
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) or (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

HARRIS STRATEX NETWORKS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(Jurisdiction of Incorporation or Organization)

20-5961564
(I.R.S. Employer Identification No.)

Research Triangle Park
637 Davis Drive
Morrisville, North Carolina 27560
(Address of Principal Executive Offices)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), check the following box.

Securities Act registration statement file number to which this form relates: 333-137980

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

Class A common stock, par value \$0.01 per share

The NASDAQ Stock Market LLC

Securities to be registered pursuant to Section 12(g) of the Act: None

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INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered

The following description of the Class A common stock, par value \$0.01 per share, of Harris Stratex Networks, Inc., a Delaware corporation ("Harris Stratex"), is qualified in its entirety by reference to the full text of the Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws of Harris Stratex Networks, which are set forth as Exhibit 3.1 and Exhibit 3.2 to this registration statement and are incorporated herein by reference.

A description of the Harris Stratex Networks Class A common stock is set forth under "Description of Harris Stratex Capital Stock" in Harris Stratex's registration statement on Form S-4 (File No. 333-137980), filed with the Securities and Exchange Commission (the "Commission") on October 13, 2006, and most recently amended on January 5, 2007 (the "Registration Statement"), including any form of prospectus contained therein filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which description is incorporated herein by reference.

Item 2. Exhibits

The following exhibits are filed as part of this registration statement:

- 3.1 Amended and Restated Certificate of Incorporation of Harris Stratex Networks, Inc., effective January 26, 2007
 - 3.2 Amended and Restated Bylaws of Harris Stratex Networks, Inc., effective January 26, 2007
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SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

HARRIS STRATEX NETWORKS, INC.

Dated January 26, 2007

By: /s/ Juan Otero
Name: Juan Otero
Title: General Counsel and Secretary

EXHIBIT INDEX

- 3.1 Amended and Restated Certificate of Incorporation of Harris Stratex Networks, Inc., effective January 26, 2007
- 3.2 Amended and Restated Bylaws of Harris Stratex Networks, Inc., effective January 26, 2007

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
HARRIS STRATEX NETWORKS, INC.**

Harris Stratex Networks, Inc. (the "Corporation"), a corporation organized and existing under, and by virtue of, the General Corporation Law of the State of Delaware ("DGCL") hereby certifies as follows:

(1) The name of the Corporation is Harris Stratex Networks, Inc.

(2) The original certificate of incorporation of the Corporation was filed with the Secretary of the State of Delaware on October 5, 2006.

(3) This amended and restated certificate of incorporation which restates, integrates and amends the Corporation's certificate of incorporation, as heretofore amended or supplemented, has been duly adopted by the board of directors of the Corporation (the "Board") and by the stockholders of the Corporation in accordance with Sections 242 and 245 of the DGCL, and has been duly executed by an officer of the Corporation and filed in accordance with Section 103 of the DGCL.

(4) The text of the certificate of incorporation of the Corporation as restated, integrated and amended (the "Amended and Restated Certificate of Incorporation") shall read, in its entirety, as follows:

**Article I
Name**

The name of the Corporation is Harris Stratex Networks, Inc.

**Article II
Registered Agent**

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, the City of Wilmington, County of New Castle, and the name of its registered agent at that address is The Corporation Trust Corporation.

**Article III
Purpose**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

Article IV
Capitalization

The total number of shares of all classes that this Corporation is authorized to issue is 450,000,000 shares, of which (i) 50,000,000 shares shall be designated as preferred stock, par value \$0.01 per share (the "Preferred Stock"), (ii) 300,000,000 shares shall be designated as Class A common stock, par value \$0.01 per share ("Class A Common Stock"), and (iii) 100,000,000 shares shall be designated as Class B common stock, par value \$0.01 per share ("Class B Common Stock" and, collectively with the Class A Common Stock, the "Common Stock").

Except for issuances expressly provided for in this Amended and Restated Certificate of Incorporation, the Corporation shall not issue any shares of Class B Common Stock or any securities or other rights convertible into, or exercisable or exchangeable for, Class B Common Stock without the prior approval of the holders of a majority of the shares of Class B Common Stock outstanding prior to such issuance (each such issuance requiring such prior approval is hereinafter referred to as an "Additional Class B Issuance").

Except as otherwise provided in this Amended and Restated Certificate of Incorporation, the Class A Common Stock and Class B Common Stock shall have the same rights and privileges and shall rank equally, share ratably and be identical in all respects as to all matters.

(a) Voting. Except as otherwise provided in this Amended and Restated Certificate of Incorporation or required by law, the Common Stock shall vote together as a single class on all matters presented to the stockholders, with each holder of Common Stock being entitled to one vote for each share of Common Stock held of record by such holder on such matters; *provided, however*, that notwithstanding the foregoing as long as any shares of Class B Common Stock are outstanding (i) the holders of the Class B Common Stock shall have the sole and exclusive right to elect or remove the Class B Directors (as defined below) and no holder of any other class of capital stock of the Corporation shall have any voting rights with respect to such matters and (ii) the Corporation shall not, without the prior approval of the holders of a majority of the outstanding Class B Common Stock voting separately as a class: (A) amend, alter or repeal (including by merger or otherwise) any provision of this Amended and Restated Certificate of Incorporation so as to adversely affect the rights, preferences, privileges or protections of the Class B Common Stock, (B) effect or agree to effect any Additional Class B Issuance or (C) take any other action upon which a separate class vote of the Class B Common Stock shall be required by law.

(b) Dividends. Subject to the rights of the holders of any series of Preferred Stock, holders of the Common Stock shall be entitled to receive such dividends and distributions (whether payable in cash or otherwise) as may be declared on the Common Stock by the Board from time to time out of assets or funds of the Corporation legally available therefor; *provided, however*, that the Board shall declare no dividend or distribution, and no dividend or distribution shall be paid, with respect to any outstanding

share of Class A Common Stock or Class B Common Stock, whether in cash or otherwise (including any dividend in shares of Class A Common Stock on or with respect to shares of Class A Common Stock or any dividend in shares of Class B Common Stock on or with respect to shares of Class B Common Stock (collectively, "Stock Dividends")), unless the same dividend or distribution is simultaneously declared or paid, as applicable, with respect to each outstanding share of Class A Common Stock and Class B Common Stock. If a Stock Dividend is declared or paid with respect to one class of Common Stock, then a Stock Dividend shall likewise be declared or paid with respect to the other class of Common Stock and shall consist of the number of shares of such other class which bears the same relationship to the total number of shares of such other class outstanding immediately prior to the payment of such Stock Dividends as the number of shares to be issued in the Stock Dividend with respect to the first referenced class of Common Stock bears to the total number of shares of such first referenced class outstanding immediately prior to the payment of such Stock Dividends. Stock Dividends with respect to Class A Common Stock may be paid only with shares of Class A Common Stock. Stock Dividends with respect to Class B Common Stock may be paid only with shares of Class B Common Stock.

