

**CERTIFICATE OF AMENDMENT TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
THE 41st PARAMETER, INC.**

J. Peter Selda hereby certifies that:

1. He is the duly elected and acting President and Chief Executive Officer of The 41st Parameter, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation").
2. The Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on June 15, 2007 (the "Restated Certificate").
3. Pursuant to Section 242 of the Delaware General Corporation Law, this Certificate of Amendment of the Amended and Restated Certificate of Incorporation amends certain provisions of such Restated Certificate.
4. The terms and provisions of this Certificate of Amendment of the Amended and Restated Certificate of Incorporation have been duly approved by written consent of the required number of shares of outstanding stock of the Corporation pursuant to Subsection 228(a) of the Delaware General Corporation Law.
5. Article IV of the Restated Certificate is hereby amended to read in its entirety as follows:

The total number of shares of stock that the Corporation shall have authority to issue is 106,972,073, consisting of 66,510,000 shares of Common Stock, \$0.001 par value per share, and 40,462,073 shares of Preferred Stock, \$0.001 par value per share, 9,819,635 of which shall be designated "**Series A Preferred Stock**", 13,132,438 of which shall be designated "**Series B Preferred Stock**" and 17,510,000 of which shall be designated "**Series C Preferred Stock**". Fractional shares of Common Stock heretofore issued shall be rounded upwards to the nearest whole number and no further fractional shares shall be issued by the Corporation. Subject to any vote required pursuant to ARTICLE V, Sections 5 or 6 hereof, the authorized number of shares of Common Stock may be increased or decreased, but not below the number of shares of Common Stock then outstanding, with the affirmative vote (or written consent) of holders of a majority of the then-outstanding shares of stock of the Corporation, calculated on an as-if converted to Common Stock basis.

IN WITNESS WHEREOF, this Certificate of Amendment of the Amended and Restated Certificate of Incorporation, which amends certain provisions of the Restated Certificate, having been duly adopted in accordance with Section 242 of the Delaware General Corporation Law, has been duly executed by the Company's President and Chief Executive Officer this 7th day of December, 2009.

/s/ J. Peter Selda

J. Peter Selda

President and Chief Executive Officer