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FILED 

in the office of the Secretary of State
State of California

CERTIFICATE OF AMENDMENT TO THE AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF APERIO TECHNOLOGIES, INC. APR 18 2011

The undersigned, Dirk Soenksen and Martin Waters, hereby certify that:

(i) They are the duly elected President and Assistant Secretary, respectively, of Aperio Technologies, Inc., a California corporation (the "Corporation").

(ii) Article IV of the Amended and Restated Articles of Incorporation of the Corporation is hereby amended and restated to read in its entirety as follows:

"The total number of shares of stock that the Corporation shall have authority to issue is 181,926,088 shares, consisting of 106,900,000 shares of Common Stock and 75,026,088 shares of Preferred Stock, 8,062,500 of which are designated "Series A Preferred Stock", 27,774,797 of which are designated "Series B Preferred Stock", 18,441,119 of which are designated "Series B-1 Preferred Stock" and 20,747,672 of which are designated "Series C Preferred Stock"."

(iii) The first sentence of Section 6(a) of Article V of the Amended and Restated Articles of Incorporation of the Corporation is hereby amended and restated to read in its entirety as follows:

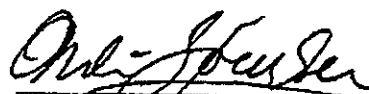
"(a) At any time on or after June 30, 2015, and at the election of the holders of at least a majority of the then outstanding shares of Preferred Stock, this Corporation shall redeem in cash, out of funds legally available therefor, all (but not less than all) outstanding shares of Preferred Stock which have not been converted into Common Stock, in three (3) equal annual installments (each a "Redemption Date")."

(iv) The foregoing amendments to the Amended and Restated Articles of Incorporation have been duly approved by the Board of Directors of this Corporation.

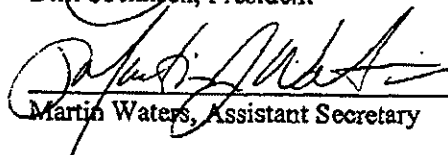
(v) The foregoing amendments to the Amended and Restated Articles of Incorporation have been have been duly approved by the required vote of the shareholders of the Corporation entitled to vote in accordance with the Amended and Restated Articles of Incorporation of this Corporation and Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares entitled to vote with respect to the foregoing Certificate of Amendment to the Amended and Restated Articles of Incorporation was 13,776,261 shares of Common Stock, 7,812,500 shares of Series A Preferred Stock, 27,774,797 shares of Series B Preferred Stock, 18,441,119 shares of Series B-1 Preferred Stock and 19,747,237 shares of Series C Preferred Stock. The number of shares voting in favor of the Amended and Restated Articles of Incorporation equaled or exceeded the vote required. The percentage vote required was (a) more than 50% of the outstanding shares of Common Stock, (b) more than 50% of the outstanding Common Stock and Preferred Stock, voting together on an as-converted basis, (c) a majority of the outstanding shares of Preferred Stock, voting together on an as-converted basis, (d) more than 50% of the outstanding shares of the Series A Preferred Stock, (e) more than 50% of the outstanding shares of the Series B Preferred Stock, (f) more than 50% of the outstanding shares of the Series B-1 Preferred Stock (g) more than 50% of the outstanding shares of the Series C Preferred Stock and (h) at least two-third (2/3) of the outstanding shares of the Series B Preferred Stock, Series B-1 Preferred Stock and Series C Preferred Stock, voting together on an as-converted basis as a single class.

The undersigned declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing Certificate of Amendment to the Amended and Restated Articles of Incorporation are true and correct of their own knowledge.

Date: April 18, 2011
Vista, California



Dirk Soenksen, President



Martin Waters, Assistant Secretary