

## CERTIFICATE OF AMENDMENT

TYRATECH, INC.

### CERTIFICATE OF AMENDMENT OF AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is TYRATECH, INC.

2. The amended and restated certificate of incorporation of the Corporation is hereby amended by inserting a new subsection 18 of Article X which shall read as follows:

"The provisions of this Article X shall not apply (A) to the acquisition of 9,954,090 shares of common stock of the Corporation (the "Common Stock") and warrants to subscribe for 594,306 shares of common stock of the Corporation (the "Warrants" and together with the Common Stock, the "Shares") from XL TechGroup, Inc., a Delaware corporation ("XL Tech"), by any or all the following Persons, whether singly or Acting in Concert: Laurus Master Fund, Ltd., a Cayman Islands company, Valens Offshore SPV I, Ltd., a Cayman Islands company, Valens U.S. SPV I, LLC, a Delaware limited liability company, Calliope Capital Corporation, a Delaware corporation, and PSource Structured Debt Limited, a Guernsey company (collectively, the "Laurus/Valens Entities"), and any other Person that is wholly owned by one or more of the Laurus/Valens Entities (such Persons, together with the Laurus/Valens Entities, the "Laurus/Valens Purchasers") in connection with XL Tech's corporate restructuring described in that certain Letter from the Non-Executive Chairman of XL Tech to the stockholders of XL Tech, dated July 29, 2008; (B) any subsequent off-market transfer of common stock of the Corporation solely between the Laurus/Valens Entities and/or any other Person that is wholly owned by one or more of the Laurus/Valens Entities provided that such stock will be transferred back to one or more of the Laurus/Valens Entities prior to such Person ceasing to be wholly owned by the Laurus/Valens Entities; or (C) by virtue of the exercise of the Warrants for common stock of the Corporation by the Laurus/Valens Purchasers holding the Warrants."

3. The amendment of the amended and restated certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

Signed on August 18, 2008.  
TYRATECH, INC.

By: \_\_\_\_\_

Name: Keith Bigsby

Title: Chief Financial Officer