

AMENDMENT TO AMENDED AND RESTATED BYLAWS; AUTHORIZATION TO DETERMINE CERTIFICATION OF SHARES

WHEREAS, the NASDAQ Global Market has adopted certain rule changes which require that the Company becomes eligible to participate in the Direct Registration System (“*DRS*”), which provides, among other things, that the Company must be eligible to issue and transfer uncertificated shares; and

WHEREAS, the Board desires to amend the Amended and Restated Bylaws of the Company to confirm that the Company is authorized to issue uncertificated shares.

RESOLVED, that the First Amendment to the Amended and Restated Bylaws of DivX, Inc. in substantially the form attached hereto as **EXHIBIT A** (the “*Bylaw Amendment*”) be, and it hereby is, authorized, adopted and approved in all respects;

RESOLVED FURTHER, that the Secretary of the Company be, and he hereby is, authorized and directed to certify the Bylaw Amendment, to insert the Bylaw Amendment as so certified in the Company’s Minute Book and to see that a copy of the Bylaw Amendment, similarly certified, is kept at the Company’s principal office, as required by law;

RESOLVED FURTHER, that the officers of the Company are authorized and directed to file a Current Report on Form 8-K with the Securities and Exchange Commission disclosing the Bylaw Amendment;

RESOLVED FURTHER, that the officers of the Company and the transfer agent of the Company are each hereby authorized to designate shares of the Company’s capital stock to be represented by either stock certificates or uncertificated shares, whether upon initial issuance or transfer; and

RESOLVED FURTHER, that the officers of the Company are authorized and directed to take such further action and execute such additional documents as each may deem necessary or appropriate to carry out the purposes of the above resolutions.

GENERAL AUTHORIZING RESOLUTION

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to take such actions and execute such documents as they deem necessary or advisable in order to carry out and perform the purposes of the foregoing resolutions, and any and all such actions that may have been taken to date are hereby authorized, ratified, approved and accepted in all respects.

EXHIBIT A

**FIRST AMENDMENT TO
AMENDED AND RESTATED BYLAWS**