

**CERTIFICATE OF MERGER**

**OF**

**MOGUL MERGER SUB, INC.**

**WITH AND INTO**

**M-FACTOR, INC.**

**PURSUANT TO SECTION 251(c) OF THE GENERAL  
CORPORATION LAW OF THE STATE OF DELAWARE**

M-Factor, Inc., a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<b>Name</b>	<b>State of Incorporation</b>
Mogul Merger Sub, Inc.	Delaware
M-Factor, Inc.	Delaware

SECOND: That the Agreement and Plan of Merger (the "Merger Agreement") dated as of March 9, 2011, by and among DemandTec, Inc., a Delaware corporation ("Acquiror"), Mogul Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of Acquiror ("Merger Sub"), M-Factor, Inc., a Delaware corporation (the "Company") and Shareholder Representative Services LLC, as Stockholders' Representative, setting forth the terms and conditions for the merger of Merger Sub with and into the Company (the "Merger") with the Company remaining as the surviving corporation of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving Delaware corporation (the "Surviving Corporation") of the Merger shall be M-Factor, Inc.

FOURTH: That pursuant to the Merger Agreement, the Restated Certificate of Incorporation of the Surviving Corporation shall be amended and restated to read in its entirety as set forth in **Attachment A** attached hereto.

FIFTH: That the executed Merger Agreement is on file at the principal place of business of the Surviving Corporation located at 1 Franklin Parkway, Building 910, San Mateo, CA 94403.

SIXTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of Delaware.

*[Remainder of page intentionally left blank]*

**IN WITNESS WHEREOF**, Surviving Corporation has caused this Certificate of Merger to be executed in its corporate name on the 11th day of March, 2011.

**M-FACTOR, INC.**

By: /s/ Bruce Pagliuca

Name: Bruce Pagliuca

Title: Chief Executive Officer

**RESTATED CERTIFICATE OF INCORPORATION  
OF  
M-FACTOR, INC.**

Article I.

The name of this corporation is M-Factor, Inc.

Article II.

The address of this corporation's registered office in the State of Delaware is 3500 South Dupont Highway, Dover, Delaware 19901, County of Kent. The name of this corporation's registered agent at such address is Incorporating Services, Ltd.

Article III.

The nature of the business or purposes to be conducted or promoted by this corporation are to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

Article IV.

This corporation is authorized to issue one class of stock to be designated "Common Stock." The total number of shares which this corporation is authorized to issue is One Hundred (100) shares of Common Stock, par value \$0.0001 per share.

Article V.

Except as otherwise provided in this Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors of this corporation is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of this corporation.

Article VI.

The number of directors of this corporation shall be fixed from time to time by a Bylaw or amendment thereof duly adopted by the Board of Directors of this corporation or by the stockholders of this corporation.

Article VII.

Elections of directors need not be by written ballot unless the Bylaws of this corporation shall so provide.

#### Article VIII.

Meetings of the stockholders of this corporation may be held within or without the State of Delaware, as the Bylaws may provide. The books of this corporation may be kept (subject to any provision contained in applicable statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors of this corporation or in the Bylaws of this corporation.

#### Article IX.

A director of this corporation shall not be personally liable to this corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to this corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this Article IX to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article IX by the stockholders of this corporation shall not adversely affect any right or protection of a director of this corporation existing at the time of, or increase the liability of any director of this corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

#### Article X.

To the fullest extent permitted by applicable law, this corporation is authorized to provide indemnification of (and advancement of expenses to) agents of this corporation (and any other persons to which the Delaware General Corporation Law permits this corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the Delaware General Corporation Law, subject only to limits created by applicable Delaware General Corporation Law (statutory or non-statutory), with respect to actions for breach of duty to this corporation, its stockholders, and others.

Any amendment, repeal or modification of the foregoing provisions of this Article X shall not adversely affect any right or protection of a director, officer, agent, or other person existing at the time of, or increase the liability of any director of this corporation with respect to any acts or omissions of such director, officer or agent occurring prior to, such amendment, repeal or modification.

#### Article XI.

This corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.