

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Ingenio, Inc.		05/08/2012	CORPORATION: DELAWARE

<b>RECEIVING PARTY DATA</b>	
Name:	Ingenio LLC
Street Address:	1209 Orange Street
Internal Address:	Corporation Trust Center
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801
Entity Type:	CORPORATION: DELAWARE

<b>PROPERTY NUMBERS Total: 6</b>		
Property Type	Number	Word Mark
Registration Number:	3022886	INGENIO
Registration Number:	2428234	KEEN
Registration Number:	2614663	KEEN
Registration Number:	2655840	KEEN
Registration Number:	3243780	ETHER
Registration Number:	2629915	KEEN

<b>CORRESPONDENCE DATA</b>	
Fax Number:	
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
Email:	jarkowitz@kilpatricktownsend.com
Correspondent Name:	Jennifer Arkowitz
Address Line 1:	Two Embarcadero Center, 8th Floor
Address Line 4:	San Francisco, CALIFORNIA 94111

OP \$165.00 3022886

ATTORNEY DOCKET NUMBER:	94564-870432
NAME OF SUBMITTER:	Jennifer Arkowitz
Signature:	/Jennifer Arkowitz/
Date:	04/26/2013

**Total Attachments: 34**

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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INGENIO LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF OCTOBER, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "INGENIO LLC" WAS FORMED ON THE TWENTY-FIFTH DAY OF MAY, A.D. 1999.

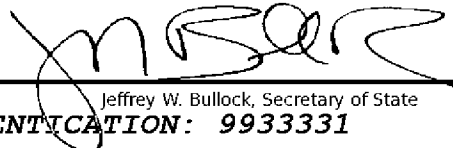
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

3048140 8300

121151825



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9933331

DATE: 10-22-12

TRADEMARK  
REEL: 005015 FRAME: 0454

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "INGENIO LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE SECOND DAY OF DECEMBER, A.D. 2004, AT 11:19 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE SIXTEENTH DAY OF NOVEMBER, A.D. 2007, AT 6:55 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE FIFTH DAY OF DECEMBER, A.D. 2007, AT 8:06 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TENTH DAY OF DECEMBER, A.D. 2007, AT 8:47 O'CLOCK A.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE SEVENTH DAY OF APRIL, A.D. 2009, AT 4:46 O'CLOCK P.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "INGENIO, INC." TO "INGENIO LLC", FILED THE EIGHTH DAY OF MAY, A.D. 2012, AT 5:35 O'CLOCK P.M.

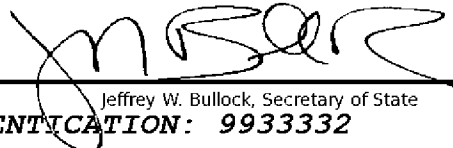
CERTIFICATE OF FORMATION, FILED THE EIGHTH DAY OF MAY, A.D.



3048140 8100X

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9933332

DATE: 10-22-12

TRADEMARK  
REEL: 005015 FRAME: 0455

# Delaware

PAGE 2

*The First State*


2012, AT 5:35 O'CLOCK P.M.



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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9933332

DATE: 10-22-12

TRADEMARK  
REEL: 005015 FRAME: 0456

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF INGENIO, INC.,  
a Delaware corporation

The undersigned, Mark Britto and John Somorjai, hereby certify that:

ONE: They are the duly elected and acting President and Secretary respectively, of said corporation.

TWO: The name of the corporation is Ingenio, Inc. and that the corporation was originally incorporated on May 25, 1999, pursuant to the General Corporation Law of Delaware under the name Ether.com, Inc.

THREE: The Certificate of Incorporation of said corporation shall be amended and restated to read in full as follows:

ARTICLE I

The name of this corporation is Ingenio, Inc.

ARTICLE II

The address of the registered office of this corporation in the State of Delaware is 3500 South Dupont Highway, in the City of Dover 19901, County of Kent. The name of its registered --agent at such address is Incorporating Services, Ltd.

ARTICLE III

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware (the "**General Corporation Law**").

