

**CERTIFICATE OF AMENDMENT  
OF THE  
FIFTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
APRIORI TECHNOLOGIES, INC.**

aPriori Technologies, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "General Corporation Law").

DOES HEREBY CERTIFY:

FIRST: The name of this corporation is aPriori Technologies, Inc., and that this corporation was originally incorporated pursuant to the General Corporation Law on September 26, 2003 under the name FBC Systems, Inc.

SECOND: The Board of Directors of this corporation adopted resolutions setting forth a proposed amendment to the Fifth Amended and Restated Certificate of Incorporation of this corporation (the "Restated Certificate"), declaring said amendment to be advisable and in the best interests of this corporation and its stockholders and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders to such amendment, which resolutions setting forth the proposed amendment are substantially as follows:

**RESOLVED**, that Section A of Article FOURTH of the Restated Certificate be amended and restated to read in its entirety as follows:

"A. Authorization of Stock. This corporation is authorized to issue two classes of stock to be designated, respectively, common stock and preferred stock. The total number of shares that this corporation is authorized to issue is twenty-seven million four hundred thirty-nine thousand seven hundred eighty-four (27,439,784). The total number of shares of common stock authorized to be issued is fifteen million five hundred eight thousand two hundred fifty-eight (15,508,258), par value \$0.0001 per share (the "Common Stock"). The total number of shares of preferred stock authorized to be issued is eleven million nine hundred thirty-one thousand five hundred twenty-six (11,931,526), par value \$0.0001 per share (the "Series A1 Preferred Stock"), all of which are designated as "Series A1 Preferred Stock"."

**RESOLVED**, that Section 4(d)(ii)(B) of Article IV of the Restated Certificate be amended and restated to read in its entirety as follows:

"(B) Up to two million six hundred thirty-seven million seventy five (2,637,075) shares of Common Stock (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like) issued to employees, directors, consultants and other service providers for the primary purpose of soliciting or retaining their services pursuant to the 2003 Stock Plan;"

**RESOLVED**, that Section 6(q) of Article IV of the Restated Certificate be amended and restated to read in its entirety as follows:

“(q) create any new stock option plan or increase the number of shares of Common Stock reserved for grant under the Company’s 2003 Stock Option Plan to an amount greater than two million six hundred thirty-seven million seventy five (2,637,075) shares of Common Stock (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like); or”

THIRD: That thereafter said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware by written consent of the stockholders holding the requisite number of shares required by statute given in accordance with and pursuant to Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, aPriori Technologies, Inc. has caused this Certificate of Amendment to be signed by its President as of July 3, 2012.

/s/ Stephanie Feraday

Name: Stephanie Feraday

Title: President