

**CERTIFICATE OF AMENDMENT OF THE  
RESTATED CERTIFICATE OF INCORPORATION OF  
M-FACTOR, INC.**

M-Factor, 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 M-Factor, Inc. and that this corporation was originally incorporated pursuant to the General Corporation Law on July 3, 2003 under the name 3-D Marketing Technologies, Inc.

**SECOND:** That the Board of Directors of this corporation duly adopted resolutions (a) setting forth the proposed amendment to the Restated Certificate of Incorporation of this corporation (the "Restated Certificate"), (b) declaring said amendment to be advisable and in the best interests of this corporation and its stockholders, (c) declaring that said amendment is not prejudicial to the rights of any stockholder, and (d) authorizing the appropriate officers of this corporation to solicit the consent of the stockholders therefor, which resolutions setting forth the proposed amendment are as follows:

**RESOLVED**, that Section 2 of Article IV(B) of the Restated Certificate be deleted and replaced in its entirety by the following:

**"2. Liquidation Preference.**

(a) In the event of any Liquidation Event (as defined below), either voluntary or involuntary, the holders of Common Stock shall be entitled to receive, prior and in preference to any distribution of the proceeds of such Liquidation Event (the "Proceeds") to the holders of Series D Preferred Stock, Series C Preferred Stock, Series B Preferred Stock and Series A Preferred Stock by reason of their ownership thereof, an amount per share equal to \$0.01 (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like with respect to such Common Stock) . If, upon the occurrence of such event, the Proceeds thus distributed among the holders of the Common Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire Proceeds legally available for distribution shall be distributed ratably among the holders of the Common Stock in proportion to the full preferential amount that each such holder is otherwise entitled to receive under this subsection (a).

(b) After payment has been made to the holders of Common Stock of the full amounts to which they are entitled pursuant to Section 2(a) above, the holders of Series D Preferred Stock shall be entitled to receive, prior and in preference to any distribution of the Proceeds to the holders of Series C Preferred Stock, Series B Preferred Stock and Series A

Preferred Stock by reason of their ownership thereof, an amount per share equal to the sum of the applicable Original Issue Price (as defined below) for such Series D Preferred Stock, plus declared but unpaid dividends on such share. If, upon the occurrence of such event, the Proceeds thus distributed among the holders of the Series D Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire Proceeds legally available for distribution shall be distributed ratably among the holders of the Series D Preferred Stock in proportion to the full preferential amount that each such holder is otherwise entitled to receive under this subsection (b). For purposes of this Restated Certificate of Incorporation, "Original Issue Price" shall mean \$0.15243 per share for each share of the Series D Preferred Stock (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like with respect to such Preferred Stock).

(c) After payment has been made to the holders of Common Stock and Series D Preferred Stock of the full amounts to which they are entitled pursuant to Sections 2(a) and 2(b) above, the holders of Series B Preferred Stock and Series C Preferred Stock shall be entitled to receive, prior and in preference to any distribution of the Proceeds to the holders of Series A Preferred Stock by reason of their ownership thereof, an amount per share equal to the sum of the applicable Original Issue Price (as defined below) for such Series B Preferred Stock and Series C Preferred Stock, plus declared but unpaid dividends on such share. If, upon the occurrence of such event, the Proceeds thus distributed among the holders of the Series B Preferred Stock and Series C Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire Proceeds legally available for distribution shall be distributed ratably among the holders of the Series B Preferred Stock and Series C Preferred Stock in proportion to the full preferential amount that each such holder is otherwise entitled to receive under this subsection (c). For purposes of this Restated Certificate of Incorporation, "Original Issue Price" shall mean \$0.624136 per share for each share of the Series B Preferred Stock and \$0.47455 per share for each share of the Series C Preferred Stock (each as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like with respect to such Preferred Stock).

(d) After payment has been made to the holders of Common Stock, Series D Preferred Stock, Series B Preferred Stock and Series C Preferred Stock of the full amounts to which they are entitled pursuant to Sections 2(a), 2(b) and 2(c) above, the holders of Series A Preferred Stock shall be entitled to receive, prior and in preference to any further distribution of the Proceeds to the holders of Common Stock, Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock by reason of their ownership thereof, an amount per share equal to the sum of the Original Issue Price (as defined below) for such Series A Preferred Stock, plus declared but unpaid dividends on such share. If, upon the occurrence of such event, the Proceeds thus distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire remaining Proceeds legally available for distribution shall be distributed ratably among the holders of the Series A Preferred Stock in proportion to the full preferential amount that each such holder is otherwise entitled to receive under this subsection (d). For purposes of this Restated Certificate of Incorporation, "Original Issue Price" shall mean \$0.431469 per share for each share of the Series A Preferred Stock (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like with respect to such Preferred Stock).

(e) Upon the completion of the distribution required by subsections (a), (b), (c) and (d) of this Section 2, the remaining Proceeds available for distribution to stockholders

shall be distributed among the holders of Series D Preferred Stock, Series C Preferred Stock and Common Stock pro rata based on the number of shares of Common Stock held by each (assuming full conversion of all such Preferred Stock) until such holders shall have received the applicable Participation Cap (as defined below); thereafter, if Proceeds remain, the holders of the Common Stock of this corporation shall receive all of the remaining Proceeds pro rata based on the number of shares of Common Stock held by each. For purposes of this Restated Certificate of Incorporation, "Participation Cap" shall mean \$1.42365 for the Series C Preferred Stock and \$0.45729 for the Series D Preferred Stock (each as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like with respect to such Preferred Stock), which includes amounts paid pursuant to subsections (b) and (c) of this Section 2.

