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SECRETARY OF STATE  
SAM REED

OCTOBER 28, 2008

STATE OF WASHINGTON

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ARTICLES OF AMENDMENT  
OF  
AVALARA, INC.  
(UBI Number 601 973 642)

Pursuant to RCW 23B.10.030 and 23B.10.040, the undersigned corporation adopts the following Articles of Amendment to its Fifth Amended and Restated Articles of Incorporation:

FIRST: The name of the corporation is Avalara, Inc. (the "Corporation").

SECOND: The introductory sentence to Section 2.3 of the Articles of Incorporation is hereby amended as follows:

**2.3 Series A Preferred Stock.** The Company shall have a series of Preferred Stock designated "Series A Preferred Stock" consisting of twenty-one million (21,000,000) shares, with the following powers, preferences, privileges and relative rights:

THIRD: The amendment does not provide for an exchange, reclassification, or cancellation of issued shares.

FOURTH: The foregoing amendment was adopted by the Board of Directors of the Corporation on September 24, 2008 in accordance with the provisions of RCW 23B.10.030, and by the Shareholders of the Corporation on October 11, 2008 in accordance with the provisions of RCW 23B.10.030 and 23B.10.040.

AVALARA, INC.

Date: October 27, 2008

By: 

Daren Nitz, Assistant Secretary