

**CERTIFICATE OF AMENDMENT OF  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
SEMANTIC SUGAR, INC.**

The undersigned, Aaron Bell, hereby certifies that:

1. He is the duly elected Chief Executive Officer and Secretary of Semantic Sugar, Inc., a Delaware corporation.
2. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of Delaware on June 22, 2006, and the Amended and Restated Certificate of Incorporation was filed on July 30, 2008.
3. Pursuant to Section 242 of the General Corporation Law of the State of Delaware, this Certificate of Amendment amends:

(i) the first paragraph of Article IV(B) to read as follows:

“(B) **Rights, Preferences and Restrictions of Preferred Stock.** The Preferred Stock authorized by this Amended and Restated Certificate of Incorporation (the “Restated Certificate”) may be issued from time to time in one or more series. The first series of Preferred Stock shall be designated “Series A Preferred Stock” and shall consist of 3,300,000 shares. The rights, preferences, privileges, and restrictions granted to and imposed on the Series A Preferred Stock are as set forth below in this Article IV(B).”

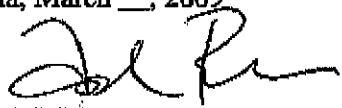
(ii) subsection 4(d)(i)(B) of Article IV(B) to read as follows:

“(4) Up to 1,699,584 shares of Common Stock issued or issuable to employees, consultants or directors of the Corporation pursuant to the Corporation's 2007 Stock Option Plan approved by the Board of Directors of the Corporation including, until such time as Aaron Bell is replaced on the Board, the Series A Director.”

4. The foregoing Certificate of Amendment has been duly adopted by this corporation's Board of Directors and stockholders in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Executed at San Francisco, California, March <sup>30</sup>, 2009

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 09:54 AM 03/31/2009  
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 , CEO, SECRETARY  
Aaron Bell, CEO and Secretary