ARTICLE IV

A. Classes of Stock. This corporation is authorized to issue two (2) classes of shares, designated "Common Stock" and "Preferred Stock". The total number of shares of Common Stock authorized to be issued is 57,956,005 shares, par value \$0.0001 per share. The total number of shares of Preferred Stock authorized to be issued is 30,043,995 shares, par value \$0.0001 per share, of which (i) 1,500,000 shares are designated Series A Preferred Stock, (ii) 7,484,094 shares are designated Series B Preferred Stock, (iii) 6,990,192 shares are designated Series C Preferred Stock, (iv) 301,847 shares are designated Series D Preferred Stock, (v) 5,600,000 shares are designated Series E Preferred Stock, (vi) 5,917,862 shares are designated Series F Preferred Stock, (vii) 1,250,000 shares are designated Series X-1 Preferred Stock, and (viii) 1,000,000 shares shall remain undesignated.

B. Designation of Additional Series of Preferred Stock. The Board of Directors is authorized, subject to any limitations prescribed by the applicable law of the State of Delaware, to provide for the issuance of the undesignated shares of Preferred Stock in one or more series, and, by filing a Certificate of Designation pursuant to the applicable law of the State of

Delaware, to establish from the number of shares to be included in each such series and to fix the designation, and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, and to increase (but not above the total number of authorized shares of the class) or decrease the number of shares of any such series (but not below the number of shares of such series then outstanding); provided, however, that (i) any action of the Board of Directors pursuant to this Article IV(B) must be approved by the unanimous vote or consent of all members serving on the Board of Directors (as the Board of Directors is constituted at the time of its approval of such action) and (ii) any series of Preferred Stock established pursuant to this Article IV(B) shall have dividend, liquidation, redemption, voting, and conversion rights that are no more favorable than those accorded to the Series X-1 Preferred Stock pursuant to this Amended and Restated Certificate of Incorporation. Any shares of a series of Preferred Stock established pursuant to this Article IV(B) are sometimes hereinafter referred to as “*Shelf Shares*”. The number of authorized shares of Preferred Stock may also be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the corporation entitled to vote, unless a vote of any other holders is required pursuant to a Certificate or Certificates establishing a series of Preferred Stock. Except as otherwise expressly provided in any Certificate of Designation designating any series of Preferred Stock pursuant to the foregoing provisions of this Article IV or in this Amended and Restated Certificate of Incorporation, any new series of Preferred Stock may be designated, fixed and determined as provided herein by the Board of Directors without approval of the holders of Common Stock or the holders of Preferred Stock, or any series thereof

C. Rights, Preferences and Restrictions of Preferred Stock. The rights, preferences, privileges, and restrictions granted to and imposed on the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock and Series X-1 Preferred Stock (collectively, the “*Series Preferred*”) are as set forth below in this Article IV(C).

1. Dividend Provisions. The holders of shares of Series Preferred shall be entitled to receive dividends, out of any assets legally available therefor, prior and in preference to any declaration or payment of any dividend (payable other than in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock of this corporation) on the Common Stock of this corporation, at the rate of (i) in the case of the Series A Preferred Stock, \$0.0267 per share per annum (as adjusted for any stock splits, stock dividends, recapitalizations or the like), (ii) in the case of the Series B Preferred Stock, \$0.08 per share per annum (as adjusted for any stock splits, stock dividends, recapitalizations or the like), (iii) in the case of the Series C Preferred Stock, \$0.66 per share per annum (as adjusted for any stock splits, stock dividends, recapitalizations or the like), (iv) in the case of the Series D Preferred Stock, \$0.66 per share per annum (as adjusted for any stock splits, stock dividends, recapitalizations or the like), (v) in the case of Series E Preferred Stock, \$1.00 per share per annum (as adjusted for any stock splits, stock dividends, recapitalizations or the like), (vi) in the case of Series F Preferred Stock, \$0.088 per share per annum (as adjusted for any stock splits, stock dividends, recapitalizations or the like) and (vii) in the case of Series X-1 Preferred Stock, \$0.24 per share per annum (as adjusted for any stock splits, stock dividends, recapitalizations or the like). After such dividends are declared and paid upon the shares of the Series Preferred, dividends may be declared and paid on the Common Stock if at the same time equivalent dividends are declared and paid to holders of Series

Preferred (such dividends to be paid as determined on a per annum basis and an as converted basis for the Series Preferred), payable when, as and if declared by the Board of Directors. Such dividends shall not be cumulative. Declared but unpaid dividends with respect to a share of Series Preferred shall, upon conversion of such share to Common Stock, be paid to the extent assets are legally available therefor either in cash or in Common Stock (valued at the fair market value on the date of payment as determined in good faith by the Board of Directors of this corporation). Any amounts for which assets are not legally available shall be paid promptly as assets become legally available therefor.

