

**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 July 30, 2008.
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 which the Corporation is authorized to issue is thirteen million nine hundred twenty three thousand five hundred seventy three (13,923,573) shares, each with a par value of \$0.001 per share. Ten million (10,000,000) shares shall be Common Stock and three million nine hundred twenty three thousand five hundred seventy three (3,923,573) 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 three million nine hundred twenty three thousand five hundred seventy three (3,923,573) shares. The rights, preferences, privileges, and restrictions granted to and imposed on the Series A Preferred Stock are as set forth below in this Article IV(B).”

- c. deleting the text of Article IV, Section B(4)(d)(i)(B)(2) in its entirety and replacing it with the following:

“(2) Up to 1,699,584 shares of Common Stock issued or issuable to employees, consultants or directors of the Corporation pursuant to the Corporation’s 2007 Stock Option Plan approved by the Board of Directors of the Corporation including, until such time as Aaron Bell is replaced on the Board, the Series A Director;”

- d. deleting the text of Article IV, Section B(4)(d)(i)(B)(4) in its entirety and replacing it with the following:

“(4) Shares of Common Stock issuable upon conversion or exercise of convertible or exercisable securities outstanding as of November 8, 2010 including, without limitation, warrants, notes or options;” and

- e. moving the currently existing text in Article IV, Section B(6)(j) in its entirety to a new Section (B)(6)(k) and inserting the following text as a new Section B(6)(j):

“(j) issue any additional shares of Series A Preferred Stock after the date of filing of this Certificate of Amendment other than: (i) pursuant to the Bridge Loan Agreement dated on or about November 8, 2010 or upon conversion of the notes issued thereunder, (ii) upon exercise of the warrants exercisable for 308,938 shares of Series A Preferred Stock issued to certain of the stockholders of the Company pursuant to a Convertible Note and Warrant Purchase Agreement dated March 19, 2007, or (iii) upon exercise of the warrant exercisable for shares of Series A Preferred Stock issued to Venture Lending & Leasing V, Inc., pursuant to a Loan and Security Agreement dated April 2, 2009; or”

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 8th day of November, 2010.

SEMANTIC SUGAR, INC.,
a Delaware corporation

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