

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
VISUS TECHNOLOGY, INC.**

The undersigned, **ROBERT S. HULL**, hereby certifies that:

1. He is the President of Visus Technology, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "**Company**").

2. The date of the filing of the Company's original Certificate of Incorporation with the Secretary of State of Delaware was May 21, 2003.

3. The Board of Directors of the Company, acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions amending Article I of the Amended and Restated Certificate of Incorporation of the Company in its entirety to read as follows:

"I.

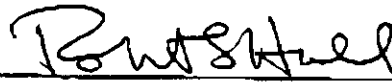
The name of this company is **ADAPTIVE PLANNING, INC.** (the "**Company**" or the "**Corporation**")."

4. Thereafter pursuant to a resolution of the Board of Directors, this Certificate of Amendment was submitted to the stockholders of the Company for their approval, and was duly adopted by written consent in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

5. All other provisions of the Amended and Restated Certificate of Incorporation of the Company shall remain in full force and effect.

IN WITNESS WHEREOF, Visus Technology, Inc. has caused this Certificate of Amendment to be signed by its President, Robert S. Hull, this 5th day of November, 2003.

VISUS TECHNOLOGY, INC.



ROBERT S. HULL
President