

CERTIFICATE OF AMENDMENT

TO THE

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

APTELA, INC.

Pursuant to Section 242 of the General
Corporation Law of the State of Delaware

Aptela, Inc., a Delaware corporation (the "Corporation"), hereby certifies to the Secretary of State of the State of Delaware that:

FIRST: The name of the Corporation is Aptela, Inc. The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on June 23, 2004 and was last amended and restated on January 26, 2007.

SECOND: This Certificate of Amendment to the Amended and Restated Certificate of Incorporation (this "Amendment") was duly adopted and declared advisable by written consent of the Board of Directors of the Corporation in accordance with the applicable provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware.

THIRD: The stockholders of the Corporation duly adopted this Amendment by written consent in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

FOURTH: The first sentence of ARTICLE FOURTH is hereby deleted and the following first sentence of ARTICLE FOURTH is hereby inserted in lieu thereof:

***"FOURTH:** The total number of shares of stock which the Company shall have authority to issue is 71,593,367 shares, of which 50,000,000 shares, par value \$0.001 per share, are designated "Common Stock" and 21,593,367 shares, par value \$0.001 per share, are designated "Preferred Stock."*

FIFTH: Paragraph 1(a) of Section A of ARTICLE FOURTH is hereby deleted and the following Paragraph 1(a) of Section A of ARTICLE FOURTH is hereby inserted in lieu thereof:

"(a) 8,384,276 shares of Preferred Stock are hereby designated as Series A-1 Convertible Preferred Stock (the "Series A Stock") and 13,209,091 shares of the Preferred Stock are hereby designated as Series B Convertible Preferred Stock (the "Series B Stock")."

SIXTH: Paragraph 6(k)(2) of Section A of ARTICLE FOURTH is hereby deleted and the following Paragraph 6(k)(2) is hereby inserted in lieu thereof:

"(2) up to 7,827,958 shares of Common Stock (as appropriately adjusted for any Recapitalization) issued or deemed to be issued to employees, officers, director, consultants or other persons performing services for the Company after the Series A-1 Original Issue Date (if issued solely because of any such person's status as an officer, director, employee, consultant or other person performing services for the Company and not as part of any offering of the Company's securities) pursuant to any stock option plan or stock purchase plan approved by the Board, including at least two directors elected solely by the holders of Preferred Stock;"

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Amended and Restated Certificate of Incorporation to be signed and executed in its corporate name by Douglas Strahan, its Chief Executive Officer, who declares, affirms, acknowledges and certifies under the penalties of perjury, that this is his free act and deed and that the facts stated herein are true as of the 5th day of September 2007.

Aptela, Inc.
a Delaware Corporation

/s/ Douglas Strahan
By: Douglas Strahan
Title: Chief Executive Officer