## 2. Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of this corporation, either voluntary or involuntary, the holders of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series E Preferred Stock, Series F Preferred Stock and Series X-1 Preferred Stock shall be entitled to receive, on a pari passu basis, prior and in preference to any distribution of any of the assets of this corporation to the holders of Series D Preferred Stock and Common Stock by reason of their ownership thereof, (A) in the case of the Series A Preferred Stock, an amount per share equal to the sum of (i) \$0.333 (as adjusted for any stock splits, stock dividends, recapitalizations or the like) for each outstanding share of Series A Preferred Stock (the "**Original Series A Issue Price**") and (ii) an amount equal to declared but unpaid dividends on such share, (B) in the case of the Series B Preferred Stock, an amount per share equal to the sum of (i) \$0.97 (as adjusted for any stock splits, stock dividends, recapitalizations or the like) for each outstanding share of Series B Preferred Stock (the "**Original Series B Issue Price**") and (ii) an amount equal to declared but unpaid dividends on such share, (C) in the case of the Series C Preferred Stock, an amount per share equal to the sum of (i) \$8.26 (as adjusted for any stock splits, stock dividends, recapitalizations or the like) for each outstanding share of Series C Preferred Stock (the "**Original Series C Issue Price**") and (ii) an amount equal to declared but unpaid dividends on such share, (D) in the case of the Series E Preferred Stock, an amount per share equal to the sum of (i) \$12.50 (as adjusted for any stock splits, stock dividends, recapitalizations or the like) for each outstanding share of Series E Preferred Stock (the "**Original Series E Issue Price**") and (ii) an amount equal to declared but unpaid dividends on such share, (E) in the case of the Series F Preferred Stock, an amount per share equal to the sum of (i) the product (as adjusted for any stock splits, stock dividends, recapitalizations or the like) of (a) \$1.10 for each outstanding share of Series F Preferred Stock (the "**Original Series F Issue Price**") and (b) 2.573 and (ii) an amount equal to declared but unpaid dividends on such share, and (F) in the case of the Series X-1 Preferred Stock, an amount per share equal to the sum of (i) \$3.00 (as adjusted for any stock splits, stock dividends, recapitalizations or the like) for each outstanding share of Series X-1 Preferred Stock (the "**Original Series X-1 Issue Price**") and (ii) an amount equal to declared but unpaid dividends on such share. If upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series E Preferred Stock, Series F Preferred Stock and Series X-1 Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire assets and funds of this corporation legally available for distribution shall be distributed ratably among the holders of the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series E Preferred Stock, Series F Preferred Stock and Series X-1



Preferred Stock so that each holder receives the same percentage of the applicable preferential amount.

(b) Upon the completion of the distribution required by subparagraph (a) of this Section 2, all of the remaining assets of this corporation available for distribution to stockholders shall be distributed among the holders of the Series D Preferred Stock and Common Stock pro rata based on the number of shares of Common Stock held by each such holder (or in the case of the Series D Preferred Stock, the number of shares of Common Stock such Series D Preferred Stock could then be converted into), until with respect to the holders of the Series D Preferred Stock, such holders shall have received an aggregate amount per share equal to the sum of (i) \$8.26 (as adjusted for any stock splits, stock dividends, recapitalizations or the like) (the "**Original Series D Issue Price**"), and (ii) an amount equal to declared but unpaid dividends on such share. Thereafter, if assets remain in the corporation, the holders of the Common Stock of this corporation shall receive all of the remaining assets of this corporation pro rata based on the number of shares of Common Stock held by each.

(c) (i) For purposes of this Section 2, a liquidation, dissolution or winding up of this corporation shall be deemed to be occasioned by, or to include (A) the acquisition of this corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) that results in the transfer of fifty percent (50%) or more of the outstanding voting power of this corporation; or (B) a sale of all or substantially all of the assets of this corporation.

