

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
ADKNOWLEDGE, INC.**

The undersigned, Scott Lynn, hereby certifies that:

1. He is the duly elected and acting Chief Executive Officer of Adknowledge, Inc., a Delaware corporation.
2. The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of Delaware on April 3, 2002, under the name of Virtumundo, Inc.
3. The Certificate of Incorporation of this corporation shall be amended and restated to read in full as follows:

**"ARTICLE I**

The name of this corporation is Adknowledge, Inc. (the "Corporation").

**ARTICLE II**

The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400 in the City of Wilmington, Delaware 19808, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

**ARTICLE III**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

**ARTICLE IV**

Upon the effective filing of this Amended and Restated Certificate of Incorporation (the "Restated Certificate"), the authorized capital stock of the Corporation shall be as follows:

(A) **Classes of Stock.** The Corporation is authorized to issue one class of stock to be designated "Common Stock." The total number of shares which the Corporation is authorized to issue is forty million (40,000,000) shares, each with a par value of \$0.0001 per share. All forty million (40,000,000) shares shall be Common Stock, thirty-five million (35,000,000) shares of which are designated as "Series A Common Stock" and five million (5,000,000) shares of which are designated as "Series B Common Stock".

(B) **Common Stock.**

1. **Dividend Rights.** The holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors. Such dividends shall be distributed among the holders of Common Stock pro rata based on the number of shares of Common Stock then held by each holder.
2. **Liquidation Rights.** Upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation shall be distributed among the holders of Common Stock pro rata based on the number of shares of Common Stock held by each.
3. **Voting Rights.** Each holder of Series A Common Stock shall have the right to one vote per share of Series A Common Stock, and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law. Shares of Series B Common Stock shall have no voting rights, except as otherwise required by law, including without limitation Section 242(b)(2) of the General Corporation Law. Notwithstanding the foregoing, the number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law.
4. **Redemption.** The Common Stock is not redeemable at the option of the holder.
5. **Conversion of Series B Common Stock.** Each share of Series B Common Stock shall be automatically converted into one (1) share of Series A Common Stock immediately upon (i) this Corporation's sale of its Common Stock pursuant to an effective registration statement under the Securities Act of 1933, as amended, (ii) any transfer of such share to a holder of Series A Common Stock, which transfer has been approved by the Board of Directors, in its sole discretion, (iii) any amendment of this Restated Certificate that has the effect of modifying in any way the rights or privileges of the Series A Common Stock so as to adversely affect the rights or privileges of the Series B Common Stock, where such amendment has not been approved by a vote of the Series B Common Stock voting as a separate class and, provided further, that no change to the voting rights of the Series A Common Stock shall be deemed to affect the Series B Common Stock and (iv) a merger or consolidation of this Corporation with or into another entity other than a merger or consolidation (x) that would result in the voting securities outstanding immediately prior thereto continuing to represent over fifty percent (50%) of the combined voting power of the voting securities of the Corporation or the surviving entity or its parent corporation outstanding immediately after such merger or consolidation or (y) effected to implement a recapitalization of the Corporation in which no person or entity acquires more than fifty percent (50%) of the combined voting power of the Corporation's then outstanding securities, which person or entity did not possess such voting power prior to such recapitalization; such conversion shall be deemed to have been made immediately prior to the closing date of the public offering described in clause (i), upon the

transfer described in clause (ii), upon the effectiveness of the amendment described in clause (iii) and immediately prior to a merger or consolidation of the kind described in clause (iv). The persons entitled to shares of Series A Common Stock upon conversion shall be treated for all purposes as the record holders of such shares of Series A Common Stock as of the date of conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Series A Common Stock, solely for the purpose of effecting the conversion of the shares of the Series B Common Stock, such number of its shares of Series A Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series B Common Stock; and if at any time the number of authorized but unissued shares of Series A Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Series B Common Stock, in addition to such other remedies as shall be available to the holder of Series B Common Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Series A Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Restated Certificate.

6. **Status of Converted Stock.** In the event any shares of Series B Common Stock shall be converted pursuant to Section 5 hereof, the shares so converted shall be cancelled and shall not be issuable by this Corporation. The Restated Certificate shall be appropriately amended to effect the corresponding reduction in this Corporation's authorized capital stock.

## ARTICLE V

Except as expressly limited in this Restated Certificate, the Board of Directors of the Corporation is expressly authorized to make, alter or repeal Bylaws of the Corporation.

## ARTICLE VI

Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

## ARTICLE VII

(A) To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

(B) The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

(C) Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision."

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The foregoing Amended and Restated Certificate of Incorporation has been duly adopted by this corporation's Board of Directors and stockholders in accordance with the applicable provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

Executed at Kansas City, Missouri on this 18<sup>th</sup> day of January, 2011.



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Scott Lynn, Chief Executive Officer