

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

The undersigned, **ROBERT S. HULL**, hereby certifies that:

ONE: He is the President of Adaptive Planning, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "**Company**").

TWO: The original name of this corporation is Visus Technology, Inc. and the date of the filing of the Company's original Certificate of Incorporation with the Secretary of State of Delaware was May 21, 2003.

THREE: The Board of Directors of the Company, acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions amending Article I of the Amended and Restated Certificate of Incorporation of the Company in its entirety to read as follows:

Article IV(A) shall be amended and restated to read in its entirety as follows:

"A. The Company is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Company is authorized to issue is twelve million four hundred thousand (12,400,000) shares, seven million six hundred fifty thousand (7,650,000) shares of which shall be Common Stock (the "Common Stock") and four million seven hundred fifty thousand (4,750,000) shares of which shall be Preferred Stock (the "Preferred Stock"). The Preferred Stock shall have a par value of one-tenth of one cent (\$0.001) per share and the Common Stock shall have a par value of one-tenth of one cent (\$0.001) per share."

Article IV(C) shall be amended and restated to read in its entirety as follows:

"C. Four million seven hundred fifty thousand (4,750,000) of the authorized shares of Preferred Stock are hereby designated "Series A Preferred Stock" (the "Series Preferred")."

FOUR: Thereafter pursuant to a resolution of the Board of Directors, this Certificate of Amendment was submitted to the stockholders of the Company for their approval, and was duly adopted by written consent in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

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

IN WITNESS WHEREOF, Adaptive Planning, Inc. has caused this Certificate of Amendment to be signed by its President, Robert S. Hull, this 10th day of March, 2005.

ADAPTIVE PLANNING, INC.

A handwritten signature in cursive script, appearing to read "R. S. Hull", is written over a horizontal line.

ROBERT S. HULL
President