

**CERTIFICATE OF AMENDMENT TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
THE 41ST PARAMETER, INC.**

**(Pursuant to Section 242 of the
General Corporation Law of the State of Delaware)**

The 41st Parameter, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "General Corporation Law"),

DOES HEREBY CERTIFY:

FIRST: That the name of this corporation is The 41st Parameter, Inc. and that this corporation was originally incorporated pursuant to the General Corporation Law on April 22, 2004 under the name The 41st Parameter, Inc.

SECOND: That the Board of Directors of the corporation adopted resolutions setting forth the proposed amendment 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 amendment are substantially as follows:

RESOLVED FURTHER, that Article IV of the Amended and Restated Certificate of Incorporation of this corporation be amended to read in its entirety as follows:

"The total number of shares of stock that the Corporation shall have authority to issue is 158,160,272, consisting of 100,000,000 shares of Common Stock, \$0.001 par value per share, and 58,160,272 shares of Preferred Stock, \$0.001 par value per share, 9,819,635 of which shall be designated "Series A Preferred Stock," 13,132,438 of which shall be designated "Series B Preferred Stock," 16,408,199 of which shall be designated "Series C Preferred Stock," and 18,800,000 of which shall be designated "Series D Preferred Stock." Fractional shares of Common Stock heretofore issued shall be rounded upwards to the nearest whole number and no further fractional shares shall be issued by the Corporation. Subject to any vote required pursuant to ARTICLE V, Sections 5 or 6 hereof, the authorized number of shares of Common Stock may be increased or decreased, but not below the number of shares of Common Stock then outstanding, with the affirmative vote (or written consent) of holders of a majority of the then-outstanding shares of stock of the Corporation, calculated on an as-if converted to Common Stock basis, irrespective of the provisions of Section 242(b)(2) of the DGCL."

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, The 41st Parameter, Inc. has caused this Certificate of Amendment to the Amended and Restated Certificate of Incorporation to be signed by its Chief Executive Officer this 9th day of May, 2012.

The 41st Parameter, Inc.

By /s/ Alan Naumann
Alan Naumann
Chief Executive Officer