

**CERTIFICATE OF AMENDMENT TO
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
ADAPTIVE PLANNING, INC.**

ADAPTIVE PLANNING, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “**DGCL**”), DOES HEREBY CERTIFY:

FIRST: The name of the Corporation is **ADAPTIVE PLANNING, INC.** (the “**COMPANY**”)

SECOND: The date of filing the original Certificate of Incorporation of this Company with the Secretary of State of the State of Delaware was May 21, 2003. The original name of this Company was Visus Technology, Inc.

THIRD: The Board of Directors of the Company, acting in accordance with the provisions of Section 141 and 242 of the DGCL, adopted resolutions amending its Amended and Restated Certificate of Incorporation as follows:

“I.

The name of this company is **ADAPTIVE INSIGHTS, INC.** (the “**Company**” or the “**Corporation**”).”

FOURTH: Thereafter, pursuant to a resolution of the Board of Directors, this Certificate of Amendment of Amended and Restated Certificate of Incorporation was submitted to the stockholders of the Company for their approval, and was duly adopted in accordance with the provisions of Sections 228 and 242 of the DGCL.

FIFTH: All other provisions of the Amended and Restated Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to Amended and Restated Certificate of Incorporation to be signed by its Chief Executive Officer this 24th day of January, 2014.

ADAPTIVE PLANNING, INC.

By: /s/ John Herr

John Herr, Chief Executive Officer

State of Delaware
Secretary of State
Division of Corporations
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