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SECRETARY OF STATE

DEC 14 2009

STATE OF WASHINGTON

ARTICLES OF AMENDMENT TO AMENDED AND RESTATED ARTICLES OF INCORPORATION, AS AMENDED, OF AIRSPAN NETWORKS INC.

Pursuant to RCW 23B.10.060, the following Articles of Amendment are executed by the undersigned, a Washington corporation:

FIRST: The name of the corporation is Airspan Networks Inc. (the "**Corporation**").

SECOND: Article 4.13, Subsection 3.(b) of the Amended and Restated Articles of Incorporation, as amended to date, of the Corporation shall be amended in its entirety to read as follows:

"(b) *Liquidation Preference.*

(i) In the event of any Liquidation, whether voluntary or involuntary, before any payment of cash or distribution of other property shall be made to the holders of Common Stock, or any other class or Series of stock subordinate in liquidation preference to the Series B Preferred Stock, the holders of the Series B Preferred Stock and the Series C Preferred Stock shall be entitled to receive on a *pari passu* basis out of the assets of the Corporation legally available for distribution to its stockholders, the following amounts:

(A) with respect to each share of Series B Preferred Stock held by such holder, U.S.$290.00 (as appropriately adjusted for any combinations, divisions, or similar recapitalizations with respect to the Series B Preferred Stock after the Original Issue Date (as defined below), the "**Original Issue Price**") and all accumulated or accrued and unpaid dividends thereon (collectively, the "**Series B Liquidation Preference**"); and

(B) with respect to each share of Series C Preferred Stock held by such holder, the Series C Liquidation Preference (as defined in the Articles of Incorporation).

(ii) Upon any Liquidation, the holders of the Series B Preferred Stock shall share *pro rata* with the holders of the Series C Preferred Stock in any distribution of assets in proportion to the respective amounts which would be payable to the holders of the Series B Preferred Stock and the Series C Preferred Stock at the time outstanding, in respect of the shares held by them if all amounts payable to them in respect of such shares were paid in full, in the case of the Series B Preferred Stock, pursuant to clause (b)(i) above, or, in the case of the Series C Preferred Stock, pursuant to Section 4.14.3(b)(1) of the Articles of Incorporation; *provided, however*, that in the event of a Liquidation the holders of Common Stock shall receive, on a *pari passu* basis, cash, securities or other property (valued as provided in this Section 4.13.3(b)(ii)) in an amount equal to ten percent (10%) of that portion of the Aggregate Net Proceeds which is less than or equal to $85,250,000 (such amount being the "**Common Stock Carveout Amount**"), which Common Stock Carveout Amount shall be paid on a pro rata basis based on the number of shares of Common Stock held by each holder thereof. For purposes hereof, "Aggregate Net Proceeds" means the sum of any cash and the fair market value of any securities or other property, taken in the aggregate, which are actually distributed or paid to (x) the Corporation's shareholders and (y) participants in the MIP (as defined in Section 4.14.3(b)(iv) of the Articles of Incorporation), in connection with the Liquidation. For the avoidance of doubt, the Aggregate Net Proceeds shall be reduced by (i) all selling and other expenses incurred by or on behalf of the Corporation in connection with such Liquidation (including legal, accounting, and other fees and expenses) and (ii) all liabilities of the Corporation, if any, which are retained by the Corporation following such Liquidation. Any contingent payments payable in connection with any Liquidation, less any related expenses and liabilities as provided above, shall be included in the determination of Aggregate Net Proceeds only if, as and when actually payable to the Corporation's shareholders. The fair market value of any securities or other property received by the Corporation or the Corporation's shareholders in connection with a Liquidation shall be determined on the same basis on which such securities or other property were valued in such Liquidation. The Common Stock Carveout Amount shall be payable in the same proportions of cash, securities or other property payable to the holders of Series B Preferred Stock. The Board of Directors (or a committee thereof), acting in good faith, shall have the power and authority to administer the calculation of, and payment of, the Common Stock Carveout Amount and to make such determinations in connection with such amount as may be reasonably necessary to comply with applicable law or regulations.

(iii) After the distributions described in clause (b)(i) or (b)(ii) above have been paid, subject to the rights of any other class or Series of capital stock of the Corporation that may exist or from time to time come into existence, the remaining assets of the Corporation available for distribution to stockholders shall be distributed among the holders of Common Stock, Series C Preferred Stock and any other Series of participating Convertible Preferred Stock ranking *pari passu* with the Series C Preferred Stock on a *pro rata* basis based on the number of shares of Common Stock held by each, and assuming (in the case of the Series C Preferred Stock and any other Series of participating Convertible Preferred Stock ranking *pari passu* with the Series C Preferred Stock) conversion of all shares then outstanding of Series C Preferred Stock and any other Series of participating Convertible Preferred Stock ranking *pari passu* with the Series C Preferred Stock into Common Stock.

(iv) If the holders of the Series B Preferred Stock would receive a greater return in a Liquidation by converting such holders' shares of Series B Preferred Stock into Common Stock (in the good faith judgment of the Board of Directors, unless holders of a majority of the outstanding shares of Series B Preferred Stock object, in which case the conclusion of such holders will govern), then such shares will be deemed to be automatically converted into Common Stock immediately before the effectiveness of such Liquidation."

THIRD: The date of the adoption of the foregoing amendment was December 3, 2009.

FOURTH: The foregoing amendment was adopted by the Board of Directors on September 1, 2009 and December 3, 2009, and duly approved by the shareholders in accordance with the provisions of RCW 23B.10.030 and 23B.10.040, with such approval being obtained by written consent in accordance with RCW 23B.07.040.

Dated: December 14, 2009

AIRSPAN NETWORKS INC.

By: ______________________
Name: David Brant
Title: Secretary