

**CERTIFICATE OF CORRECTION
TO THE
FIFTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
APRIORI TECHNOLOGIES, INC.**

**(Pursuant to Section 103(f) of the
General Corporation Law of the State of Delaware)**

aPriori Technologies, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "General Corporation Law"),

DOES HEREBY CERTIFY AS FOLLOWS:

FIRST: That the name of this corporation (the "Corporation") is aPriori Technologies, Inc. and that the Corporation was originally incorporated pursuant to the General Corporation Law on September 26, 2003 under the name FBC Systems, Inc.

SECOND: That the Fifth Amended and Restated Certificate of Incorporation (the "Restated Certificate") was filed with the Secretary of State of Delaware on April 25, 2011 and that the Restated Certificate requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.

THIRD: The inaccuracies to be corrected in the Restated Certificate are as follows:

1. Section 4(d)(ii)(B) of ARTICLE IV incorrectly states:

"(B) Up to two million two hundred sixty-six thousand eighty-eight (2,266,088) shares of Common Stock (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like) issued to employees, directors, consultants and other service providers for the primary purpose of soliciting or retaining their services pursuant to the 2003 Stock Plan;"

Section 4(d)(ii)(B) of ARTICLE IV is hereby corrected to read as follows:

"(B) Up to two million two hundred eighty-seven thousand seventy-five (2,287,075) shares of Common Stock (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like) issued to employees, directors, consultants and other service providers for the primary purpose of soliciting or retaining their services pursuant to the 2003 Stock Plan;"

2. Section 6(q) of ARTICLE IV incorrectly states:

“(q) create any new stock option plan or increase the number of shares of Common Stock reserved for grant under the Company’s 2003 Stock Option Plan to an amount greater than Two Million Two Hundred Sixty-Six Thousand Eighty-Eight (2,266,088) shares of Common Stock (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like); or”

Section 6(q) of ARTICLE IV is hereby corrected to read as follows:

“(q) create any new stock option plan or increase the number of shares of Common Stock reserved for grant under the Company’s 2003 Stock Option Plan to an amount greater than two million two hundred eighty-seven thousand seventy-five (2,287,075) shares of Common Stock (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like); or”

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, this Certificate of Correction to the Fifth Amended and Restated Certificate of Incorporation has been executed by the President and Chief Executive Officer of this corporation on this 1st day of July, 2011.

/s/ Stephanie Feraday
Stephanie Feraday
President & Chief Executive Officer