

CERTIFICATE OF AMENDMENT OF

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF MAY 25 2012

ALIPHCOM

HOSAIN RAHMAN and MICHAEL TAMARU hereby certify that:

1. They are the President and Chief Executive Officer and the Chief Financial Officer and Secretary, respectively of AliphCom, a California corporation.

2. Article IV Section 3.3(ii)(H) of the Amended and Restated Articles of Incorporation of this corporation shall be amended and restated to read in its entirety as follows:

“Up to 9,910,700 shares of Common Stock issued (or deemed to have been issued pursuant to Section 3.3(i)(E)) that would not otherwise be exempted from the definition of “Additional Stock” pursuant to subsections 3.3(ii)(A) through (G) above issued on or before December 31, 2012, but only up to the number of shares of Common Stock or Preferred Stock actually repurchased by the Company following the filing date of these Amended and Restated Articles of Incorporation and on or before December 31, 2012.”

3. The foregoing amendment of the Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors.

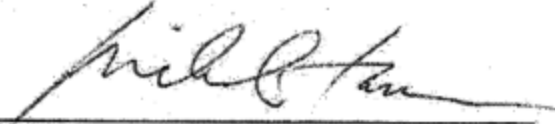
4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of capital stock of the Company is 52,604,969 shares of Common Stock, 1,250,000 shares of Series 1-A Preferred, 2,037,206 shares of Series 1-B Preferred, 23,251,193 shares of Series 1-C Preferred, 59,777,831 shares of Series 2 Preferred, 22,190,990 shares of Series 3 Preferred, 7,131,940 shares of Series 4 Preferred and 7,578,781 shares of Series 5 Preferred. The percentage approval required was (i) a majority of the outstanding shares of Preferred Stock, voting together as a single class on an as-converted basis, (ii) a majority of the outstanding shares of Common Stock, and (iii) a majority of the outstanding shares of Common Stock and Preferred Stock, voting together as a single class on an as-converted basis. The number of shares approving the amendment equaled or exceeded that required.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: May 25, 2012



HOSAIN RAHMAN
Chief Executive Officer and President



MICHAEL TAMARU
Chief Financial Officer and Secretary

NOTARIAL PUBLIC
STATE OF CALIFORNIA
My Comm. Expires 12/31/2012
Notary Public for the State of California
My Comm. No. 1874332

1874332 y1/NY



I hereby certify that the foregoing
transcript of 2 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

MAY 29 2012

Date: _____
Debra Bowen
DEBRA BOWEN, Secretary of State