

**CERTIFICATE OF AMENDMENT TO  
THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF  
NEXTROLL, INC.**

NextRoll, Inc. (the “Corporation”), a corporation organized and existing under the General Corporation Law of the State of Delaware (the “General Corporation Law”), hereby certifies as follows:

1. The original name of the Corporation is Semantic Sugar, Inc. The Corporation’s original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on June 22, 2006.

2. This Certificate of Amendment to the Corporation’s Amended and Restated Certificate of Incorporation of the Corporation (as amended to date, the “Restated Certificate”) herein certified was duly adopted by the Board of Directors of the Corporation in accordance with the applicable provisions of Section 242 of the General Corporation Law and the stockholders of the Corporation have given their written consent in accordance with Section 228 of the General Corporation Law.

3. Article IV, Part B, Section 6(g), of the Restated Certificate shall be amended and restated to read in its entirety as follows:

“(g) appoint a new Chief Executive Officer of the Corporation, unless otherwise approved by the Corporation’s Board of Directors;”

4. Article IV, Part B, Section 6(i), of the Restated Certificate shall be amended and restated to read in its entirety as follows:

“(i) change the Corporation’s auditors or change the Corporation’s accounting practices (unless such change is required pursuant to generally accepted accounting principles in the United States), unless otherwise approved by the Corporation’s Board of Directors;”

5. Article IV, Part B, Section 6(j), of the Restated Certificate shall be amended and restated to read in its entirety as follows:

“(j) incur indebtedness in a principal amount exceeding \$5,000,000, unless otherwise approved by the Corporation’s Board of Directors;”

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

(Signature page follows)

**IN WITNESS WHEREOF**, the undersigned has caused this Certificate of Amendment to the Restated Certificate to be duly executed as of the 8th day of April, 2020.

**NEXTROLL, INC.**

/s/ Toby Gabriner

Name: Toby Gabriner

Title: Chief Executive Officer