

**CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION  
OF  
SWARMBUILDER, INC.**

SWARMBUILDER, INC. (hereinafter called the "Corporation"), organized and existing under and by virtue of the Delaware General Corporation Law, hereby certifies as follows:

A. The name of the Corporation is SwarmBuilder, Inc. The Corporation's original Certificate of Incorporation was filed with the Delaware Secretary of State on December 1, 2004, and was amended and restated by the filing of an Amended and Rested Certificate of Incorporation on September 14, 2006, and was further amended by the filing of a Certificate of Amendment to the Certificate of Incorporation dated June 28, 2007, and was further amended by the filing of a Certificate of Amendment to the Certificate of Incorporation dated August 21, 2008 (as amended to date, the "Certificate of Incorporation").

B. By unanimous written consent of the Board of Directors of the Corporation, a resolution was duly adopted, pursuant to Sections 141(f) and 242 of the Delaware General Corporation Law, setting forth an amendment to the Certificate of Incorporation of the Corporation and declaring the amendment to be advisable.

C. The amendment as adopted increases the number of shares of Common Stock Preferred Stock and Series B Preferred Stock the Corporation is authorized to issue, as set forth below:

D. The amendment revises Article IV of the Certificate of Incorporation to read in its entirety as follows:

"The total number of shares of stock that the corporation shall have authority to issue is twenty-seven million seven hundred twenty-nine thousand one hundred sixty-eight (27,729,168), consisting of eighteen million (18,000,000) shares of Common Stock, \$0.001 par value per share, and nine million seven hundred twenty-nine thousand one hundred sixty-eight (9,729,168) shares of Preferred Stock, \$0.001 par value per share. The first Series of Preferred Stock shall be designated "Series A Preferred Stock" and shall consist of two million five hundred sixty-two thousand five hundred (2,562,500) shares. The second Series of Preferred Stock shall be designated "Series B Preferred Stock" and shall consist of seven million one hundred sixty-six thousand six hundred sixty-eight (7,166,668) shares."

E. The amendment set forth above was approved by the written consent of holders of the Corporation's Common Stock and Preferred Stock, in accordance with Section 242 of the Delaware General Corporation Law and the provisions of the Certificate of Incorporation.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly executed effective as of the 26<sup>th</sup> day of June, 2009

SWARMBUILDER, INC.

By:   
Duncan Robins, President