Exhibit B (the "*ROFR and Co-Sale Agreement Amendment*"), which amends the Right of First Refusal and Co-Sale Agreement dated September 16, 2013 to provide for any matters subject to approval of the Board, including at least one of the Series AA directors, to require both of the Series AA directors to the extent elected to be included in any such approval, is hereby approved.

RESOLVED FURTHER: That the Amendment No. 1 to Investors' Rights Agreement, in substantially the form attached hereto as Exhibit C (the "*Investors' Rights Agreement Amendment*"), which amends the Investors' Rights Agreement dated September 16, 2013 to provide for any matters subject to approval of the Board, including at least one of the Series AA directors, to require both of the Series AA directors to the extent elected to be included in any such approval, is hereby approved.

RESOLVED FURTHER: That the Chief Executive Officer of the Company is hereby authorized and directed to execute and deliver the Purchase Agreement Amendment, the ROFR and Co-Sale Agreement Amendment and the Investors' Rights Agreement Amendment on behalf of the Company, along with such changes and modifications as he, in consultation with legal counsel, may consider necessary or appropriate, with such approval evidenced by his signature thereon.

RESOLVED FURTHER: That the officers of the Company are hereby authorized to sell and issue the Series AA Preferred Stock in compliance with the terms and conditions of the Series AA Preferred Stock Purchase Agreement, as amended by the Purchase Agreement Amendment, and to execute and deliver share certificates representing the Series AA Preferred Stock.

Amendment and Restatement of Certificate of Incorporation

WHEREAS: That the Board hereby declares the advisability of the amendment and restatement of the Company's Certificate of Incorporation to read in its entirety in the form attached hereto as Exhibit D (the "*Restated Certificate*") to provide for any matters subject to approval of the Board, including at least one of the Series AA directors, to require both of the Series AA directors to the extent elected to be included in any such approval.

RESOLVED: That the Certificate of Incorporation of the Company be, and it hereby is, subject to approval by the stockholders of the Company, amended and restated to read in its entirety in the form of the Restated Certificate.

RESOLVED FURTHER: That the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to take all action deemed necessary or appropriate to solicit the consent of the stockholders of the Company with respect to the foregoing Restated Certificate, and that any and all such actions that may have been taken to date are hereby authorized, ratified, approved and confirmed in all respects.

RESOLVED FURTHER: That, upon receipt of such stockholders' consent, the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to make such filings with the Secretary of State of the State of Delaware as may be deemed necessary or appropriate with respect to such amendment and restatement.

Omnibus Resolutions

RESOLVED: That the officers of the Company may, by virtue of these resolutions, take such actions as they deem necessary in order to accomplish the full intent of the foregoing resolutions.

RESOLVED FURTHER: That the officers of the Company are hereby authorized, directed and empowered to execute all documents and take whatever action is deemed necessary or advisable, in consultation with counsel, to carry out and perform the obligations of the Company as set forth in the resolutions set forth above, and all actions taken by them prior hereto with such purpose are hereby ratified.

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**ACTION BY WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
BLUE TALON DATA SYSTEMS, INC.
a Delaware corporation**

Pursuant to Section 141(f) of the Delaware General Corporation Law and the bylaws of Blue Talon Data Systems, Inc., a Delaware corporation (the “*Company*”), the undersigned, being all the members of the board of directors of the Company (the “*Board*”), hereby take the following actions and adopt the following resolutions:

Approval of Amendment to Series AA Financing

RESOLVED: That the Amendment No. 2 to Series AA Preferred Stock Purchase Agreement, in substantially the form attached hereto as Exhibit A (the “*Purchase Agreement Amendment*”), which amends the Series AA Preferred Stock Purchase Agreement dated September 16, 2013, as amended on April 28, 2014 (the “*Series AA Preferred Stock Purchase Agreement*”), to provide for the sale and issuance of up to 7,142,857 shares of Series AA Preferred Stock and allows for subsequent closings thereunder through September 30, 2014, is hereby approved.

RESOLVED FURTHER: That the Chief Executive Officer of the Company is hereby authorized and directed to execute and deliver the Purchase Agreement Amendment on behalf of the Company, along with such changes and modifications as he, in consultation with legal counsel, may consider necessary or appropriate, with such approval evidenced by his signature thereon.

RESOLVED FURTHER: That following the filing of the Certificate of Amendment (as defined below), the Company reserves 7,142,857 shares of Series AA Preferred Stock for issuance and that, when issued, sold and delivered for the consideration expressed in the Series AA Preferred Stock Purchase Agreement, as amended by the Purchase Agreement Amendment, such shares of Series AA Preferred Stock will be validly issued, fully paid and nonassessable.

