

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
PHORM, INC.**

Pursuant to Section 242 and Section 245 of the
General Corporation Law of the State of Delaware

Phorm, Inc., a Delaware corporation, (the “Corporation”), does hereby
certify as follows:

FIRST: The Certificate of Incorporation, as amended, of the Corporation
is hereby amended and restated in its entirety in the form attached hereto as Exhibit A.

SECOND: The foregoing amendment was duly adopted in accordance
with Section 242 and Section 245 of the General Corporation Law of the State of
Delaware.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be duly executed in its corporate name this 14th day of March 2008.

PHORM, INC.

By: /s/ David J. Pester

Name: David J. Pester

Title: Secretary

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

[See attached]

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

of

PHORM, INC.

Under Section 102 of the General Corporation Law

Phorm, Inc. (the "Corporation") does hereby certify through the undersigned as follows:

FIRST: The Corporation was originally incorporated as Phorm Holdings, Inc., pursuant to the General Corporation Law of the State of Delaware on April 18, 2007.

SECOND: This Amended and Restated Certificate of Incorporation was duly adopted in accordance with Section 242 and Section 245 of the General Corporation Law of the State of Delaware (the "Delaware General Corporation Law").

THIRD: The Certificate of Incorporation of the Corporation is amended and restated in its entirety as follows:

ARTICLE I.

The name of the Corporation is Phorm, Inc.

ARTICLE II.

The address of the registered office of the Corporation required to be maintained by Section 132 of the Delaware General Corporation Law in the State of Delaware is 2711 Centerville Road, Suite 400, in the city of Wilmington, in the county of New Castle. The registered agent for service of process at such address is Corporation Service Company.

ARTICLE III.

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

ARTICLE IV.

1. The total number of shares of all classes of capital stock that the Corporation shall have authority to issue is: (A) 220,000,000 shares, comprised of 200,000,000 shares of Common Stock, with a par value of \$0.001 per share ("Common Stock"); and (B) 20,000,000 shares of Preferred Stock, with a par value of \$0.001 per share ("Preferred Stock"). The authorized number of shares of any class of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by

the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, and no separate vote of such class of stock the authorized number of which is to be increased or decreased shall be necessary to effect such change.

2. The Board of Directors of the Corporation is hereby authorized, by resolution or resolutions thereof, to provide, out of the unissued shares of Preferred Stock, for series of Preferred Stock and, with respect to each such series, to fix the number of shares constituting such series and the designation of such series, the voting and other powers (if any) of the shares of such series, and the preferences and any relative, participating, optional or other special rights and any qualifications, limitations or restrictions thereof, of the shares of such series. The powers, preferences and relative, participating, optional and other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

3. Except as may otherwise be provided in this Amended and Restated Certificate of Incorporation or by applicable law, each holder of Common Stock, as such, shall be entitled to one vote for each share of Common Stock held of record by such holder on all matters on which stockholders generally are entitled to vote. Except as may otherwise be provided in this Amended and Restated Certificate of Incorporation (including any certificate filed with the Secretary of State of the State of Delaware establishing the terms of a series of Preferred Stock in accordance with this Article IV) or by applicable law, no holder of any series of Preferred Stock, as such, shall be entitled to any voting powers in respect thereof.

4. Subject to applicable law and the rights, if any, of the holders of any outstanding series of Preferred Stock, dividends may be declared and paid on the Common Stock at such times and in such amounts as the Corporation's Board of Directors in its discretion shall determine.

5. Upon the dissolution, liquidation or winding up of the Corporation, subject to the rights, if any, of the holders of any outstanding series of Preferred Stock, the holders of Common Stock shall be entitled to receive the assets of the Corporation available for distribution to its Stockholders ratably in proportion to the number of shares held by them.

ARTICLE V.

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation, of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

1. (a) The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. Except as otherwise provided for or fixed pursuant to paragraph 2 of Article IV relating to the rights of the holders of any series of Preferred Stock to elect additional directors, the total number of

directors constituting the entire Board shall be fixed exclusively by one or more resolutions adopted by the Board of Directors in accordance with the Bylaws of the Corporation. The directors (other than those directors elected by the holders of any series of Preferred Stock provided for or fixed pursuant to paragraph 2 of Article IV) shall be divided into three classes, each of which shall be composed as nearly as possible of one-third of the directors. Each such director shall serve for the term to which such director was elected, and until a successor shall have been elected and qualified or until such director's prior death, resignation, disqualification or removal. At each annual election, directors (other than those directors elected by the holders of any series of Preferred Stock provided for or fixed pursuant to paragraph 2 of Article IV) shall be chosen for a full three-year term to succeed those whose terms expire.

(b) During any period when the holders of any series of Preferred Stock have the right to elect additional directors as provided for or fixed pursuant to the provisions of Article IV, then upon the commencement, and for the duration, of the period during which such right continues: (i) the then total authorized number of directors of the Corporation shall automatically be increased by such specified number of additional directors, and the holders of such Preferred Stock shall be entitled to elect the additional directors pursuant to the terms of the designation of the Corporation's Board of Directors; and (ii) each such additional director shall serve until such director's successor shall have been duly elected and qualified, or until such director's right to hold such office terminates pursuant to such provisions, whichever occurs earlier, subject to his or her earlier death, disqualification, resignation or removal. Except as otherwise provided by the Corporation's Board of Directors, whenever the holders of any series of Preferred Stock having such right to elect additional directors are divested of such right pursuant to the provisions of such stock, the terms of office of all such additional directors elected by the holders of such stock, or elected to fill any vacancies resulting from the death, resignation, disqualification or removal of such additional directors, shall forthwith terminate and the total and authorized number of directors of the Corporation shall be reduced accordingly.