(c) Subdivisions, Combinations and Mergers. If the Corporation shall in any manner split, subdivide or combine the outstanding shares of either class of Common Stock, the outstanding shares of the other class of Common Stock shall likewise be split, subdivided or combined in the same manner proportionately and on the same basis per share. In the event of any merger, statutory share exchange, consolidation or similar form of corporate transaction involving the Corporation (whether or not the Corporation is the surviving entity), the holders of Class A Common Stock and the holders of Class B Common Stock shall be entitled to receive the same per share consideration, if any.

(d) Rights on Liquidation. Subject to the rights of the holders of any series of Preferred Stock, in the event of any liquidation, dissolution or winding-up of the Corporation (whether voluntary or involuntary), the assets of the Corporation available for distribution to stockholders shall be distributed in equal amounts per share to the holders of Class A Common Stock and the holders of Class B Common Stock, as if such classes constituted a single class. For purposes of this paragraph, a merger, statutory share exchange, consolidation or similar corporate transaction involving the Corporation (whether or not the Corporation is the surviving entity), or the sale, transfer or lease by the Corporation of all or substantially all its assets, shall not constitute or be deemed a liquidation, dissolution or winding-up of the Corporation.

(e) Exchange. At any time or from time to time, any holder of Class B Common Stock may exchange (i) any outstanding shares of Class A Common Stock held by such holder for an equal number of shares of Class B Common Stock or (ii) any outstanding shares of Class B Common Stock for an equal number of shares of Class A Common Stock, in each case by surrendering the certificates, if any, for such shares together with written notice duly signed by such holder requesting such exchange and accompanied by all payments required for documentary, stamp or similar issue or transfer taxes payable in connection with such exchange or evidence reasonably satisfactory to

the Corporation that all such taxes have been paid. To the extent permitted by law, such exchange shall be deemed to have been effected at the close of business on the date of such surrender.

(f) Automatic Conversion. Each outstanding share of Class B Common Stock shall convert into one outstanding share of Class A Common Stock automatically and without any further action by the Corporation or any other Person: (i) at the first time the holders of all of the outstanding shares of Class B Common Stock (assuming that all the outstanding shares of Class A Common Stock which are then exchangeable for Class B Common Stock have been so exchanged) are collectively entitled to cast less than 10% of the Total Voting Power (as defined below) and (ii) if such Class B Common Stock is transferred by a holder to any Person who is not an Affiliate (as defined below) of such holder or a Nominee (as defined below) of such holder or one of its Affiliates; *provided, however*; that notwithstanding the foregoing no such conversion shall occur pursuant to this clause (ii) if such transfer is part of a transfer by such holder and its Affiliates of all of the shares of Class B Common Stock then owned by them (either directly or through a Nominee) to any other Person or to any other Person and its Affiliates. From and after any such conversion, each certificate, if any, formerly representing shares of Class B Common Stock shall represent the same number of shares of Class A Common Stock and upon surrender of such certificate to the Corporation the holder of such certificate shall be entitled to receive a new certificate or book-entry interest representing such number of shares of Class A Common Stock. Immediately upon any such conversion of any shares of Class B Common Stock into shares of Class A Common Stock, the rights of the holders of such shares of Class B Common Stock as such shall cease and such holders shall be treated for all purposes as having become the record owners of the shares of Class A Common Stock into which such shares of Class B Common Stock were converted; *provided, however*; that notwithstanding the foregoing such holders shall be entitled to receive when paid any dividends or other distributions declared on such shares of Class B Common Stock with a record date preceding the time of such conversion and which have not yet been paid as of the time of such conversion subject to the following sentence. Upon any such conversion of any shares of Class B Common Stock into shares of Class A Common Stock, any dividend or other distribution declared on such shares of Class B Common Stock with a record date or payment date after the time of such conversion shall be deemed to have been declared, and shall be payable, with respect to the shares of Class A Common Stock into which such shares of Class B Common Stock shall have been so converted and any such dividend payable in shares of Class B Common Stock shall be deemed to have been declared, and shall be payable, in shares of Class A Common Stock.

(g) Reservation of Shares. The Corporation shall at all times reserve and keep available, out of its authorized but unissued shares of Common Stock, such number of shares of Class A Common Stock as would become issuable upon conversion of all shares of Class B Common Stock then outstanding.

(h) Certain Definitions. In this Amended and Restated Certificate of Incorporation, any reference herein to any law, rule or regulation shall be deemed to be a

reference to any successor or replacement law, rule or regulation and the following terms shall have the meanings assigned to them below:

- (i) “Affiliate” shall have the meaning assigned to such term by Rule 405 under the Securities Act of 1933, as amended.
- (ii) “Director” means any member of the Board.
- (iii) “Class A Director” means (i) initially William A. Hasler, Clifford H. Higginson, Charles D. Kissner, and Edward F. Thompson and (ii) thereafter, any Director other than a Class B Director.
- (iv) “Class B Director” means (i) initially Guy M. Campbell, Eric C. Evans, Howard L. Lance, Dr. Mohsen Sohi and Dr. James C. Stoffel and (ii) thereafter, any Director who is elected by a separate class vote of the Class B Common Stock or who was appointed to fill a vacancy in respect of any Director so elected.
- (v) “Nominee” means, with respect to any Person, any nominee, custodian or other Person who holds shares of Common Stock for such Person without investment discretion.
- (vi) “Person” means any individual, corporation (including not-for-profit), general or limited partnership, limited liability company, joint venture, estate, trust, association, organization, government entity or other entity of any kind or nature.
- (vii) “Subsidiary” means, with respect to any Person, (A) any corporation of which such Person, any of its Subsidiaries or any combination of the foregoing own, directly or indirectly, outstanding capital stock or other securities of such corporation which are collectively entitled to cast a majority of all the votes entitled to be cast by all the holders of all classes of capital stock or other securities of such corporation which are entitled to vote generally in the election of directors of such corporation or (B) any Person other than a corporation in which such Person, any of its other Subsidiaries or any combination thereof has, directly or indirectly, majority economic ownership or the power to direct or cause the direction of the policies, management and affairs thereof; *provided, however*, that notwithstanding the foregoing neither the Corporation nor any of its Subsidiaries shall be deemed to be a Subsidiary of any holder of Class B Common Stock or any other Subsidiary of such holder.
- (viii) “Total Voting Power” means, at any time, the total number of votes then entitled to be cast generally in the election of the Class A Directors by all the holders of Voting Securities.
- (ix) “Voting Securities” means, at any time, all classes of capital stock or other securities of the Corporation then outstanding and entitled to vote

generally in the election of the Class A Directors (which includes the Class B Common Stock).

