

**CERTIFICATE OF AMENDMENT OF
THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF AUTOMATTIC INC.**

Automattic 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:

FIRST: That the name of this corporation is Automattic Inc. and that this corporation was originally incorporated pursuant to the General Corporation Law on March 28, 2005 under the name Automattic Inc.

SECOND: That by unanimous written consent, the Board of Directors of the Corporation adopted resolutions setting forth a proposed amendment to the Amended Restated Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and in the best interests of the Corporation and its stockholders and authorizing the appropriate officers of the Corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment is substantially as follows:

RESOLVED, that Section 4(d)(i)(5) of Article V of the Amended and Restated Certificate of Incorporation of the Corporation be deleted and replaced in full with the following Section 4(d)(i)(5):

"(5) shares of Common Stock issued in connection with a bona fide business acquisition of or by this corporation, whether by merger, consolidation, sale of assets, sale or exchange of stock or otherwise, provided, that such issuances are approved by the Board of Directors (including the Preferred Directors) (as defined below));"

THIRD: That thereafter said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law by written consent of the stockholders holding the requisite number of shares required by statute given in accordance with and pursuant to Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Automattic Inc. has caused this Certificate of Amendment of the Amended and Restated Certificate of Incorporation to be signed by its Chief Executive Officer and attested to by its Secretary this 17th day of September, 2008.

AUTOMATTIC INC.

By: /s/ Toni Schneider
Toni Schneider
Chief Executive Officer

ATTEST:

By: /s/ Toni Schneider
Toni Schneider, Secretary