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in the office of the Secretary of State
of the State of California

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CERTIFICATE OF AMENDMENT OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF ARENA SOLUTIONS, INC.,
a California corporation

APR 01 2011

The undersigned Craig Livingston and Eric Larkin hereby certify that:

ONE: They are the duly elected and acting Chief Executive Officer and Secretary, respectively, of Arena Solutions, Inc., a California corporation (the "Corporation").

TWO: The Amended and Restated Articles of Incorporation of the Corporation are hereby amended as follows:

1. Article III, Section A of the Amended and Restated Articles of Incorporation of the Corporation shall be amended to read in its entirety as follows:

"A. Classes of Stock. The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is 318,221,905 shares. The number of shares of Common Stock authorized to be issued is 195,000,000 shares. The number of shares of Preferred Stock authorized to be issued is 123,221,905 shares, 156,095 of which shall be designated Series A Preferred Stock (the "Series A Preferred Stock"), 2,691,398 of which shall be designated Series B Preferred Stock ("Series B Preferred Stock"), 7,054,442 of which shall be designated Series C Preferred Stock ("Series C Preferred Stock"), 9,853,950 of which shall be designated Series D Preferred Stock ("Series D Preferred Stock"), 17,375,020 of which shall be designated Series E Preferred Stock ("Series E Preferred Stock") and 86,091,000 of which shall be designated Series F Preferred Stock ("Series F Preferred Stock"). The Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred and Series F Preferred Stock are hereinafter collectively referred to as the "Series Preferred."

2. Article III, Section (B)(4)(d)(ii) of the Amended and Restated Articles of Incorporation of the Corporation shall be amended to include the following Section (B)(4)(d)(ii)(G):

"G. all shares of Series F Preferred Stock issued by the Corporation pursuant to that certain Series F Preferred Stock Purchase Agreement, dated on or about April 1, 2011, by and among the Company and the investors named therein."

3. Article III, Section (B)(4)(d) of the Amended and Restated Articles of Incorporation of the Corporation shall be amended to include the following Section (B)(4)(d)(v):

"(v) Waiver of Adjustment of Conversion Price. Notwithstanding anything herein to the contrary, any downward adjustment of the Conversion Price of any series of Series Preferred may be waived by the consent or vote of the holders of the majority of the outstanding shares of such series either before or after the issuance causing the adjustment."

THREE: The foregoing amendment has been approved by the Board of Directors of said corporation.

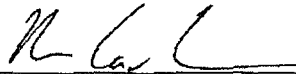
FOUR: The foregoing amendment was approved by the holders of the requisite number of shares of said corporation in accordance with Sections 902 and 903 of the California General Corporation Law; the total number of outstanding shares of each class entitled to vote with respect to the foregoing amendment was 23,808,074 shares of Common Stock; 156,095 shares of Series A Preferred Stock, 2,691,398 shares of Series B Preferred Stock, 7,054,442 shares of Series C Preferred Stock, 9,148,926 shares of Series D Preferred Stock, 16,649,506 shares of Series E Preferred Stock and 57,250,081 shares of Series F Preferred Stock. The number of shares voting in favor of the foregoing amendment equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%) of the outstanding shares of Common Stock and Preferred Stock (on an as-converted to Common Stock basis), voting together without regard to class or series; more than fifty percent (50%) of the outstanding shares of Common Stock, voting as a separate class; more than fifty percent (50%) of the outstanding shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock and Series E Preferred Stock (on an as-converted to Common Stock basis), voting together as a single class; more than fifty percent (50%) of the outstanding shares of Series F Preferred Stock, voting as a separate class; and more than fifty percent (50%) of the outstanding shares of Preferred Stock (on an as-converted to Common Stock basis), voting together as a single class.

The undersigned certify under penalty of perjury under the laws of the State of California that they have read the foregoing Certificate of Amendment of Amended and Restated Articles of Incorporation and know the contents thereof, and that the statements therein are true.

IN WITNESS WHEREOF, this Certificate of Amendment of Amended and Restated Articles of Incorporation has been signed by the Chief Executive Officer and Secretary of the Corporation under the laws of the State of California this 1st day of April, 2011.



Craig Livingston
Chief Executive Officer



Eric Larkin
Secretary