

# Delaware

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*The First State*

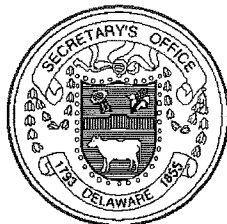
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "QUANTUM CORPORATION", FILED IN THIS OFFICE ON THE EIGHTH DAY OF AUGUST, A.D. 2007, AT 9:43 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE THIRTEENTH DAY OF AUGUST, A.D. 2007.

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5924370

DATE: 08-14-07

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF QUANTUM CORPORATION,  
a Delaware Corporation**

Quantum Corporation, a corporation organized and existing under the laws of the State of Delaware, certifies that:

1. This Amended and Restated Certificate of Incorporation is to become effective August 13, 2007.
2. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on January 28, 1987. The initial Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on August 3, 1999 (the "Restated Certificate"). A Certificate of Correction to the Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on July 25, 2003.
3. The amendment and restatement herein set forth has been duly approved by the Board of Directors of the corporation pursuant to Sections 141 and 228 of the General Corporation Law of the State of Delaware ("Delaware Law").
4. The restatement herein set forth has been duly adopted pursuant to Section 245 of the Delaware Law.
5. Pursuant to Section 103(f) of the Delaware Law, this Amended and Restated Certificate of Incorporation corrects a typographical error in Article IX, and updates the Corporation's registered office set forth in Article II, of the Corporation's Restated Certificate. No other amendments have been made with this Amended and Restated Certificate of Incorporation.
6. The text of the Restated Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

**"ARTICLE I**

The name of this Corporation is Quantum Corporation (the "Corporation").

**ARTICLE II**

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, Wilmington, DE, 19801, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

### ARTICLE III

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under Delaware Law.

### ARTICLE IV

This Corporation is authorized to issue two classes of shares to be designated, respectively, Common Stock and Preferred Stock. Each share of Common Stock shall have a par value of \$0.01 and each share of Preferred Stock shall have a par value of \$0.01. The total number of shares of Common Stock this Corporation shall have authority to issue is 1,000,000,000 and the total number of shares of Preferred Stock this Corporation shall have authority to issue is 20,000,000. The Board of Directors of the corporation, subject to any restrictions contained in Delaware Law, the Bylaws, any preferences and relative, participating, optional or other special rights of any outstanding class or series of preferred stock of the Corporation and any qualifications or restrictions on the Common Stock created thereby, may declare and pay dividends upon the shares of its capital stock. The directors of the Corporation may set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and may abolish any such reserve.

The Preferred Stock may be issued in one or more series, of which one such series shall be designated Series B Junior Participating Preferred Stock. The Series B Junior Participating Preferred Stock shall consist of 1,000,000 shares. Any Preferred Stock not previously designated as to series may be issued from time to time in one or more series pursuant to a resolution or resolutions providing for such issue duly adopted by the Board of Directors (authority to do so being hereby expressly vested in the Board), and such resolution or resolutions shall also set forth the voting powers, full or limited or none, of each such series of Preferred Stock and shall fix the designations, preferences and relative, participating, optional or other special rights of each such series of Preferred Stock and the qualifications, limitations or restrictions of such powers, designations, preferences or rights. The Board of Directors is also authorized to fix the number of shares of each such series of Preferred Stock. The Board of Directors is authorized to alter the powers, designation, preferences, rights, qualifications, limitations and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock and, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series of Preferred Stock, to increase or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series.

Each share of Preferred Stock issued by the Corporation, if reacquired by the Corporation (whether by redemption, repurchase, conversion to Common Stock or other means), shall upon such reacquisition resume the status of authorized and unissued shares of Preferred Stock, undesignated as to series and available for designation and issuance by the Corporation in accordance with the immediately preceding paragraph.

The Corporation shall from time to time in accordance with Delaware Law increase the authorized amount of its Common Stock if at any time the number of shares of Common Stock remaining unissued and available for issuance shall not be sufficient to permit conversion, if applicable, of the Preferred Stock.

#### ARTICLE V

Except as otherwise provided in this Amended and Restated Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

#### ARTICLE VI

The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors constituting the whole Board of Directors shall be designated in the Bylaws of the Corporation.

#### ARTICLE VII

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

#### ARTICLE VIII

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

#### ARTICLE IX

To the fullest extent permitted by Delaware Law as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Neither any amendment nor repeal of this Article IX shall, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article IX, shall eliminate or reduce the effect of this Article IX in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article IX, would accrue or arise prior to such amendment, repeal or adoption of an inconsistent provision.

#### ARTICLE X

Subject to Article XI hereof, at all elections of directors of the Corporation, each holder of stock or of any class or classes or of a series or series thereof shall be entitled to as many votes as shall equal the number of votes which (except for this provision as to cumulative voting) he would

be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number of directors to be voted for, or for any two or more of them as he may see fit.

#### ARTICLE XI

Advance notice of new business and stockholder nominations for the election of directors shall be given in the manner and to the extent provided in the Bylaws of the Corporation.

#### ARTICLE XII

Any action required or permitted to be taken by the stockholders of the Corporation must be effected at duly called annual or special meeting of such holders and may not be effected by any consent in writing by such holders.

Unless otherwise required by law, special meetings of the stockholders of the Corporation, for any purpose or purposes, may be called only by either (i) the Board of Directors of the Corporation, (ii) the Chairman of the Board of Directors of the Corporation, if there be one, or (iii) the President of the Corporation.

#### ARTICLE XIII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

#### ARTICLE XIV

The Corporation shall have perpetual existence.”

\* \* \*

IN WITNESS WHEREOF, the undersigned has executed this certificate on August 8, 2007.

Quantum Corporation

By: Shawn D. Hall  
Shawn D. Hall,  
*Vice President, General Counsel and Secretary*