

**CERTIFICATE OF AMENDMENT
OF THE
NINTH 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 Ninth 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 one million five hundred sixty-nine thousand two hundred four (41,569,204). The total number of shares of common stock authorized to be issued is twenty-two million eight hundred fifty-five thousand nine hundred seventy three (22,855,973), par value \$0.0001 per share (the "Common Stock"). The total number of shares of preferred stock authorized to be issued is eighteen million seven hundred thirteen thousand two hundred thirty-one (18,713,231), 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 six million seven hundred eighty-one thousand seven hundred five 6,781,705 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 March 11, 2015.

/s/ Stephanie Feraday

Name: Stephanie Feraday

Title: President