

**CERTIFICATE OF AMENDMENT
OF FIFTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
BAZAARVOICE, INC.**

Bazaarvoice, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

A. The name of this corporation is Bazaarvoice, Inc. The original certificate of incorporation of this corporation was filed with the Secretary of State of the State of Delaware on May 25, 2005. The corporation filed a Fifth Amended and Restated Certificate of Incorporation (the "Restated Certificate") with the Secretary of State of the State of Delaware on May 29, 2008.

B. This Certificate of Amendment was duly adopted by the corporation's directors and stockholders in accordance with the applicable provisions of Sections 228 and 242 of the Delaware General Corporation Law.

C. The first paragraph of Article IV of the Restated Certificate is hereby amended and restated in its entirety to read as follows:

This Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares of capital stock that this Corporation shall have authority to issue is 80,307,580. The total number of shares of Common Stock this Corporation shall have authority to issue is 52,869,250 with a par value of \$0.0001 per share. The total number of shares of Preferred Stock this Corporation shall have authority to issue is 27,438,330 with a par value of \$0.0001 per share, 17,511,618 of which shall be designated Series A Preferred Stock (the "Series A Preferred Stock"), 2,566,938 of which shall be designated Series B Preferred Stock (the "Series B Preferred Stock"), 4,013,619 of which shall be designated Series C Preferred Stock (the "Series C Preferred Stock") and 3,346,155 of which shall be designated Series D Preferred Stock (the "Series D Preferred Stock" and, together with the Series A Preferred Stock, the Series B Preferred Stock and the Series C Preferred Stock, the "Preferred Stock").

IN WITNESS WHEREOF, the corporation has caused this Certificate of Amendment to be signed in its name and on its behalf by its duly authorized officer as of January 13, 2009.

BAZAARVOICE, INC.

By: /s/ Brett A. Hurt

Brett A. Hurt,
President