RESOLVED FURTHER: That the proper officers of the Company are hereby authorized to sell and issue the Series AA Preferred Stock in compliance with the terms and conditions of the Series AA Preferred Stock Purchase Agreement, as amended by the Purchase Agreement Amendment, and the Amended and Restated Certificate of Incorporation, as amended by the Certificate of Amendment per below, and to execute and deliver share certificates representing the Series AA Preferred Stock.

Amendment to Amended and Restated Certificate of Incorporation

RESOLVED: That the Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Company, in substantially the form attached hereto as Exhibit B (the “*Certificate of Amendment*”), which authorizes (i) a class of Common Stock of the Company consisting of 17,142,857 shares, (ii) a class of Preferred Stock of the Company consisting of 7,142,857 shares, and (iii) a series of Preferred Stock designated the “*Series AA Preferred Stock*” consisting of 7,142,857 shares, with such rights, preferences, privileges, and restrictions as set forth therein, is hereby approved.

RESOLVED FURTHER: That the proper officers of the Company are hereby authorized and directed to solicit and obtain the approval of the Company’s stockholders of the Certificate of Amendment and, upon receipt of such approval, to execute and file the Certificate of Amendment with the Delaware Secretary of State. A copy of the Certificate of Amendment, in the form filed with the Delaware Secretary of State, is ordered to be attached to this unanimous written consent, and as so attached is approved and ratified in its entirety.

Reservation of Common Stock

RESOLVED: That the Company reserve 7,142,857 shares of Common Stock of the Company for issuance upon conversion of the shares of Series AA Preferred Stock (and any additional shares of capital stock as may be necessary to issue pursuant to the terms of the Series AA Preferred Stock).

RESOLVED FURTHER: That, when issued in accordance with the Company’s Amended and Restated Certificate of Incorporation, as amended by the Certificate of Amendment, such shares of Common Stock will be validly issued, fully paid and nonassessable shares of Common Stock of the Company.

Securities Law Compliance

RESOLVED: That in connection with the offer, sale and issuance of the Series AA Preferred Stock and the issuance of the Common Stock upon the conversion thereof, the proper officers of the Company are hereby authorized and directed to prepare or cause to be prepared and filed on behalf of the Company any notice or any application for qualification or registration necessary or desirable to establish compliance with applicable federal and state securities laws, and to pay on behalf of the Company any required filing fees in connection therewith.

Omnibus Resolutions

RESOLVED: That the officers of the Company may, by virtue of these resolutions, take such actions as they deem necessary in order to accomplish the full intent of the foregoing resolutions.

RESOLVED FURTHER: That the officers of the Company are hereby authorized, directed and empowered to execute all documents and take whatever action is deemed necessary or advisable, in consultation with counsel, to carry out and perform the obligations of the Company as set forth in the resolutions set forth above, and all actions taken by them prior hereto with such purpose are hereby ratified.

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EXHIBIT D

RESOLUTIONS OF THE STOCKHOLDERS

**ACTION BY WRITTEN CONSENT OF
THE STOCKHOLDERS OF
BLUE TALON DATA SYSTEMS, INC.**

Pursuant to Section 228 of the Delaware General Company Law and the Bylaws of Blue Talon Data Systems Inc., a Delaware corporation (the "Company"), the undersigned stockholders of the Company do hereby vote all shares held of record by them to approve and adopt the following resolutions by written consent, without a formal meeting and without prior notice:

1. Approval of Restated Certificate of Incorporation.

WHEREAS, the Board of Directors of the Company (the "Board") has previously approved the Restated Certificate of Incorporation attached hereto as Exhibit 1 (the "Restated Certificate") and the undersigned deem it to be in the best interests of the Company and its stockholders to amend and restate the Certificate of Incorporation of the Company to, among other things, (i) create a new class of stock, designated Preferred Stock, consisting of 4,285,714 shares, all of which are to be designated Series AA Preferred Stock, (ii) establish the rights, preferences, privileges and restrictions of the Common Stock and the Series AA Preferred Stock and (iii) make certain other changes.

NOW, THEREFORE, BE IT RESOLVED, that the Restated Certificate, in the form attached hereto as Exhibit 1, be, and it hereby is, approved and adopted in its entirety; and

RESOLVED FURTHER, that the appropriate officers of the Company be, and each of them hereby is, authorized and empowered to file the Restated Certificate with the Secretary of State of the State of Delaware.