(f) (i) For purposes of this Section 2, a "Liquidation Event" shall include (A) the closing of the sale, transfer or other disposition of all or substantially all of this corporation's assets, (B) the exclusive, irrevocable license by the corporation of all or substantially all of the corporation's intellectual property to a third party, (C) the consummation of the merger or consolidation of this corporation with or into another entity (except a merger or consolidation in which the holders of capital stock of this corporation immediately prior to such merger or consolidation continue to hold at least 50% of the voting power of the capital stock of this corporation or the surviving or acquiring entity immediately following such merger or consolidation), (D) the closing of the transfer (whether by merger, consolidation or otherwise), in one transaction or a series of related transactions, to a person or group of affiliated persons (other than an underwriter of this corporation's securities), of this corporation's securities if, after such closing, such person or group of affiliated persons would hold 50% or more of the outstanding voting stock of this corporation (or the surviving or acquiring entity) or (E) a liquidation, dissolution or winding up of this corporation; provided, however, that a transaction shall not constitute a Liquidation Event if its sole purpose is to change the state of this corporation's incorporation or to create a holding company that will be owned in substantially the same proportions by the persons who held this corporation's securities immediately prior to such transaction. Notwithstanding the prior sentence, the sale of shares of Series D Preferred Stock in a financing transaction shall not be deemed a Liquidation Event. The treatment of any particular transaction or series of related transactions as a Liquidation Event may be waived by the vote or written consent of the holders of at least two-thirds of the outstanding Preferred Stock (voting together as a single class and not as separate series, and on an as-converted basis).

(ii) In any Liquidation Event, if Proceeds received by this corporation or its stockholders is other than cash, its value will be deemed its fair market value. Any securities shall be valued as follows:

(A) Securities not subject to investment letter or other similar restrictions on free marketability covered by (B) below:

(1) If traded on a securities exchange or through the Nasdaq Global Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange or system over the twenty (20) trading-day period ending three (3) trading days prior to the closing of the Liquidation Event;

(2) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the

twenty (20) trading-day period ending three (3) trading days prior to the closing of the Liquidation Event; and

(3) If there is no active public market, the value shall be the fair market value thereof, as mutually determined by the board of directors of this corporation and the holders of at least two-thirds of the voting power of all then outstanding shares of Preferred Stock (voting together as a single class and not as separate series, and on an as-converted basis).

(B) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above in (A) (1), (2) or (3) to reflect the approximate fair market value thereof, as mutually determined by this corporation and the holders of at least two-thirds of the voting power of all then outstanding shares of such Preferred Stock (voting together as a single class and not as separate series, and on an as-converted basis).

(iii) In the event the requirements of this Section 2 are not complied with, this corporation shall forthwith either:

(A) cause the closing of such Liquidation Event to be postponed until such time as the requirements of this Section 2 have been complied with; or

(B) cancel such transaction, in which event the rights, preferences and privileges of the holders of the Preferred Stock shall revert to and be the same as such rights, preferences and privileges existing immediately prior to the date of the first notice referred to in subsection 2(d)(iv) hereof.

(iv) This corporation shall give each holder of record of Preferred Stock written notice of such impending Liquidation Event not later than twenty (20) days prior to the stockholders' meeting called to approve such transaction, or twenty (20) days prior to the closing of such transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such transaction. The first of such notices shall describe the material terms and conditions of the impending transaction and the provisions of this Section 2, and this corporation shall thereafter give such holders prompt notice of any material changes. The transaction shall in no event take place sooner than twenty (20) days after this corporation has given the first notice provided for herein or sooner than ten (10) days after this corporation has given notice of any material changes provided for herein; provided, however, that subject to compliance with the General Corporation Law such periods may be shortened or waived upon the written consent of the holders of Preferred Stock that represent at least two-thirds of the voting power of all then outstanding shares of such Preferred Stock (voting together as a single class and not as separate series, and on an as-converted basis)."

**RESOLVED**, that Section 3(i) of Article IV(B) of the Restated Certificate be deleted and replaced in its entirety by the following:

"(i) Notices of Record Date. Upon (i) any taking by the Company of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, or (ii) any Liquidation Event, the Company shall mail to each holder of Preferred

Stock at least twenty (20) days prior to the record date specified therein a notice specifying (A) the date on which any such record is to be taken for the purpose of such dividend or distribution and a description of such dividend or distribution, (B) the date on which any such Liquidation Event is expected to become effective, and (C) the date, if any, that is to be fixed as to when the holders of record of Common Stock (or other securities) for securities or other property deliverable upon the consummation of such Liquidation Event; provided, however, that, upon the written consent of the holders of at least two-thirds of the voting power of all then outstanding shares of such Preferred Stock (voting together as a single class and not as separate series, and on an as-converted basis) in connection with the consummation of an expected Liquidation Event, notwithstanding anything herein to the contrary, any rights to notice under this Section 3(i) in connection with such expected Liquidation Event may be waived, either prospectively or retroactively and either generally or in a particular instance, by the consent or vote of the holders of at least two-thirds of the voting power of all then outstanding shares of such Preferred Stock (voting together as a single class and not as separate series, and on an as-converted basis). Any such waiver shall bind all future holders of Preferred Stock.”

**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.

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**IN WITNESS WHEREOF**, this Certificate of Amendment of the Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of this corporation on this 10th day of March, 2011.

**M-Factor, Inc.**

By: /s/ Bruce Pagliuca

Name: Bruce Pagliuca

Title: Chief Executive Officer