


**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
4HOME, INC.**

**4Home, Inc. (the "Corporation"), a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), DOES HEREBY CERTIFY:**

1. The name of the Corporation is 4Home, Inc. and the Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on February 8, 2006 under the name 4HomeMedia, Inc.
2. The amendment to the Certificate of Incorporation of the Corporation as set forth below has been duly adopted in accordance with the provisions of Section 242 of the DGCL, and has been consented to in writing by the stockholders of the Corporation, in accordance with Section 228 of the DGCL.
3. Article IV, Paragraph A. of the Certificate of Incorporation of the Corporation is amended to read in its entirety as follows:
  - A. Authorization of Stock. This corporation is authorized to issue two classes of stock to be designated, respectively, common stock and preferred stock. The total number of shares that this corporation is authorized to issue is twenty-five million one hundred ninety-nine thousand four hundred forty-nine (25,199,449). The total number of shares of common stock authorized to be issued is fifteen million five hundred thousand (15,500,000), par value \$0.001 per share (the "**Common Stock**"). The total number of shares of preferred stock authorized to be issued is nine million six hundred ninety-nine thousand four hundred forty-nine (9,699,449), par value \$0.001 per share (the "**Preferred Stock**"), five million nine hundred forty-nine thousand four hundred forty-nine (5,949,449) of which are designated as Series A Preferred Stock (the "**Series A Preferred Stock**") and three million seven hundred fifty thousand (3,750,000) of which are designated as Series B Preferred Stock (the "**Series B Preferred Stock**").

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate to be executed by Leon Hounshell, its President and Chief Executive Officer, this 28th day of January 2010.

4Home, Inc.

By:   
Leon Hounshell  
President and Chief Executive  
Officer