2. Approval of the 2013 Stock Option Plan.

WHEREAS, the Board, subject to the approval of the stockholders of the Company, adopted the Company's 2013 Stock Option Plan (the "Plan") as an equity incentive program under which employees of the Company or its parent or subsidiary corporations (including officers), non-employee members of the Board, and consultants to the Company or its parent or subsidiary corporations may be offered the opportunity to acquire shares of the Company's Common Stock; and

WHEREAS, the Board, subject to the approval of the stockholders of the Company, reserved 3,860,000 shares of the Company's Common Stock for issuance over the term of the Plan.

NOW, THEREFORE, BE IT RESOLVED that the adoption of the Plan, in substantially the form approved by the Board and attached hereto as Exhibit 2, be, and it hereby is, approved in its entirety.

3. Indemnification Agreement.

WHEREAS, pursuant to Section 144 of the DGCL, a contract or transaction between the Company and one or more of its directors or officers (an “Interested Party Transaction”) must be approved in accordance with Section 144;

WHEREAS, the Company’s Restated Certificate provides for indemnification of the directors and officers of the Company;

WHEREAS, the DGCL provides that a company’s directors and officers may be entitled to indemnification thereunder and that the indemnification provisions set forth therein are not exclusive, thereby contemplating that contracts may be entered into between a company and its directors and officers with respect to indemnification;

WHEREAS, the Board has approved that the Company enter into indemnification agreements substantially in the form attached hereto as Exhibit 3 (the “Indemnification Agreement”) with each of its directors and executive officers, either now or in the future appointed or elected to serve as such;

WHEREAS, the Company’s current and future directors and officers may be deemed to be interested parties to an Interested Party Transaction;

WHEREAS, the undersigned hereby acknowledge that the material facts as to the entry into such Indemnification Agreements and as to the aforementioned relationships are known to the undersigned; and

WHEREAS, the undersigned deem it advisable, and in the best interests of the Company, to enter into an Indemnification Agreement, with each of the directors and executive officers of the Company.

NOW, THEREFORE, BE IT RESOLVED, that the Company is hereby authorized and directed to execute an Indemnification Agreement with each of its directors and executive officers, either now or in the future appointed or elected to serve as such, and to thereafter have the company perform all of its obligations under such agreement.

4. Number of Directors and Election of Directors.

WHEREAS, the Bylaws of the Company provide that the authorized number of directors of the Company shall be set by the Board and the number of directors presently authorized by the Board is one (1) director.

WHEREAS, the Restated Certificate provides for two (2) directors to be elected by the holders of the Company's Series AA Preferred Stock and two (2) directors to be elected by the holders of the Company's Common Stock.

NOW, THEREFORE, BE IT RESOLVED, that the number of authorized directors shall be five (5) directors.

RESOLVED FURTHER, contingent and effective upon the closing of the Series AA Preferred Stock financing in which entities affiliated with Data Collective II, [REDACTED]. ("Data Collective") invest in the Company, the stockholders hereby elect Matt Ocko as a director of the Company designated by the holders of the Series AA Preferred Stock to fill the vacancy on the Board and to serve until the next annual meeting or until his successor is duly elected.

RESOLVED FURTHER, effective immediately, the stockholders hereby elect Scott Barclay as a director of the Company designated by the holders of the Common Stock to fill the vacancy on the Board and to serve until the next annual meeting or until his successor is duly elected.

5. Enabling Powers.

RESOLVED, that the officers of the Company be, and they hereby are, authorized, directed and empowered to execute any applications, certificates, agreements or any other instruments or documents or amendments or supplements to such documents, including any blue sky filings and stock certificates, or to do or to cause to be done any and all other acts and things as such officers, in their discretion, may deem necessary or advisable and appropriate to carry out the purposes of the foregoing resolutions.

This Action by Written Consent may be executed in one or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same written consent.

[Remainder of page intentionally left blank]

**ACTION BY WRITTEN CONSENT
OF THE STOCKHOLDERS OF
BLUE TALON DATA SYSTEMS, INC.**

In accordance with Section 228(a) of the Delaware General Company Law and the bylaws of Blue Talon Data Systems, Inc., a Delaware corporation (the "*Company*"), the undersigned stockholders of the Company, hereby adopt the following resolutions by written consent:

Election of Director

WHEREAS: The size of the Board of Directors (the "*Board*") is five (5) members, with two (2) vacancies.

WHEREAS: Pursuant to Section 3.7 of the By-Laws of the Company, Board vacancies may be filled by the stockholders of the Company.