(i) Preferred Stock. Shares of Preferred Stock may be issued in one or more series from time to time by the Board, and the Board is expressly authorized to fix by resolution or resolutions the designations and the powers, preferences and rights, and the qualifications, limitations and restrictions thereof, of the shares of each series of Preferred Stock, including without limitation the following:

(i) the distinctive serial designation of such series which shall distinguish it from other series;

(ii) the number of shares included in such series;

(iii) the dividend rate (or method of determining such rate) payable to the holders of the shares of such series, any conditions upon which such dividends shall be paid and the date or dates upon which such dividends shall be payable;

(iv) whether dividends on the shares of such series shall be cumulative and, in the case of shares of any series having cumulative dividend rights, the date or dates or method of determining the date or dates from which dividends on the shares of such series shall be cumulative;

(v) the amount or amounts which shall be payable out of the assets of the corporation to the holders of the shares of such series upon voluntary or involuntary liquidation, dissolution or winding up the Corporation, and the relative rights of priority, if any, of payment of the shares of such series;

(vi) the price or prices at which, the period or periods within which and the terms and conditions upon which the shares of such series may be redeemed, in whole or in part, at the option of the Corporation or at the option of the holder or holders thereof or upon the happening of a specified event or events;

(vii) the obligation, if any, of the Corporation to purchase or redeem shares of such series pursuant to a sinking fund or otherwise and the price or prices at which, the period or periods within which and the terms and conditions upon which the shares of such series shall be redeemed or purchased, in whole or in part, pursuant to such obligation;

(viii) whether or not the shares of such series shall be convertible or exchangeable, at any time or times at the option of the holder or holders thereof or at the option of the Corporation or upon happening of a specified event or events, into shares of any other class or classes of stock of the Corporation, and the price or prices or rate or rates of exchange or conversion and any adjustments applicable thereto; and

(ix) whether or not the holders of the shares of such series shall have voting rights, in addition to the voting rights provided by law, and if so the terms of such voting rights.

Subject to the rights of the holders of any series of Preferred Stock, the number of authorized shares of any class or series of Preferred 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 outstanding shares of such class or series, voting together as a single class, irrespective of the provisions of Section 242(b)(2) of the DGCL.

Article V
Section 203 of the DGCL

The Corporation hereby elects not to be governed by Section 203 of the DGCL until the first time (the “Section 203 Time”) on which the holders of all the outstanding shares of Class B Common Stock (assuming that all of the outstanding shares of Class A Common Stock which are then exchangeable for Class B Common Stock are so exchanged) are collectively entitled to cast less than 15% of the Total Voting Power. At the Section 203 Time, Section 203 of the DGCL shall begin to apply prospectively to the Corporation, but no Person shall be deemed to be an “interested stockholder” (as such term is defined in Section 203 of the DGCL) solely because such Person became an interested stockholder prior to the Section 203 Time.

Article VI
Class B Directors

The number of Directors of the Corporation shall be fixed from time to time pursuant to the amended and restated bylaws of the Corporation, as may be further amended from time to time (the “Bylaws”); *provided, however*, that notwithstanding the foregoing or anything in the Bylaws to the contrary:

(a) At all times when the holders of all the outstanding shares of Class B Common Stock (assuming that all the outstanding shares of Class A Common Stock which are then exchangeable for Class B Common Stock have been so exchanged) are collectively entitled to cast a majority of the Total Voting Power: (i) the Board shall be comprised of nine Directors, (ii) the Class B Common Stock shall be entitled, voting separately as a class, to elect five of such Directors to serve as Class B Directors, (iii) the quorum for action by the Board shall be a majority of the Board, which majority shall include at least four Class B Directors, and (iv) the remaining four Directors will be Class A Directors nominated by a nominating committee consisting solely of the Class A Directors then in office (the “Nominating Committee”) and elected by the holders of the Common Stock, voting together as a single class; *provided, however*, that at all times when Rule 4350(d)(2)(A) of the NASDAQ Rules applies to the Corporation a sufficient number of the Class A Directors must satisfy the requirements of that Rule with respect to the Corporation so that, together with any Class B Directors which may also satisfy such requirements with respect to the Corporation, there are enough Directors to constitute an audit committee of the Board which complies with the requirements of Rule

4350(d) of the NASDAQ Rules. As used herein, “NASDAQ Rules” means the rules promulgated by The Nasdaq Stock Market, Inc. which apply to issuers whose common stock is listed on the Nasdaq Global Market.

(b) At all times when the holders of all of the outstanding shares of Class B Common Stock (assuming that all the outstanding shares of Class A Common Stock which are then exchangeable for Class B Common Stock have been so exchanged) are collectively entitled to cast a percentage of the Total Voting Power (the “Voting Percentage”) which is less than a majority but equal to or greater than 10% of the Total Voting Power: (i) the Class B Common Stock shall be entitled, voting separately as a class, to elect a number of Class B Directors which represents the Voting Percentage of the total number of Directors then comprising the entire Board (rounded down to the next whole number of Directors), and (ii) the remaining Directors will be Class A Directors nominated by the Nominating Committee (the composition of which shall comply with the requirements of Rule 4350(c)(4) of the NASDAQ Rules) and elected by the holders of the Common Stock, voting together as a single class; *provided, however*, that at all times when such rules apply to the Corporation a sufficient number of the Class A Directors must (A) qualify as an Independent Director with respect to the Corporation as such term is defined in Rule 4200(15) of the NASDAQ Rules so that Board complies with Rule 4350(c)(1) of the NASDAQ Rules and (B) satisfy the requirements of Rule 4350(d)(2)(A) of the NASDAQ Rules with respect to the Corporation so that, together with any Class B Directors which may also satisfy such requirements with respect to the Corporation, there are enough Directors to constitute an audit committee which complies with the requirements of Rule 4350(d) of the NASDAQ Rules.

