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**FILED** ✓  
In the Office of the Secretary of State  
of the State of California

**CERTIFICATE OF AMENDMENT OF  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF ARENA SOLUTIONS, INC.,** JAN 30 2009  
a California corporation

The undersigned Craig Livingston and Eric Larkin hereby certify that:

ONE: They are the duly elected and acting President and Secretary, respectively, of Arena Solutions, Inc., a California corporation (the "Corporation").

TWO: The Amended and Restated Articles of Incorporation of the Corporation are hereby amended as follows:

1. Article III, Section A of the Amended and Restated Articles of Incorporation of the Corporation shall be amended to read in its entirety as follows:

"A. Classes of Stock. The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is 286,923,374 shares. The number of shares of Common Stock authorized to be issued is 175,000,000 shares. The number of shares of Preferred Stock authorized to be issued is 111,923,374 shares, 195,869 of which shall be designated Series A Preferred Stock (the "Series A Preferred Stock"), 4,099,438 of which shall be designated Series B Preferred Stock ("Series B Preferred Stock"), 7,436,847 of which shall be designated Series C Preferred Stock ("Series C Preferred Stock"), 10,436,007 of which shall be designated Series D Preferred Stock ("Series D Preferred Stock"), 17,755,213 of which shall be designated Series E Preferred Stock ("Series E Preferred Stock") and 72,000,000 of which shall be designated Series F Preferred Stock ("Series F Preferred Stock"). The Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred and Series F Preferred Stock are hereinafter collectively referred to as the "Series Preferred.""

2. Article III, Section B(4)(d)(ii)(B) of the Amended and Restated Articles of Incorporation shall be amended to read in its entirety as follows:

"(B) up to 26,045,599 shares of Common Stock and/or options therefore (net of repurchases, expirations, cancellations and the like, and as adjusted for any stock dividends, combinations or splits with respect to such shares) issued or issuable to employees, officers, directors, consultants or advisors of the Corporation directly or pursuant to a stock option plan or restricted stock plan or other arrangement approved by the Board of Directors of the Corporation;"

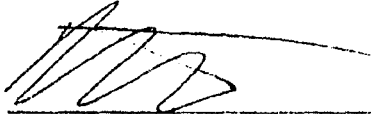
THREE: The foregoing amendment has been approved by the Board of Directors of said corporation.

FOUR: The foregoing amendment was approved by the holders of the requisite number of shares of said corporation in accordance with Sections 902 and 903 of the California General Corporation Law; the total number of outstanding shares of each class entitled to vote

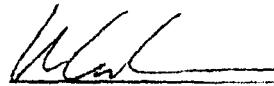
with respect to the foregoing amendment was 14,844,908 shares of Common Stock; 195,869 shares of Series A Preferred Stock, 4,099,438 shares of Series B Preferred Stock, 7,436,847 shares of Series C Preferred Stock, 9,730,983 shares of Series D Preferred Stock, 17,029,699 shares of Series E Preferred Stock and 40,000,000 shares of Series F Preferred Stock. The number of shares voting in favor of the foregoing amendment equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%) of the outstanding shares of Common Stock and Preferred Stock (on an as-converted to Common Stock basis), voting together without regard to class or series; more than fifty percent (50%) of the outstanding shares of Common Stock, voting as a separate class; more than fifty percent (50%) of the outstanding shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock and Series E Preferred Stock (on an as-converted to Common Stock basis), voting together as a single class; and more than fifty percent (50%) of the outstanding shares of Preferred Stock (on an as-converted to Common Stock basis), voting together as a single class.

The undersigned certify under penalty of perjury under the laws of the State of California that they have read the foregoing Amendment to the Amended and Restated Articles of Incorporation and know the contents thereof, and that the statements therein are true.

IN WITNESS WHEREOF, this Amendment to the Amended and Restated Articles of Incorporation has been signed by the Chief Executive Officer and Secretary of the Corporation under the laws of the State of California this 30<sup>th</sup> day of January, 2009.



Craig Livingston  
Chairman & Chief Executive Officer



Eric Larkin  
Secretary