(c) Notwithstanding the foregoing provisions of this Article, each director shall serve until his successor is duly elected and qualified or until his death, resignation, disqualification or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

(d) Except for such additional directors, if any, as are elected by the holders of any series of Preferred Stock as provided for or fixed pursuant to Article IV, notwithstanding any provision of the Bylaws or of any contract between the Corporation and any one or more of the Directors, the Board of Directors or any individual director may be removed from office at any time, but only for cause and only by the affirmative vote of at least two-thirds of the total voting power of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

(e) Newly created directorships resulting from any increase in the number of Directors and any vacancies on the Board resulting from death,

resignation, disqualification, removal, or other cause will be filled solely by the affirmative vote of a majority of the remaining Directors then in office, even though less than a quorum of the Board, or by a sole remaining Director. No decrease in the number of Directors constituting the Board will shorten the term of an incumbent Director.

2. (a) In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

(b) The Directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

(c) No action shall be taken by the stockholders of the Corporation except at an annual or special meeting of stockholders called in accordance with the Bylaws and no action shall be taken by the stockholders by written consent.

(d) Special meetings of the stockholders of the Corporation (i) may be called by the Chairman of the Board of Directors or the Chief Executive Officer, and (ii) shall be called by the Chief Executive Officer or Secretary at the request in writing of a majority of the total number of authorized Directors (whether or not there exist any vacancies in previously authorized directorships at the time any such written request is made by the Board of Directors).

(e) Advance notice of stockholder nominations for the election of Directors and of business to be brought by stockholders before any meeting of the stockholders of the Corporation shall be given in the manner provided in the Bylaws of the Corporation.

ARTICLE VI.

1. The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by Section 102(b)(7) of the Delaware General Corporation Law, except for liability: (i) for any breach of the Director's duty of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 174 of the Delaware General Corporation Law; or (iv) for any transaction *from* which the Director derived an improper personal benefit. If the Delaware General Corporation Law is subsequently amended further eliminating or limiting the personal liability of Directors, then the liability of a Director shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

2. Each person who is or was made a party to, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that he or she or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation (including any constituent corporation absorbed in a merger) or is or was serving at the request of the Corporation (including any such constituent corporation) as a director, officer, employee or agent of another corporation, or of a partnership, joint

venture, trust or other enterprise, including service with respect to employee benefit plans, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by the Delaware General Corporation Law, as it presently exists or may hereafter be amended, against all liability and loss suffered and expenses reasonably incurred by such person in connection therewith (including attorneys' fees, judgments, fines, ERISA excise taxes and penalties and amounts paid or to be paid in settlement), and such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that the Corporation shall indemnify any such person seeking indemnity in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

3. To the fullest extent permitted by the Delaware General Corporation Law, the Corporation shall pay all expenses incurred by such a director or officer in defending any such proceeding as they are incurred in advance of its final disposition; provided, however, that if the Delaware General Corporation Law then so requires, the payment of such expenses incurred by a director or officer in advance of the final disposition of such proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it should be determined ultimately that such director or officer is not entitled to be indemnified hereunder or otherwise. If a claim for indemnification or advancement of expenses under this Article VI is not paid in full within 30 days after a written claim therefor from the person seeking indemnity has been received by the Corporation, such 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 such person is not entitled to the requested indemnification or advancement of expenses under applicable law.

4. The rights to indemnification and advancement of expenses conferred by this Article VI shall be presumed to have been relied upon by directors and officers of the Corporation in serving or continuing to serve the Corporation and shall be enforceable as contract rights. Said rights shall not be exclusive of any other rights to which those seeking indemnification may have or hereafter acquire under any statute, provision of this Amended and Restated Certificate of Incorporation, the Bylaws of the Corporation, agreement, vote of stockholders or disinterested directors or otherwise. The Corporation may enter into contracts to provide such persons with specific rights to indemnification, which contracts may confer rights and protections to the maximum extent permitted by the Delaware General Corporation Law.

5. The Corporation shall have the power to indemnify and hold harmless, to the extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any proceeding by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director, officer, employee or agent of the Corporation or 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, trust, enterprise or non-profit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses reasonably incurred by such person in connection with any such proceeding (including attorneys' fees, judgments, fines, ERISA excise taxes and penalties and amounts paid or to be paid in settlement).

6. Any repeal or modification of this Article VI, or any adoption of any provision of the Certificate of Incorporation of the Corporation (as amended, modified or restated from time to time), inconsistent with this Article VI shall be prospective and shall not affect the rights under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

ARTICLE VII.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, except as provided in paragraph 6 of Article VI above, and its rights conferred upon the stockholders herein are granted subject to this reservation.

* * *