(c) The holders of the Class B Common Stock, voting separately as a class, shall have the sole right to remove the Class B Directors with or without cause at any time and for any reason and the sole right to appoint successor Directors to fill any vacancies on the Board caused by any such removals. The holders of the Class A Common Stock, voting separately as a class, shall have the sole right to remove the Class A Directors without cause and the sole right to appoint successor Directors to fill any vacancies on the Board caused by any such removals. The holders of the Common Stock, voting together as a single class, shall have the sole right to remove the Class A Directors for cause and the sole right to appoint successor Directors to fill any vacancies on the Board caused by any such removals. Any vacancy created by any resignation, death or incapacity of any Class B Director shall be filled by the remaining Class B Directors then in office or, if there are none, by the holders of the Class B Common Stock, voting separately as a class. Any vacancy created by the resignation, death or incapacity of any Class A Director shall be filled by the remaining Class A Directors then in office or, if there are none, by the holders of the Class A Common Stock, voting separately as a class.

Notwithstanding anything to the contrary contained in this Amended and Restated Certificate of Incorporation, if any transaction or transactions occur which entitle the holders of Class B Common Stock to preemptive rights under Article VIII hereof, then no determination of the percentage of the Total Voting Power collectively entitled to be cast by the holders of all of the outstanding Class B Common Stock (assuming that all the outstanding shares of Class A

Common Stock which are then exchangeable for Class B Common Stock have been so exchanged) shall be made for any purpose of this Amended and Restated Certificate of Incorporation until after the exercise or expiration of all such preemptive rights in respect of all such transactions by such holders.

Article VII

Corporate Opportunities

Nothing in this Article VII will impair the Corporation's ability to enter into contractual arrangements with a stockholder of the Corporation which restrict the stockholder from engaging in activities otherwise allowed by this Article and the following provisions shall be subject to the terms of any such contractual arrangements. The provisions of this Article VII shall be effective to the maximum extent permitted by Law and are not intended to be enforceable to any further extent.

Except as expressly provided in the proviso to the last sentence of this Article VII, each holder of Class B Common Stock shall have the right to, and none of such holders shall have any fiduciary duty or other obligation to the Corporation, any of its Subsidiaries or any stockholder of any of the foregoing not to, take any of the following actions:

- (a) engage in the same or similar activities or lines of business as the Corporation or any Subsidiary or develop or market any products or services that compete, directly or indirectly, with those of the Corporation or any of its Subsidiaries;
- (b) invest or own any interest in, or develop a business relationship with, any Person engaged in the same or similar activities or lines of business as, or otherwise in competition with, the Corporation or any of its Subsidiaries;
- (c) do business with any client or customer of the Corporation or any of its Subsidiaries;
- (d) employ or otherwise engage any former officer or employee of the Corporation or any of its Subsidiaries.

No holder of Class B Common Stock nor any of its Affiliates nor any officer, director, employee or former employee of any such holder or Affiliate that is not currently an employee of the Corporation or any of its Subsidiaries (including any Class B Directors) shall have any obligation, or be liable, to the Corporation, any of its Subsidiaries or any stockholder of any of the foregoing for or arising out of the conduct described in the immediately preceding paragraph or the exercise of any rights under the Formation, Contribution and Merger Agreement, dated as of September 5, 2006, as may be amended from time to time (the "Formation Agreement"), between Harris Corporation and Stratex Networks, Inc. or any other agreement attached thereto as an exhibit or contemplated thereby and none of them shall be deemed to have acted (i) in bad faith, (ii) in a manner inconsistent with the best interests of the Corporation, any of its Subsidiaries or any of their shareholders or (iii) in a manner inconsistent with, or opposed to, any fiduciary duty owed by them to the Corporation, any of its Subsidiaries

or any of their stockholders by reason of any such conduct or exercise of such rights or any of their participation therein.

If any holder of Class B Common Stock, any Subsidiary of such holder or any director, officer or employee of such holder or any of such Subsidiaries, including any such individuals who are also directors, officers or employees of the Corporation or any of its Subsidiaries, (collectively, the “Class B Entities”) acquires knowledge of a potential opportunity, transaction or matter which may be a corporate opportunity for both a Class B Entity, on the one hand, and the Corporation or any of its Subsidiaries, on the other hand (each, a “Corporate Opportunity”), then each Class B Entity shall have the right to, and none of them shall have any fiduciary duty or other obligation not to, pursue such Corporate Opportunity for itself or direct such Corporate Opportunity to any of its Affiliates or any third party and none of the Class B Entities (i) shall have any duty to communicate, offer or present such Corporate Opportunity to the Corporation, any of its Subsidiaries or any director, officer or employee of any of the foregoing, (ii) shall have any liability to the Corporation, any of its Subsidiaries or any of their stockholders for breach of any fiduciary duty or other duty as a stockholder, director, officer or employee of the Corporation or any of its Subsidiaries or otherwise, (iii) shall be deemed to have acted (x) in bad faith, (y) in a manner inconsistent with the best interests of the Corporation, any of its Subsidiaries or any of their stockholders or (z) in a manner inconsistent with, or opposed to, any fiduciary duty or other duty owed by them to the Corporation, any of its Subsidiaries or any of their stockholders, in each case by reason of the fact that any Class B Entity pursues or acquires such Corporate Opportunity for itself, directs such Corporate Opportunity to any of its Affiliates or any third party, or does not communicate information regarding such Corporate Opportunity to the Corporation or any of its Subsidiaries, directors, officers or employees; *provided, however*, that notwithstanding anything in this Article VII to the contrary a Corporate Opportunity offered to an individual who is a director or officer of both the Corporation and the holder of Class B Common Stock shall belong to the Corporation if such Corporate Opportunity is expressly offered to such individual in writing solely in his or her capacity as a director or officer of the Corporation.

Neither the alteration, amendment or repeal of this Article VII nor the adoption of any provision of this Amended and Restated Certificate of Incorporation inconsistent with this Article VII nor the conversion or exchange of Class B Common Stock shall eliminate or reduce the effect of this Article VII in respect of any Corporate Opportunity any Class B Entity began pursuing, any matter occurring or any cause of action, suit or claim that, absent this Article VII, would have accrued or arisen prior to such alteration, amendment, repeal, adoption, conversion or exchange.

