

CERTIFICATE OF AMENDMENT
OF
SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
LIVING PROOF, INC.

(Pursuant to Section 242 of the General Corporation Law of the State of Delaware)

Living Proof, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That by a unanimous written consent of the Board of Directors of said corporation a resolution was duly adopted proposing and declaring advisable that the Second Amended and Restated Certificate of Incorporation of said Corporation be amended, as follows:

RESOLVED: That the Second Amended and Restated Certificate of Incorporation of the Corporation be amended by deleting Section 1 of Article FOURTH thereof and inserting in its place the following paragraph (the "Section 1 Amendment"):

"Section 1. CAPITAL STOCK

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 142,914,252 consisting of 89,000,000 shares of common stock, \$0.001 par value per share ("Common Stock"), and 53,914,252 shares of preferred stock, \$0.001 par value per share ("Preferred Stock")."

RESOLVED: That the Amended and Restated Certificate of Incorporation of the Corporation be further amended by deleting Section 3.1 of Article FOURTH thereof and inserting in its place the following paragraph (the "Section 3 Amendment" and together with the Section 1 Amendment, the "Amendments"):

"3.1. Designation. 714,286 shares of the Preferred Stock which the Corporation has the authority to issue are hereby designated and shall be known as the "Series A Convertible Preferred Stock" (the "Series A Preferred"), 1,899,351 shares of the Preferred Stock which the Corporation has the authority to issue are hereby designated and shall be known as the "Series A-1 Convertible Preferred Stock" (the "Series A-1 Preferred"), 5,333,333 shares of the Preferred Stock which the Corporation has the authority to issue are hereby designated and shall be known as the "Series A-2 Convertible Preferred Stock" (the "Series A-2 Preferred"),

9,333,333 shares of the Preferred Stock which the Corporation has the authority to issue are hereby designated and shall be known as the "Series A-3 Convertible Preferred Stock" (the "Series A-3 Preferred"), 12,120,000 shares of the Preferred Stock which the Corporation has the authority to issue are hereby designated and shall be known as the "Series A-4 Convertible Preferred Stock" (the "Series A-4 Preferred") and 24,513,949 shares of the Preferred Stock which the Corporation has the authority to issue are hereby designated and shall be known as the "Series B Convertible Preferred Stock" (the "Series B Preferred"). The Series A Preferred, Series A-1 Preferred, Series A-2 Preferred, Series A-3 Preferred and Series A-4 Preferred are sometimes referred to collectively as the "Initial Preferred."

RESOLVED: That the Board of Directors recommends to the holders of the Corporation's capital stock (such holders collectively, the "Stockholders") that the Amendments be approved; and that the Amendments be submitted to the Stockholders for approval.

RESOLVED: That the officers of this Corporation be, and they hereby are, and each of them hereby is, authorized and directed (i) to prepare, execute and file with the Secretary of State of the State of Delaware a Certificate of Amendment setting forth the aforesaid Section 1 Amendment and Section 3 Amendment in the forms approved by the Stockholders and (ii) to take any and all other actions necessary, desirable or convenient to give effect to such Amendments or otherwise to carry out the purposes of the foregoing Resolutions.

SECOND: That the aforesaid Amendments were duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Living Proof, Inc. has caused this Certificate of Amendment to be executed by its Secretary on this 31st day of October, 2011.

LIVING PROOF, INC.

By: /s/ Jonathan Flint
Jonathan Flint
Chief Executive Officer