

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
ADAPTIVE PLANNING, INC.**

ADAPTIVE PLANNING, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "**DGCL**"), does hereby certify that:

FIRST: The original name of this company is Adaptive Planning, Inc. and the date of filing the original Certificate of Incorporation of this company with the Secretary of State of the State of Delaware was May 21, 2003.

SECOND: The Board of Directors of the Corporation acting in accordance with the provisions of Sections 141 and Section 242 of the General Corporation Law of the State of Delaware, adopted resolutions amending its Amended and Restated Certificate of Incorporation (the "**Restated Certificate**") as follows:

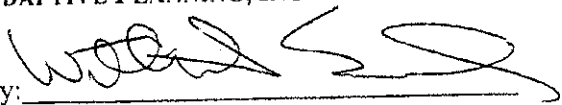
1. Article IV, Section D(5)(k)(i) is hereby amended and restated in its entirety to read as follows:

“(i) Each share of Series Preferred shall automatically be converted into shares of Common Stock, based on the then-effective applicable Series Preferred Conversion Price, (A) at any time upon the affirmative election of the holders of at least sixty-six and two-thirds percent (66 2/3%) of the then outstanding shares of the Series Preferred, or (B) immediately upon the closing of a firmly underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Company in which: (1) the per share price is at least three times (3x) the Original Issue Price of the Series D Preferred Stock (as adjusted for stock splits, dividends, recapitalizations and the like after the filing date hereof); (2) the aggregate net cash proceeds to the Company (after underwriting discounts, commissions and fees) are at least \$30,000,000; and (3) the Company’s Common Stock is traded on a recognized major stock exchange or the Nasdaq Stock Market. Upon such automatic conversion, any declared and unpaid dividends shall be paid in accordance with the provisions of Section 5(d).”

THIRD: Thereafter, pursuant to a resolution by the Board of Directors, this Certificate of Amendment was submitted to the stockholders of the Corporation for their approval in accordance with the provisions of Section 228 and 242 of the DGCL. Accordingly, said proposed amendment has been adopted in accordance with Section 242 of the DGCL.

IN WITNESS WHEREOF, ADAPTIVE PLANNING, INC. has caused this Certificate of Amendment to be signed by its President this 30th day of January, 2008.

ADAPTIVE PLANNING, INC.

By: 
William A. Soward, President