Article VIII Preemptive Rights

After the Effective Time (as defined in the Formation Agreement), if the Corporation proposes to issue (a “Proposed Issuance”) any capital stock of the Corporation or any securities convertible into, or exercisable or exchangeable for, such capital stock (collectively, the “Offered Securities”) at any time when the holders of all the outstanding shares of Class B Common Stock (assuming that all the outstanding shares of Class A Common Stock

which are then exchangeable for Class B Common Stock have been so exchanged) are collectively entitled to cast a majority of the Total Voting Power, the Corporation shall give written notice of the Proposed Issuance to the holders of Class B Common Stock (the “Offer Notice”) at least 30 days prior to such issuance. Such notice shall describe all the material terms and conditions of such Proposed Issuance. Each holder of Class B Common Stock shall have the right to acquire at the same price and on the same terms and conditions, an additional amount of the Offered Securities so that the percentage of the outstanding Common Stock and Total Voting Power then owned by such holder shall not change as a result of such acquisition and Proposed Issuance; *provided, however*, that notwithstanding the foregoing (i) such holder may elect to acquire a lesser number of additional Offered Securities as it may determine in its sole discretion and (ii) if the Offered Securities are, or are convertible into or exercisable or exchangeable for, Class A Common Stock, then in lieu thereof such holder shall be entitled to purchase Class B Common Stock or Offered Securities convertible into or exercisable or exchangeable for Class B Common Stock, as applicable. If any holder of Class B Common Stock fails to accept such offer by written notice received by the Corporation within fifteen (15) days following the date on which such holder received the Offer Notice, the Proposed Issuance may be consummated free and clear of the preemptive right granted to the holders of Class B Common Stock under this Article VIII. Notwithstanding the foregoing, if the purchase price for any Proposed Issuance is to be paid in whole or in part other than in cash, then the holders of Class B Common Stock may pay the purchase price in cash in an amount per Offered Security equal to the fair market value of the aggregate non-cash consideration so payable, as reasonably determined in good faith by the Board, divided by the total number of Offered Securities to be issued without giving effect to the preemptive right granted by this Article VIII.

Notwithstanding the foregoing, the preemptive right granted by this Article VIII shall not apply to any Proposed Issuance pursuant to any stock option, restricted stock or employee benefit plan of the Corporation; *provided, however*, at the end of each month the Corporation shall give the holders of Class B Common Stock written notice of all such Proposed Issuances during such month (the “Monthly Offer Notice”) and each holder of Class B Common Stock shall have the right, exercisable by delivering written notice to the Corporation (each, a “Monthly Exercise Notice”) within fifteen days after the date on which such holder received the Monthly Offer Notice, to purchase for cash a sufficient number of shares of Class B Common Stock so that the percentage of the outstanding Common Stock and Total Voting Power then owned by such holder shall not change as a result of such acquisition and Proposed Issuances; *provided, however*, that such holder may elect to acquire a lesser number of such shares of Class B Common Stock as it may determine in its sole discretion. The per share purchase price for any purchase of Class B Common Stock pursuant to a Monthly Exercise Notice shall be (i) if the Class A Common Stock is then listed on a national securities exchange or quoted on an automated inter-dealer quotation system, the closing price of the Class A Common Stock on the trading day immediately preceding the date on which the Corporation received the Monthly Exercise Notice or (ii) in all other cases, the fair market value of one share of Class A Common Stock as determined in good faith by the Board.

Article IX
Limitation of Liability

A Director shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except to the extent that such exemption from liability or limitation thereof is not permitted under the DGCL as currently in effect or as the same may hereafter be amended. If the DGCL is hereafter amended to authorize corporate action further limiting or eliminating the liability of Directors to the Corporation or its stockholders, then without any further action by any Person such liability shall be so limited or eliminated to the fullest extent permitted by the DGCL as so amended. No adoption, amendment, modification or repeal of this Article IX or any other provision of this Amended and Restated Certificate of Incorporation shall adversely affect any right or protection of a Director existing at the time of such adoption, amendment, modification or repeal with respect to acts or omissions occurring prior to such time.

Article X
Bylaws

In furtherance and not in limitation of the powers conferred by statute, the Board is expressly authorized to adopt, repeal, alter, amend and rescind from time to time any or all of the Bylaws of the Corporation.

Article XI
Amendment of Amended and Restated Certificate of Incorporation

This 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, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have signed this Amended and Restated Certificate of Incorporation this 26th day of January, 2006.

HARRIS STRATEX NETWORKS, INC.

By: /s/ Guy M. Campbell

Name: Guy M. Campbell

Title: Chief Executive Officer

**AMENDED AND RESTATED BYLAWS OF
HARRIS STRATEX NETWORKS, INC.**

ARTICLE I

OFFICES

SECTION 1. The registered office shall be in the City of Wilmington, County of New Castle, State of Delaware.

SECTION 2. The corporation may also have offices at such other places both within and without the State of Delaware as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE II

STOCKHOLDERS

SECTION 1. All meetings of the stockholders for the election of directors shall be held at such place as may be fixed from time to time by the Board of Directors, or at such other place either within or without the State of Delaware as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting. Meetings of stockholders for any other purpose may be held at such time and place, within or without the State of Delaware, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

SECTION 2. Annual meetings of stockholders shall be held on the third Monday in October, if not a legal holiday and, if a legal holiday, then on the next succeeding business day following, at the same hour and place, or at such other date and time as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting, at which they shall elect by a plurality vote a Board of Directors, and transact such other business as may properly be brought before the meeting.

SECTION 3. Written notice of the annual meeting stating the place, date and hour of the meeting shall be given to each stockholder entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the date of the meeting.

SECTION 4. The officer who has charge of the stock ledger of the corporation shall prepare and make, at least ten (10) 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, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also 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.

SECTION 5. Special meetings of stockholders shall be called by the president or secretary at the request in writing of a majority of the Board of Directors or upon written application of one or more stockholders who hold at least twenty percent (20%) of the total voting power of all the capital stock entitled to vote at such meeting. Such request of the Board of Directors or written application of the stockholders shall state the purpose or purposes of the proposed special meeting. The place, date and time

of any special meeting shall be determined by the Board of Directors. Such determination shall include the record date for determining the stockholders having the right to notice of and to vote at such meeting.

SECTION 6. Written notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called, shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, to each stockholder entitled to vote at such meeting.

SECTION 7. Only such business shall be conducted at a special meeting as shall have been stated in the written notice of the meeting as the purpose or purposes for the meeting.

SECTION 8. The holders of capital stock entitled to cast a majority of the voting power of all the capital stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the certificate of incorporation. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

SECTION 9. In all matters other than the election of directors, the affirmative vote by the holders of capital stock entitled to cast a majority of the voting power of all the capital stock present in person or represented by proxy at any meeting and entitled to vote on the subject matter shall be the act of the stockholders, unless the question is one upon which, by express provision of any statute or of the certificate of incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question.

SECTION 10. Unless otherwise provided in the certificate of incorporation, each stockholder shall at every meeting of the stockholders be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such stockholder, but no proxy shall be voted on after three years from its date, unless the proxy provides for a longer period.

