

State of Delaware  
Secretary of State  
Division of Corporations  
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**CERTIFICATE OF AMENDMENT TO  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
ADAPTIVE INSIGHTS, INC.**

**ADAPTIVE INSIGHTS, INC.**, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "**DGCL**"), DOES HEREBY CERTIFY:

**FIRST:** The name of the Corporation is **ADAPTIVE INSIGHTS, INC.** (the "**COMPANY**")

**SECOND:** The date of filing the original Certificate of Incorporation of this Company with the Secretary of State of the State of Delaware was May 21, 2003. The original name of this Company was Visus Technology, Inc.

**THIRD:** The Board of Directors of the Company, acting in accordance with the provisions of Section 141 and 242 of the DGCL, adopted resolutions amending its Amended and Restated Certificate of Incorporation as follows:

1. Article IV Section (A) of the Amended and Restated Certificate of Incorporation of the Company is hereby amended and restated in its entirety to read 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 two hundred seventy two million five hundred nineteen thousand eight hundred sixty-eight (272,519,868) shares, one hundred seventy five million (175,000,000) shares of which shall be Common Stock (the "Common Stock") and ninety seven million five hundred nineteen thousand eight hundred sixty-eight (97,519,868) 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."

**FOURTH:** Thereafter, pursuant to a resolution by the Board of Directors, this Certificate of Amendment of Amended and Restated Certificate of Incorporation was submitted to the stockholders of the Company for their approval in accordance with the provisions of Section 228 and 242 of the DGCL. Accordingly, said proposed amendment has been adopted in accordance with Section 242 of the DGCL.

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

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to Amended and Restated Certificate of Incorporation to be signed by its Chief Executive Officer this 12th day of March, 2015.

ADAPTIVE INSIGHTS, INC.

By:   
Thomas Bogan, Chief Executive Officer