

**CERTIFICATE OF AMENDMENT
OF THE
TWELFTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
APRIORI TECHNOLOGIES, INC.**

aPriori Technologies, Inc., 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 aPriori Technologies, Inc., and that this corporation was originally incorporated pursuant to the General Corporation Law on September 26, 2003 under the name FBC Systems, Inc.

SECOND: The Board of Directors of this corporation adopted resolutions setting forth a proposed amendment to the Twelfth Amended and Restated Certificate of Incorporation of this corporation (the "Restated Certificate"), declaring said amendment to be advisable and in the best interests of this corporation and its stockholders and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders to such amendment, which resolutions setting forth the proposed amendment are substantially as follows:

RESOLVED, that Section A of Article FOURTH of the Restated Certificate be amended and restated to read in its entirety as follows:

"A. Authorization of Stock. This corporation is authorized to issue two classes of stock to be designated, respectively, common stock and preferred stock. The total number of shares that this corporation is authorized to issue is forty-six million one hundred seventy thousand seven hundred ninety-five (46,170,795). The total number of shares of common stock authorized to be issued is twenty-five million four hundred twenty-two thousand eight hundred eighty-six (25,422,886), par value \$0.0001 per share (the "Common Stock"). The total number of shares of preferred stock authorized to be issued is twenty million seven hundred forty-seven thousand nine hundred nine (20,747,909), par value \$0.0001 per share (the "Preferred Stock), of which eleven million nine hundred four thousand two hundred thirty-three (11,904,233) shares are designated as "Series A1 Preferred Stock" and eight million eight hundred forty-three thousand six hundred seventy-six (8,843,676) shares are designated as "Series B Preferred Stock"."

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

IN WITNESS WHEREOF, aPriori Technologies, Inc. has caused this Certificate of Amendment to be signed by its President as of September 21, 2016.

/s/ Stephanie Feraday

Name: Stephanie Feraday

Title: President