SECTION 11. Unless otherwise provided in the certificate of incorporation, and subject to the provisions of Article II, Section 12 of these amended and restated bylaws (these "Bylaws"), any action required to be taken at any annual or special meeting of stockholders of the corporation, or any action which may be taken at any annual or special meeting of such 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. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

SECTION 12. In order that the corporation may determine the stockholders entitled to consent to corporate action in writing without a meeting pursuant to Article II, Section 11 of these Bylaws, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall not be more than ten (10) days after the date upon which the resolution fixing the record date is adopted by the

Board of Directors. Any stockholder of record seeking to have the stockholders authorize or take corporate action by written consent shall, by written notice to the secretary, request the Board of Directors to fix a record date. The Board of Directors shall promptly, but in all events within ten (10) days after the date on which such a request is received, adopt a resolution fixing the record date. If no record date has been fixed by the Board of Directors within such ten (10) day period, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is required by applicable law, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the corporation by delivery to its registered office in the State of Delaware, its principal place of business, or an officer or agent of the corporation having custody of the book in which proceedings of stockholders' meetings are recorded, to the attention of the secretary of the corporation. Delivery shall be by hand or by certified or registered mail, return receipt requested. If no record date has been fixed by the Board of Directors and prior action by the Board of Directors is required by applicable law, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting shall be at the close of business on the date on which the Board of Directors adopts the resolution taking such prior action.

SECTION 13. At any annual meeting of the stockholders, only such business shall be conducted as shall be properly before the meeting. To be properly before an annual meeting, business must be (a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors, (b) otherwise properly brought before the meeting by or at the direction of the Board of Directors, or (c) otherwise properly brought before the meeting by a stockholder. For business to be properly brought before an annual meeting by a stockholder, the stockholder must have given timely notice thereof in writing to the secretary. To be timely, a stockholder's notice must be delivered to or mailed and received at the principal place of business of the corporation not less than sixty (60) days nor more than ninety (90) days prior to the meeting; *provided, however*, that in the event that less than seventy (70) days' notice or prior public disclosure of the date of the meeting is given or made to stockholders, notice by the stockholder to be timely must be received not later than the close of business on the tenth day following the day on which such notice of the date of the meeting was mailed or such public disclosure was made.¹ A stockholder's written notice to the secretary shall set forth as to each matter the stockholder proposes to bring before the annual meeting (a) a description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (b) the name and address as they appear on the corporation's books of the stockholder proposing such business, (c) the class and number of shares of the corporation which are beneficially owned by such stockholder, and (d) any material interest of such stockholder in such business. Notwithstanding anything in these Bylaws to the contrary, no business shall be conducted at any annual meeting unless properly brought before such meeting in accordance with the procedures set forth in this Section 13. The chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting in accordance with the provisions of this Section 13 and if it shall be so determined, the chairman of the meeting shall so declare this to the meeting and such business not properly brought before the meeting shall not be transacted.

SECTION 14. Only persons who are nominated in accordance with the procedures set forth in this Section 14 shall be eligible for election by the stockholders as Class A Directors (as defined in the certificate of incorporation). Nominations of persons for election as Class A Directors may be made at a meeting of stockholders by or at the direction of the Class A Directors (as defined in the certificate of incorporation) or by any stockholder of the corporation (other than a stockholder who holds Class B Common Stock of the corporation) entitled to vote for the election of directors at the meeting who

¹ It shall be necessary for the corporation to determine the date of each annual meeting at least 70 days in advance thereof and make a public disclosure of such date and of the provisions of Article II, Section 13 of these Bylaws.

complies with the notice procedures set forth in this Section 14. Such nominations, other than those made by or at the direction of the Class A Directors, shall be made pursuant to timely notice in writing to the secretary. To be timely, a stockholder's notice shall be delivered to or mailed and received at the principal place of business of the corporation not less than sixty (60) nor more than ninety (90) days prior to the meeting; *provided, however*, that in the event that less than seventy (70) days' notice or prior public disclosure of the date of the meeting is given or made to stockholders, notice by the stockholder to be timely must be so received not less than the close of business on the tenth day following the day on which such notice of the date of the meeting was mailed or such public disclosure was made. Such stockholder's notice shall set forth (a) as to each person whom the stockholder proposes to nominate for election or re-election as a director (i) the name, age, business address and residence address of such person, (ii) the principal occupation or employment of such person, (iii) the class and number of shares of the corporation which are beneficially owned by such person and (iv) any other information relating to such person that is required to be disclosed in solicitations of proxies for election of directors or is otherwise required in each case pursuant to Regulation 14A under the Securities and Exchange Act of 1934, as amended (including without limitation such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); and (b) as to the stockholder giving the notice (i) the name and address, as they appear on the corporation's books of such stockholder, (ii) the class and number of shares of the corporation which are beneficially owned by such stockholder, and (iii) any material relationship of the stockholder to the person the stockholder proposes to nominate. At the request of the Board of Directors any person nominated by the Board of Directors for election as a director shall furnish to the secretary that information required to be set forth in a stockholder's notice of nomination which pertains to the nominee. No person shall be eligible for election as a Class A Director unless nominated in accordance with the procedures set forth in this Section 14. The chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the provisions of this Section 14 and if it shall be so determined, the chairman shall so declare this to the meeting and the defective nomination shall be disregarded.

ARTICLE III

DIRECTORS

SECTION 1. Subject to any requirements in the certificate of incorporation, the number of directors that shall constitute the whole Board of Directors shall be fixed by resolution of the Board of Directors but in no event shall be less than six (6). The directors shall be elected at the annual meeting of the stockholders, except as provided in Section 2 of this Article, and each director elected shall hold office until his or her successor is elected and qualified. Directors need not be stockholders, but shall not be older than 75 years of age on the date of their election or appointment to be eligible to serve as a director unless otherwise specifically approved by resolution passed by the directors then in office or by the sole remaining director.

SECTION 2. Except as otherwise provided in the certificate of incorporation, vacancies and newly created directorships resulting from any increase in the authorized number of directors elected by all of the stockholders having a right to vote as a single class may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and qualified, unless sooner removed. If there are no directors in office, then an election of directors may be held in the manner provided by statute. If, at the time of filling any vacancy or any newly created directorship, the directors then in office shall constitute less than a majority of the whole Board of Directors (as constituted immediately prior to any such increase), the Court of Chancery may, upon application of any stockholder or stockholders holding at least ten percent (10%) of the total voting power of all the outstanding capital stock entitled to vote generally in the election of such directors, summarily order an election to be held to

fill any such vacancies or newly created directorships, or to replace the directors chosen by the directors then in office.

SECTION 3. The business of the corporation shall be managed by or under the direction of its Board of Directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these Bylaws directed or required to be exercised or done by the stockholders.

