

**CERTIFICATE OF AMENDMENT OF THE
RESTATED CERTIFICATE OF INCORPORATION
OF
ABLE PLANET, INCORPORATED**

ABLE PLANET, INCORPORATED, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "**DGCL**"), hereby certifies that:

ONE: The name of the corporation is **ABLE PLANET, INCORPORATED** (the "**Company**").

TWO: The date of filing the original Certificate of Incorporation of the Company with the Secretary of State of the State of Delaware was July 20, 2005.

THREE: The Board of Directors (the "**Board**") of the Company, acting in accordance with the provisions of Sections 141 and 242 of the DGCL, adopted the following amendments of the Company's Restated Certificate of Incorporation, as amended, as follows:

A. Article IV, Section A is amended and restated to read in its entirety as follows:

The Company is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Company is authorized to issue is 23,653,598 shares, 17,000,000 shares of which shall be Common Stock (the "**Common Stock**") and 6,653,598 shares of which shall be Preferred Stock (the "**Preferred Stock**"). The Preferred Stock shall have a par value of one-tenth of one cent (\$0.001) per share and the Common Stock shall have a par value of one-tenth of one cent (\$0.001) per share.

B. Article IV, Section E is amended and restated to read in its entirety as follows:

3,300,000 of the authorized shares of Preferred Stock are hereby designated "Series B Preferred Stock" (the "**Series B Preferred**," and together with the Series A Preferred and the Series A-1 Preferred, the "**Series Preferred**").

FOURTH: Thereafter pursuant to a resolution of the Board, this Certificate of Amendment was submitted to the stockholders of the Company for their approval, and was duly adopted in accordance with the provisions of Sections 228 and 242 of the DGCL.

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ABLE PLANET, INCORPORATED has caused this Certificate of Amendment to be signed by its President and CEO as of April 5, 2010.

ABLE PLANET, INCORPORATED

By: /s/ Kevin Semcken
Kevin Semcken, President and CEO