

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

ADAPTIVE PLANNING, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify:

FIRST: The name of the corporation is Adaptive Planning, Inc. (the "Company").

SECOND: The date of filing the original Certificate of Incorporation of this Company with the Secretary of State of the State of Delaware was May 21, 2003. The original name of this Company was Visus Technology, Inc.

THIRD: The Board of Directors of the Company, acting in accordance with the provisions of Sections 141 and 242 of the DGCL, adopted resolutions amending its Amended and Restated Certificate of Incorporation as follows:

1. Article IV Section (A) of the Amended and Restated Certificate of Incorporation of the Company is hereby amended and restated in its entirety to read as follows:

"A. 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 two hundred twenty four million nineteen thousand eight hundred sixty-eight (224,019,868) shares, one hundred twenty-six million five hundred thousand (126,500,000) shares of which shall be Common Stock (the "Common Stock") and ninety seven million five hundred nineteen thousand eight hundred sixty-eight (97,519,868) 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."

2. Article IV Section (C) of the Amended and Restated Certificate of Incorporation of the Company is hereby amended and restated in its entirety to read as follows:

"C. Four million five hundred seventy-five thousand eight hundred sixty-one (4,575,861) of the authorized shares of Preferred Stock are hereby designated "Series A Preferred Stock," seven million one hundred seventy-five thousand (7,175,000) of the authorized shares of Preferred Stock are hereby designated "Series B Preferred Stock," twelve million eight hundred seventy-five thousand five hundred thirty-seven (12,875,537) of the authorized shares of Preferred Stock are hereby designated "Series C Preferred Stock," nineteen million three hundred seventy-five thousand two hundred thirty-two (19,375,232) of the authorized shares of Preferred Stock are hereby designated "Series D Preferred Stock," twenty-three million five hundred thousand (23,500,000) of the authorized shares of Preferred Stock are hereby designated "Series E Preferred Stock," four million (4,000,000) of the authorized shares of Preferred Stock are hereby designated

“Series E-1 Preferred Stock” and twenty six million eighteen thousand two hundred thirty-eight (26,018,238) of the authorized shares of Preferred Stock are hereby designated “Series F Preferred Stock.” The Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock shall collectively be referred to as the “Series Preferred.” The Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock shall collectively be referred to as the “Junior Preferred.”

FOURTH: Thereafter, pursuant to a resolution by the Board of Directors, this Certificate of Amendment of Amended and Restated Certificate of Incorporation was submitted to the stockholders of the Company for their approval in accordance with the provisions of Section 228 and 242 of the DGCL. Accordingly, said proposed amendment has been adopted in accordance with Section 242 of the DGCL.

IN WITNESS WHEREOF, ADAPTIVE PLANNING, INC. has caused this Certificate of Amendment to the Amended and Restated Certificate of Incorporation to be signed by its Chief Executive Officer this 21st day of August, 2013.

ADAPTIVE PLANNING, INC.

By: /s/ John Herr
JOHN HERR
Chief Executive Officer