SECTION 4. The Board of Directors of the corporation may hold meetings, both regular and special, either within or without the State of Delaware.

SECTION 5. The first meeting of each newly elected Board of Directors shall be held at such time and place as shall be fixed by the vote of the stockholders at the annual meeting and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present. In the event of the failure of the stockholders to fix the time or place of such first meeting of the newly elected Board of Directors, or in the event such meeting is not held at the time and place so fixed by the stockholders, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or as shall be specified in a written waiver signed by all of the directors.

SECTION 6. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board of Directors.

SECTION 7. Special meetings of the Board of Directors may be called by the Chairman of the Board of Directors, the president, any vice-president, the secretary or any two (2) directors on four (4) days' notice to each director by mail or two (2) days' notice to each director either personally or by telephone or electronic communication (*e.g.*, electronic mail or similar means of communication).

SECTION 8. Subject to any requirements in the certificate of incorporation, at all meetings of the Board of Directors, one-third (1/3) of the authorized number of directors, or two (2), whichever is greater, shall 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 statute, by the certificate of incorporation or by Article III, Section 9 of these Bylaws. 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.

SECTION 9. Unless otherwise restricted by the certificate of incorporation or these Bylaws, any action required or permitted to be taken (i) at any meeting of the Board of Directors or of any committee thereof or (ii) by the Class B Directors (as defined in the certificate of incorporation) may be taken without a meeting if all members of the Board of Directors or committee thereof or all Class B Directors, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or committee thereof.

SECTION 10. Unless otherwise restricted by the certificate of incorporation or these Bylaws, members of the Board of Directors or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or any committee thereof, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

SECTION 11. The Board of Directors may, by resolution passed by a majority of the whole Board of Directors, designate one or more committees, each committee to consist of one or more of the directors of the corporation. The Board of Directors 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 or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it, but no such committee shall have the power or authority in reference to amending the certificate of incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the Bylaws of the corporation, and, unless the resolution or the certificate of incorporation expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.

SECTION 12. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

SECTION 13. Unless otherwise restricted by the certificate of incorporation or these Bylaws, the Board of Directors shall have the authority to fix the compensation of directors. The directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

SECTION 14. Unless otherwise provided in the certificate of incorporation or these Bylaws, any director or the entire Board of Directors may be removed, with or without cause, by the holders of a majority of shares entitled to vote at an election of directors.

SECTION 15. The Board of Directors shall appoint two (2) observers of the Board of Directors, each of whom shall be an officer or employee of the corporation. Such observers shall have the right to (i) receive notice of all meetings of the Board of Directors (other than any meeting or portion thereof where employees of the corporation are intentionally excluded), (ii) attend (in the same manner as the members of the Board of Directors whether in person or otherwise) all meetings of the Board of Directors (other than any meeting or portion thereof where employees of the corporation are intentionally excluded) as an observer with no right to vote on any matter at such meeting and (iii) receive copies of all materials provided by the corporation at, or in anticipation of, a meeting of the Board of Directors (but only to the extent such observer is permitted to attend such meeting, or portion of such meeting, under this Section 15) at the same time and in the same manner that the members of the Board of Directors receive such items. The Board of Directors may remove any such observer, with or without cause at any time, and, following such removal, may appoint (but in no case is required to so appoint), subject to this Section 15, another individual to replace such observer.

ARTICLE IV

NOTICES

SECTION 1. Whenever, under the provisions of statutes or of the certificate of incorporation or of these Bylaws, notice is required to be given to any director or stockholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such director or stockholder, at his address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to directors may also be given by telephone or electronic communication (*e.g.*, electronic mail or similar means of communication).

SECTION 2. Whenever any notice is required to be given under the provisions of the statutes or of the certificate of incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE V

OFFICERS

SECTION 1. The officers of the corporation shall be chosen by the Board of Directors and shall be a Chairman of the Board, a president, one or more vice-presidents, a secretary and a chief financial officer. The Board of Directors may elect from among its members a Vice Chairman of the Board and may also choose one or more assistant secretaries and assistant treasurers. Any number of offices may be held by the same person, unless the certificate of incorporation or these Bylaws otherwise provide.

SECTION 2. The Board of Directors at its first meeting after each annual meeting of stockholders shall choose the officers of the corporation.

SECTION 3. The Board of Directors may appoint such other officers and agents as it shall 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 of Directors.

SECTION 4. The salaries of all officers and agents of the corporation shall be fixed by the Board of Directors.

SECTION 5. The officers of the corporation shall hold office until their successors are duly elected and qualified. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the corporation shall be filled by the Board of Directors.

SECTION 6. The Chairman of the Board shall preside at all meetings of the Board of Directors and of the stockholders at which he shall be present and shall have and may exercise such powers as are, from time to time, assigned by the Board of Directors and as may be provided by law.

SECTION 7. In the absence of the Chairman of the Board, the Vice Chairman, if any, shall preside at all meetings of the Board of Directors and of the stockholders at which he shall be present. The Vice Chairman shall have and may exercise such powers as are, from time to time, assigned by the Board of Directors and as may be provided by law.

SECTION 8. The president shall be the general manager and chief executive officer of the corporation, and in the absence of the Chairman of the Board and Vice Chairman, shall preside at all meetings of the stockholders and the Board of Directors. The president shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect.

SECTION 9. The president shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation.

SECTION 10. In the absence of the president or in the event of his inability or refusal to act, the vice president, if any, (or in the event there be more than one vice president, the vice presidents in the order designated by the directors, or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice presidents shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

SECTION 11. The secretary shall attend all meetings of the Board of Directors and all meetings of the stockholders and record all the proceedings of the meetings of the corporation and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The secretary shall give or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision he shall be. The secretary shall have custody of the corporate seal of the corporation, and the secretary or an assistant secretary shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his signature or by the signature of such assistant secretary. The Board of Directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by his signature.

SECTION 12. The assistant secretary, or if there be more than one, the assistant secretaries in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election) shall, in the absence of the secretary or in the event of his or her inability or refusal to act, 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 may from time to time prescribe.

SECTION 13. The chief financial officer may also be designated by the alternate title of "treasurer." The chief financial officer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys 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.

SECTION 14. The chief financial officer shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the president and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as treasurer and of the financial condition of the corporation.

SECTION 15. If required by the Board of Directors, the chief financial officer shall give the corporation a bond (which shall be renewed every six years) in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from

office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

SECTION 16. The assistant treasurer, or if there shall be more than one, the assistant treasurers in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election) shall, in the absence of the chief financial officer or in the event of his inability or refusal to act, perform the duties and exercise the powers of the chief financial officer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

ARTICLE VI

STOCK

SECTION 1. Every holder of stock in the corporation shall be entitled to have a certificate, signed by, or in the name of the corporation by, the Chairman or Vice Chairman of the Board of Directors, or the president or a vice president and the treasurer or an assistant treasurer, or the secretary or an assistant secretary of the corporation, certifying the number of shares owned by the stockholder in the corporation.

