

CERTIFICATE OF INCORPORATION

OF

INFORMATION SYSTEMS ACQUISITION CORPORATION

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the General Corporation Law of the State of Delaware, hereby certifies that:

FIRST: The name of the Corporation is Information Systems Acquisition Corporation.

SECOND: The address of the Corporation's registered office in the State of Delaware is 32 Lookerman Square, Suite L-100, Dover, Delaware, County of Kent. The name of the Corporation's registered agent at such address is The Prentice-Hall Corporation Systems, Inc.

THIRD: The purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "GCL").

FOURTH: The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 51,000,000 of which 50,000,000 shares shall be Common Stock of the par value of \$0.001 per share and 1,000,000 shares shall be Preferred Stock of the par value of \$0.001 per share.

A. Preferred Stock. The Board of Directors is expressly authorized to provide for the issue of all or any shares of the Preferred Stock, in one or more series, and to fix for each such series such voting powers, full or limited, and such designations, preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issue of such series (a "Preferred Stock Designation") and as may be permitted by the GCL. The number of authorized shares 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 voting power of all of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors (the "Voting Stock"), voting together as a single class, without a separate vote of the holders of the

Preferred Stock, or any series thereof, unless a vote of any such holders is required pursuant to any Preferred Stock Designation.

B. Common Stock. Except as otherwise required by law or as otherwise provided in any Preferred Stock Designation, the holders of the Common Stock shall exclusively possess all voting power and each share of Common Stock shall have one vote.

FIFTH: The following provisions (a) through (e) shall apply during the period commencing upon the filing of this Certificate of Incorporation and terminating upon the consummation of any Business Combination, and may not be amended prior to the consummation of any Business Combination. A "Business Combination" shall mean the acquisition by the Corporation, whether by merger, exchange of capital stock, asset acquisition or other similar type of transaction, of any business ("Target Business") (i) in the information systems industry, or (ii) in any other industry in which the application or enhancement of information systems could be expected to increase profitability of the business.

A. Prior to the consummation of any Business Combination, the Corporation shall submit such Business Combination to its stockholders for approval regardless of whether the Business Combination is of a type which normally would require such stockholder approval under the Delaware General Corporation Law. In the event that a majority of the outstanding Voting Stock vote for the approval of the Business Combination, the Corporation shall be authorized to consummate the Business Combination. In the event that 20% or more in interest of the stockholders of the Corporation (excluding, for this purpose, those persons who were stockholders prior to the Corporation's initial public offering of its securities ("Insiders")) vote against the Business Combination, the Corporation shall not be authorized to consummate such Business Combination.

B. In the event that a Business Combination is approved in accordance with the above paragraph A. and is consummated by the Corporation, any stockholder of the Corporation other than an Insider (a "Public Stockholder") who voted against the Business Combination may demand that the Corporation redeem his shares. If so demanded, the Corporation shall redeem such shares at a per share redemption price equal to the amount in the Trust Fund, as defined below, as of the record date for determination of stockholders entitled to vote on the Business Combination, divided by the number of shares held by the Public Stockholders. "Trust Fund" shall mean the trust account established by the Corporation at the consummation of its initial public offering of securities ("IPO").

C. In the event that the Corporation does not consummate a Business Combination by the later of (i) 18 months after the effective date ("Effective Date") of the Corporation's registration statement relating to its IPO or (ii) 24 months after the Effective Date in the event that an agreement for a Business Combination was submitted to the stockholders for approval but was not consummated within such 18 month period, the officers of the Corporation shall take all such action necessary to liquidate and dissolve the Corporation. In the event that the Corporation is so dissolved and liquidated, only the Public Stockholders shall be entitled to receive liquidating distributions and the Corporation shall pay no liquidating distributions to any Insider.

D. A Public Stockholder shall be entitled to receive distributions from the Trust Fund only in the event of a liquidation of the Corporation or in the event he demands redemption of his shares in accordance with paragraph B. above. In no other circumstances shall any Public Stockholder have any other right or interest of any kind in or to the Trust Fund.

E. Directors shall be divided into two classes, as nearly equal in number as possible. At each annual meeting of stockholders, directors elected to succeed those directors whose terms expire shall be elected for a term of office to expire at the second succeeding annual meeting of stockholders after their election. Except as the Delaware General Corporation Law may otherwise require, in the interim between annual meetings of stockholders or of special meetings of stockholders called for the election of directors and/or for the removal of one or more directors and for the filling of any vacancy in that connection, newly created directorships and any vacancies in the Board of Directors, including unfilled vacancies resulting from the removal of directors for cause, may be filled by the vote of a majority of the remaining directors then in office, although less than a quorum, or by the sole remaining Director. All directors shall hold office until the expiration of their respective terms of office and until their successors shall have been elected and qualified.

SIXTH: In furtherance and not in limitation of the powers conferred by law, the Board of Directors is expressly authorized to make, alter, amend, and repeal the By-Laws of the Corporation, subject to the power of the holders of the capital stock of the Corporation to alter, amend or repeal the By-Laws.

