

**CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
SEMANTIC SUGAR, INC.,
a Delaware corporation**

The undersigned, Aaron Bell, hereby certifies that:

1. He is the duly elected and acting Chief Executive Officer of Semantic Sugar, Inc., a Delaware corporation (the "Corporation").

2. The Corporation was incorporated on June 22, 2006 pursuant to the General Corporation Law of the State of Delaware (the "Delaware General Corporation Law").

3. The Amended and Restated Certificate of Incorporation of this Corporation was filed with the Secretary of State of the State of Delaware on January 28, 2011.

4. A Certificate of Amendment of the Amended and Restated Certificate of Incorporation herein certified was duly adopted by this Corporation's Board of Directors in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware, and the Corporation's stockholders have given their written consent in accordance with Section 228 of the General Corporation Law of the State of Delaware.

5. The Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by:

- a. deleting the text of Article IV, Section A in its entirety and replacing it with the following:

“(A) **Classes of Stock.** The Corporation is authorized to issue two classes of stock to be designated, respectively, “Common Stock” and “Preferred Stock.” The total number of shares that the Corporation is authorized to issue is 30,000,000 shares, each with a par value of \$0.001 per share, of which (1) 20,470,040 shares shall be Common Stock and (2) 9,529,960 shares shall be Preferred Stock.”

- b. deleting the text of the first paragraph of Article IV, Section B in its entirety and replacing it with the following:

“(B) **Rights, Preferences and Restrictions of Preferred Stock.** The Preferred Stock authorized by this Amended and Restated Certificate of Incorporation (the “Restated Certificate”) may be issued from time to time in one or more series. The first series of Preferred Stock shall be designated “Series A Preferred Stock” and shall consist of 3,518,297 shares. The second series of Preferred Stock shall be designated “Series B”

Preferred Stock” and shall consist of 6,011,663 shares. The rights, preferences, privileges, and restrictions granted to and imposed on the Common Stock and Preferred Stock are as set forth below in this Article IV(B).”

The remainder of Article FOURTH shall remain unchanged.

6. All other provisions of the Amended and Restated Certificate of Incorporation shall remain in full force and effect.

[remainder of page intentionally blank]

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Amendment to be duly executed on behalf of the Corporation at San Francisco, California this 23rd day of February, 2011.

SEMANTIC SUGAR, INC.,
a Delaware corporation

By: /s/ Aaron Bell
Name: Aaron Bell
Title: Chief Executive Officer