Certificates may be issued for partly paid shares and in such case upon the face or back of the certificates issued to represent any such partly paid shares, the total amount of the consideration to be paid therefor, and the amount paid thereon shall be specified.

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 provided in Section 202 of the General Corporation Law 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.

SECTION 2. Any or all of the signatures on the certificate may be facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue.

SECTION 3. 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, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen 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, stolen or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or to give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

SECTION 4. Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignation or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

SECTION 5. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting, nor more than sixty (60) days prior to any other action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting: provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

SECTION 6. The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

ARTICLE VII GENERAL PROVISIONS

SECTION 1. 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. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the certificate of incorporation.

SECTION 2. Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the Board of Directors from time to time, in its absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the Board of Directors shall think conducive to the interest of the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

SECTION 3. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

SECTION 4. The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

SECTION 5. The Board of Directors may adopt a corporate seal having inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Delaware". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

SECTION 6. Each person who was or is made a party to or witness or other participant in or is threatened to be made a party to or witness or other participant in or is otherwise involved in any action,

suit or proceeding, whether civil, criminal, administrative, investigative or other (hereinafter a “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 or officer 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 or other enterprise (hereinafter a “designee”), whether the basis of the proceeding is alleged action in an official capacity as a director, officer or designee or in any other capacity while serving as a director, officer or designee, shall be indemnified and held harmless by the corporation to the fullest extent permitted by the General Corporation Law of Delaware, as the same exists or may hereafter be amended, against all expenses (including attorneys’ fees), judgments, fines, penalties, amounts paid in settlement, liability and loss (including, without limitation, all interest, assessments and other charges paid or payable in connection with or in respect of any of the foregoing) (hereinafter collectively “expenses”, which expenses shall also include without limitation any expenses of establishing a right to indemnification or advancement under this Section 6 or Article VII, Section 7 or 8) reasonably incurred or suffered by such director, officer or designee in connection therewith; *provided, however*, that, except as provided in Article VII, Section 8, the corporation shall indemnify any such director, officer or designee seeking indemnification in connection with a proceeding (or part thereof) initiated by such director, officer or designee only if such proceeding (or part thereof) was authorized by the Board of Directors of the corporation. The corporation may, by action of the Board of Directors, provide indemnification to employees and agents of the corporation with the same scope and effect as the foregoing indemnification of directors, officers and designees.

SECTION 7. Expenses incurred by or on behalf of any person in defending any proceeding by reason of the fact that such person is or was a director, officer or designee of the corporation shall be advanced by the corporation prior to the final disposition of such proceeding; *provided, however*, that if the General Corporation Law of Delaware requires, the payment of such expenses incurred by a director, officer or designee in his or her capacity as a director, officer or designee (and not in any other capacity in which service was or is rendered by such person while a director, officer or designee, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of an undertaking by or on behalf of such director, officer or designee to repay all amounts so advanced if it shall ultimately be determined that such director, officer or designee is not entitled to be indemnified under Article VII, Section 6 or this Section 7 or otherwise.

SECTION 8. If a claim under either Article VII, Section 6 or 7 is not paid in full by the corporation within 30 days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the corporation) that the claimant has not met the standards of conduct which make it permissible under the General Corporation Law of Delaware for the corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including the Board of Directors, independent legal counsel or the stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the General Corporation Law of Delaware, nor an actual determination by the corporation (including the Board of Directors, independent legal counsel or the stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

SECTION 9. Article VII, Sections 6 and 7 shall be deemed to be a contract between the corporation and each director who serves in such capacity at any time while this Bylaw is in effect, and

any repeal or modification thereof shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought based in whole or in part upon any such state of facts.

SECTION 10. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, to the extent such additional rights to indemnification are authorized in the certificate of incorporation. Persons seeking indemnification or advancement may seek either or both at his or her discretion and the pursuit of one shall neither be deemed a waiver of such person's rights to pursue the other, nor shall it have any effect on the outcome of such person's pursuit of the other. Nothing contained in Article VII, Section 6, 7, 8 or 9 or this Section 10 shall affect any right to indemnification to which persons other than directors, officers or designees may be entitled by contract or otherwise. Nothing in this section shall restrict the power of the corporation to indemnify its directors, officers, designees, employees or agents under any provision of the General Corporation Law of Delaware, as amended from time to time, or under any other provision of law from time to time applicable to the corporation, nor shall anything in Article VII, Section 6, 7, 8 or 9 or this Section 10 authorize the corporation to indemnify its directors, officers, designees, employees or agents in situations prohibited by the General Corporation Law of Delaware or other applicable law.

ARTICLE VIII

AMENDMENTS

SECTION 1. These Bylaws may be altered, amended or repealed or new Bylaws may be adopted by the stockholders or by the Board of Directors, when such power is conferred upon the Board of Directors by the certificate of incorporation, at any regular meeting of the stockholders or of the Board of Directors or at any special meeting of the stockholders or of the Board of Directors if notice of such alteration, amendment, repeal or adoption of new Bylaws be contained in the notice of such special meeting. If the power to adopt, amend or repeal Bylaws is conferred upon the Board of Directors by the certificate of incorporation, it shall not divest or limit the power of the stockholders to adopt, amend or repeal Bylaws.

SECTION 2. Notwithstanding any other provision in these Bylaws, Sections 5, 12, 13, and 14 of Article II of these Bylaws and this Section 2 shall not be amended, modified or repealed, directly or indirectly except by (i) the affirmative vote of two-thirds (2/3) or more of the Continuing Directors (as defined below) and the approval of the stockholders otherwise required by applicable law or these Bylaws for such amendment; or (ii) the affirmative vote of the holders of capital stock entitled to cast a majority of all the votes entitled to be cast by the holders of all the capital stock entitled to vote generally in the election of Class A Directors. "Continuing Director" shall mean any person then serving as a director of this corporation (i) who was a member of the Board of Directors of this corporation on January 26, 2007, or (ii) who becomes a director after January 26, 2007 and whose election, or nomination for election by this corporation's stockholders, was approved by a majority of the directors (or, in the case of a Class B Director, the Class B Directors) who at that time are Continuing Directors, either by a specific vote or by approval of the proxy statement issued by this corporation on behalf of the Board of Directors in which such person is named as nominee for director.