SEVENTH: Subject to the rights of the holders of any series of Preferred Stock, (A) any action required or permitted to be taken by the stockholders of the Corporation may be effected at an annual or special meeting of stockholders of the Corporation and may also be effected by any consent in writing by such stockholders in accordance with the provisions of this

Article SEVENTH and (B) special meetings of stockholders of the Corporation may be called by the Chairman of the Board, by the Board of Directors pursuant to a resolution adopted by a majority of the whole Board or by the Secretary at the direction of a majority of the voting power of all the then outstanding shares of the Voting Stock, voting together as a single class. Unless otherwise provided in this Certificate of Incorporation, any action required to be taken at any annual or special meeting of stockholders of the Corporation may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding Voting 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.

EIGHTH: A. 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, except for liability (i) for any breach of the directors' duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the GCL, or (iv) for any transaction from which the director derived an improper personal benefit. If the GCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the GCL, as so amended. Any repeal or modification of this Section A by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation with respect to events occurring prior to the time of such repeal or modification.

B. (1) Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she or a person of whom he or she is the legal representative is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation, as a director, officer or employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the GCL as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader

indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in paragraph (2) of this Section B with respect to proceedings seeking to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Section B shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that if the GCL requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity) in which service was or is rendered by such person while a director or officer, 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 or officer to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section B or otherwise.

(2) If a claim under paragraph (1) of this Section B is not paid in full by the Corporation within thirty 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 GCL 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 its Board of Directors, independent legal counsel or 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 GCL, nor an actual determination by

the Corporation (including its Board of Directors, independent legal counsel or 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.

(3) The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Section B shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the certificate of incorporation, By-Laws, agreement, vote of stockholders or disinterested directors or otherwise.

(4) The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the GCL.

(5) The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification, and rights to be paid by the Corporation for the expenses incurred in defending any proceeding in advance of its final disposition, to any agent of the Corporation to the fullest extent of the provisions of this Section B with respect to the indemnification and advancement of expenses of directors, officers and employees of the Corporation.

NINTH: In addition to any other considerations which the Board of Directors may lawfully take into account, in determining whether to take or to refrain from taking corporate action on any matter, including proposing any matter to the stockholders of the Corporation, the Board of Directors may take into account the long-term as well as short-term interests of the Corporation and its stockholders (including the possibility that these interests may be best served by the continued independence of the Corporation), the interests of creditors, customers, employees and other constituencies of the Corporation and its subsidiaries and the effect upon communities in which the Corporation and its subsidiaries do business.

TENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and any other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, subject to the limitations set forth in this Certificate of Incorporation and in the manner now or hereafter provided herein by statute, and all rights, preferences and privileges of whatsoever nature conferred upon stockholders,

directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as amended are granted subject to the rights reserved in this Article ELEVENTH.

Signed on this 13th day of November, 1992

By:



Robert H. Friedman, Sole Incorporator
Olshan Grundman Frome & Rosenzweig
505 Park Avenue
New York, NY 10022

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
INFORMATION SYSTEMS ACQUISITION CORPORATION

Pursuant to Section 242 of
the Delaware General Corporation Law

Information Systems Acquisition Corporation, a Delaware corporation (the "Corporation"), hereby certifies as follows:

1. An amendment (the "Amendment") to the Certificate of Incorporation of the Corporation is attached as Exhibit A hereto.
2. The Amendment has been duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly executed and acknowledged on the 2nd day of March, 1995.

INFORMATION SYSTEMS ACQUISITION CORPORATION

By: *Mark G. Kelly*
President and Chief Executive Officer

Attest:

Thomas G. Sherry
Assistant Secretary

Exhibit A

RESOLVED, that Article FIRST of the Certificate of Incorporation of the Corporation be amended and restated as follows:

FIRST: The name of the Corporation is HDS Network Systems, Inc.

AMENDMENT OF CERTIFICATE OF INCORPORATION

The Board of Directors is proposing to amend the Company's Certificate of Incorporation, as amended, in order to change the Company's corporate name from "Neoware Systems, Inc." to "Neoware, Inc." The Board believes that the change in corporate name to "Neoware, Inc." will better reflect the present scope of the business and operations of the Company and its evolution from a hardware oriented provider of thin client systems to a supplier of enterprise software, thin client appliances and related services, while allowing the Company to maintain its name recognition among customers and the general public.

If approved by the stockholders, the amendment to change the corporate name to "Neoware, Inc." will be effected by the filing of an amendment to the Company's Certificate of Incorporation with the Secretary of the State of Delaware at the earliest appropriate time consistent with an orderly transition to the new name. The change of corporate name will be accomplished by amending Article First of the Company's Certificate of Incorporation to read as follows:

"First: The name of the Corporation is Neoware, Inc."

The Company's common stock is traded on The NASDAQ National Market and if the proposal is approved and effected, the symbol under which the Company's common stock is traded will remain "NWRE." On December 1, 2005, we held our Annual Meeting of Stockholders. The stockholders voted to amend our Certificate of Incorporation to change our name to Neoware, Inc.

The proposal to amend our certificate of incorporation to change our name to Neoware, Inc. was approved, with 15,153,935 shares voting in favor, 58,340 shares voting against and 6,700 shares abstaining.