WHEREAS: The undersigned stockholders of the Company wish to elect the following directors of the Company to fill the noted seats on the Board in accordance with the terms of the Company's Voting Agreement dated September 16, 2013 to which such stockholders are party thereto.

RESOLVED: That Eric Tilenius is hereby elected as a director of the Company, effective January 21, 2014, subject to execution of an Employment Agreement on or prior to such date by the Company and Eric Tilenius, to serve as the CEO Director (as defined in the Company's Voting Agreement dated September 16, 2013) until the next annual meeting of the stockholders or until his successor has been duly elected and qualified or until his earlier death, resignation or removal.

RESOLVED FURTHER: That Pratik Verma is hereby elected as a director of the Company, effective January 21, 2014, to serve as the director to be elected by the holders of Common Stock (in place of Scott Barclay and as a transition from CEO Director) until the next annual meeting of the stockholders or until his successor has been duly elected and qualified or until his earlier death, resignation or removal.

RESOLVED FURTHER: That Scott Barclay is hereby elected as a director of the Company, effective January 21, 2014, to serve as the director mutually acceptable to a majority of the holders of Common Stock and a majority of the holders of the Series AA Preferred Stock (in place of the director to be elected by the holders of Common Stock) until the next annual meeting of the stockholders or until his successor has been duly elected and qualified or until his earlier death, resignation or removal.

RESOLVED FURTHER: That the officers of the Company are authorized and directed, for and on behalf of the Company, to take such further actions and execute such further documents, as they deem necessary or appropriate to effectuate the intent of the foregoing resolutions.

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ACTION BY WRITTEN CONSENT
OF THE STOCKHOLDERS OF
BLUE TALON DATA SYSTEMS, INC.

In accordance with Section 228(a) of the Delaware General Company Law and the bylaws of Blue Talon Data Systems, Inc., a Delaware corporation (the “*Company*”), the undersigned stockholders of the Company, hereby adopt the following resolutions by written consent:

Amended and Restated Certificate of Incorporation

WHEREAS: The Company’s Board of Directors (the “*Board*”) has declared the advisability and approved the amendment and restatement of the Company’s Certificate of Incorporation to provide for any matters subject to approval of the Board, including at least one of the Series AA directors, to require both of the Series AA directors to the extent elected to be included in any such approval.

RESOLVED: That the amended and restated Certificate of Incorporation of the Company in the form attached hereto as Exhibit A (the “*Restated Certificate*”) be, and it hereby is, adopted and approved.

RESOLVED FURTHER: That the officers of the Company be, and each hereby is, authorized and directed to execute the Restated Certificate on behalf of the Company and to file the Restated Certificate with the Delaware Secretary of State in the form and manner as required by the laws of the State of Delaware.

RESOLVED FURTHER: That the officers of the Company be, and they hereby are, authorized and directed to take such further actions and execute such documents as may be necessary in order to implement the foregoing resolutions.

Omnibus Resolution

RESOLVED: That the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to take such further actions and execute such further documents, as they deem necessary or appropriate to effectuate the intent of the foregoing resolutions.

(The remainder of this page is intentionally left blank.)

**ACTION BY WRITTEN CONSENT
OF THE STOCKHOLDERS OF
BLUE TALON DATA SYSTEMS, INC.**

In accordance with Section 228(a) of the Delaware General Company Law and the bylaws of Blue Talon Data Systems, Inc., a Delaware corporation (the “*Company*”), the undersigned stockholders of the Company, hereby adopts the following resolutions by written consent:

Approval of Amendment to Series AA Financing

WHEREAS: The board of directors of the Company deems it advisable, and in the best interests of the Company and its stockholders, to enter into an amendment to the Series AA Preferred Stock financing to provide for the sale and issuance of up to 7,142,857 shares of Series AA Preferred Stock.

RESOLVED: That the sale and issuance of up to 7,142,857 shares of Series AA Preferred Stock in the Series AA financing for an aggregate purchase price of up to \$5,000,000 to certain investors is hereby approved.

Amendment to Amended and Restated Certificate of Incorporation

RESOLVED: That the Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Company, in substantially the form attached hereto as Exhibit A, which authorizes (i) a class of Common Stock of the Company consisting of 17,142,857 shares, (ii) a class of Preferred Stock of the Company consisting of 7,142,857 shares, and (iii) a series of Preferred Stock designated the “Series AA Preferred Stock” consisting of 7,142,857 shares, with such rights, preferences, privileges, and restrictions as set forth therein, is hereby approved.

[remainder of page intentionally left blank]

EXHIBIT E
GOOD STANDING CERTIFICATES