CERTIFICATE OF AMENDMENT TO

THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF

NEXTROLL, INC.

NextRoll, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "General Corporation Law"), hereby certifies as follows:

1.   The original name of the Corporation is Semantic Sugar, Inc. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on June 22, 2006.

2.   This Certificate of Amendment to the Corporation's Amended and Restated Certificate of Incorporation of the Corporation (as amended to date, the "Restated Certificate") herein certified was duly adopted by the Board of Directors of the Corporation in accordance with the applicable provisions of Section 242 of the General Corporation Law and the stockholders of the Corporation have given their written consent in accordance with Section 228 of the General Corporation Law.

3.   Article IV, Section A, of the Restated Certificate shall be amended and restated 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 that the Corporation is authorized to issue is 97,743,954 shares, each with a par value of $0.001 per share, of which (1) 67,500,000 shares shall be Common Stock and (2) 30,243,954 shares shall be Preferred Stock."

4.   All other provisions of the Restated Certificate shall remain in full force and effect.

(Signature page follows)

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Amendment to the Restated Certificate to be duly executed as of the 26th day of August, 2020.

NEXTROLL, INC.

/s/ Robin Bordoli
_____
Name: Robin Bordoli
Title: President