

**CERTIFICATE OF AMENDMENT OF
THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
ART.COM, INC.**

Art.com, Inc. (the "Corporation"), 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 Art.com, Inc., and that the Corporation was originally incorporated pursuant to the General Corporation Law on April 6, 2001, under the name of Allwall Technologies, Inc. The Corporation's first Amended and Restated Certificate of Incorporation was filed on April 27, 2001. The Corporation's second Amended and Restated Certificate of Incorporation was filed on December 21, 2004. The Corporation's third Amended and Restated Certificate of Incorporation was filed with a Certificate of Merger on March 17, 2005. The Corporation's fourth Amended and Restated Certificate of Incorporation was filed January 23, 2006.

SECOND: That at a regularly scheduled meeting of the Board of Directors of the Corporation, the Board of Directors adopted resolutions setting forth proposed amendments to the Amended and Restated Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and in the best interests of the Corporation and its stockholders and authorizing the appropriate officers of the Corporation to solicit the consent of the stockholders therefor, which resolutions setting forth the proposed amendments are as follows:

"RESOLVED, that Section A of Article IV of the Amended and Restated Certificate of Incorporation of the Corporation be deleted and replaced in full and shall read in full as follows:


"This 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 152,500,000 shares, 120,000,000 shares of which shall be Common Stock (the "**Common Stock**"), and 32,500,000 shares of which shall be Preferred Stock (the "**Preferred Stock**"). The Preferred Stock shall have a par value of \$0.001 per share, and the Common Stock shall have a par value of \$0.001 per share."

THIRD: That thereafter said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law 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.

IN WITNESS WHEREOF, Art.com, Inc. has caused this Certificate of Amendment of the Amended and Restated Certificate of Incorporation to be signed by its Secretary this 23rd day of November 2011.

ART.COM, INC.

By: _____


Kevin A. Lucas
Secretary