

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:22 AM 09/10/2019
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SR 20196947433 - File Number 4179890

**CERTIFICATE OF AMENDMENT TO
THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
ADROLL, INC.**

AdRoll, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "General Corporation Law"), hereby certifies as follows:

1. The original name of the Corporation is Semantic Sugar, Inc. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on June 22, 2006.

2. This Certificate of Amendment to the Corporation's Amended and Restated Certificate of Incorporation of the Corporation (as amended to date, the "Restated Certificate") herein certified was duly adopted by the Board of Directors of the Corporation in accordance with the applicable provisions of Section 242 of the General Corporation Law and the stockholders of the Corporation have given their written consent in accordance with Section 228 of the General Corporation Law.

3. Article FIRST of the Restated Certificate shall be amended and restated in its entirety as follows:

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

4. All other provisions of the Restated Certificate shall remain in full force and effect.

(Signature page follows)

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Amendment to the Restated Certificate to be duly executed as of the 9th day of September, 2019.

ADROLL, INC.

A handwritten signature in black ink, appearing to read 'Toby Gabriner', is written over a horizontal line.

Name: Toby Gabriner

Title: Chief Executive Officer