

AMENDMENT TO THE
FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
AMP'D MOBILE, INC.

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

Amp'd Mobile, 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"), hereby certifies as follows:

1. That the name of this corporation is Amp'd Mobile, Inc., and that this corporation was originally incorporated pursuant to the General Corporation Law on December 18, 2003 under the name Amp'd Mobile, Inc.

2. This Amendment amends the provisions of the Fourth Amended and Restated Certificate of Incorporation of the corporation (the "Charter"), and has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law.

3. The text of the Charter is hereby amended as follows:

(a) The first paragraph of Article Fourth of the Charter is amended and restated as follows:

"**FOURTH:** The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 22,500,000 shares of common stock, \$0.001 par value per share ("Common Stock"), and (ii) 19,000,000 shares of Preferred Stock, \$0.001 par value per share (the "Preferred Stock")."

(b) The first paragraph of Article Fourth, Section (C) of the Charter is amended and restated as follows:

"C. TERMS OF THE PREFERRED STOCK

1,576,075 shares of the authorized Preferred Stock of the Corporation are hereby designated "Series A Convertible Preferred Stock" (the "Series A Preferred Stock"), 1,293,900 shares of the authorized Preferred Stock of the Corporation are hereby designated "Series B Convertible Preferred Stock" (the "Series B Preferred Stock"), 1,472,827 shares of the authorized Preferred Stock of the Corporation are hereby designated the "Series C Convertible Preferred Stock" (the "Series C Preferred Stock"), 181,357 shares of the authorized Preferred Stock of the Corporation are hereby designated the "Series M1-A Convertible Preferred Stock" (the "Series M1-A Preferred Stock"), 725,426 shares of the authorized Preferred Stock of the Corporation are hereby designated the "Series M1-B Convertible Preferred Stock" (the "Series

M1-B Preferred Stock”), 6,137,000 shares of the authorized Preferred Stock of the Corporation are hereby designated the “Series D Convertible Preferred Stock” (the “Series D Preferred Stock”) and 6,849,000 shares of the authorized Preferred Stock of the Corporation are hereby designated the “Series E Convertible Preferred Stock” (the “Series E Preferred Stock”). The rights, preferences, powers, privileges, restrictions, qualifications and limitations of the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series M1-A Preferred Stock, Series M1-B Preferred Stock, Series D Preferred Stock and Series E Preferred Stock shall be as follows:”

(c) The text of Article Fourth, Section (C)(3)(c)(vi) of the Charter is hereby amended and restated as follows:

“(vi) increase the number of shares of Common Stock issued or reserved for issuance to employees, consultants or directors pursuant to stock option, stock grant, stock purchase or similar plans or arrangements to an amount in excess of 2,672,924 (the “Reserved Employee Shares”);”

4. The foregoing amendment was approved by the holders of the requisite number of shares of said corporation in accordance with Section 228 of the General Corporation Law.

IN WITNESS WHEREOF, this Amendment to the Fourth Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of the Corporation on this 2nd day of April, 2007.

By: 

Name: Peter Adderton

Title: Chief Executive Officer