(ii) In any of such events, if the consideration received by this corporation is other than cash, its value will be deemed its fair market value as determined in good faith by the Board of Directors of this corporation. 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 National Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange over the thirty (30) day period ending three (3) days prior to the closing;

(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 thirty (30) day period ending three (3) days prior to the closing; and

(3) If there is no active public market, the value shall be the fair market value thereof, as mutually determined by this corporation and the holders of at least a majority of the voting power of all then outstanding shares of Preferred Stock.

(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 a majority of the voting power of all then outstanding shares of such Preferred Stock.

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

(A) cause such closing 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 Series Preferred 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(c)(iv) hereof.

(iv) This corporation shall give each holder of record of Series Preferred written notice of such impending transaction 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 such periods may be shortened upon the written consent of the holders of Preferred Stock that are entitled to such notice rights or similar notice rights and that represent at least a majority of the voting power of all then outstanding shares of such Preferred Stock but in no event will such notice periods be shortened to less than two (2) days.

3. Redemption. None of the Series Preferred is redeemable.

4. Conversion. The holders of the Series Preferred shall have conversion rights as follows (the "**Conversion Rights**"):

(a) Right to Convert. Each share of Series Preferred shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of this corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the original issue price for such series (as adjusted for any subsequent stock splits, stock dividends, recapitalizations or the like) by the Conversion Price applicable to such share, determined as hereafter provided (the "**Conversion Price**"), in effect on the date the certificate is surrendered for conversion. The initial Conversion Price per share for shares of Series A Preferred Stock shall be the Original Series A Issue Price, the initial Conversion Price per share for shares of Series B Preferred Stock shall be the Original Series B Issue Price, the initial Conversion Price per share for shares of Series C Preferred Stock shall be the Original Series C Issue Price, the initial Conversion Price per share for shares of Series D Preferred Stock shall be the Original

Series D Issue Price, the initial Conversion Price per share for shares of Series E Preferred Stock shall be the Original Series E Issue Price, the initial Conversion Price per share for the shares of Series F Preferred Stock shall be the Original Series F Issue Price, and the initial Conversion Price per share for the shares of Series X-1 Preferred Stock shall be the Original Series X-1 Issue Price; provided, however, that the Conversion Price for the Series Preferred shall be subject to adjustment as set forth in subsection 4(d).

(b) Automatic Conversion. Each share of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series X-1 Preferred Stock shall automatically be converted into shares of Common Stock at the Conversion Price at the time in effect for such series immediately upon this corporation's sale of its Common Stock in an underwritten public offering of this corporation's Common Stock pursuant to a registration statement under the Securities Act of 1933, as amended, the public offering price of which was not less than \$25,000,000 in the aggregate and \$12.50 per share (as adjusted for any subsequent stock splits, stock dividends, recapitalizations or the like) (a "Qualified IPO"). Each share of Series F Preferred Stock shall automatically be converted into shares of Common Stock at the Conversion Price at the time in effect for Series F Preferred Stock upon the earlier of (i) this corporation's sale of its Common Stock in a firm commitment underwritten public offering pursuant to a registration statement of Form S-1 or Form SB-2 under the Securities Act of 1933, as amended or (ii) the date specified by written consent or agreement of the holders of a majority of the then outstanding shares of Series F Preferred Stock.

(c) Mechanics of Conversion. Before any holder of Series Preferred shall be entitled to convert the same into shares of Common Stock, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of this corporation or of any transfer agent for the Series Preferred, and shall give written notice to this corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. This corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series Preferred, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series Preferred to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date. If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act of 1933, as amended, pursuant to Section 4(b) above, the conversion may, at the option of any holder tendering Series Preferred for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive the Common Stock upon conversion of the Series Preferred shall not be deemed to have converted such Series Preferred until immediately prior to the closing of such sale of securities.

(d) Conversion Price Adjustments of Preferred Stock for Certain Dilutive Issuances, Splits and Combinations. The Conversion Price of the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E

Preferred Stock and Series F Preferred Stock shall be subject to adjustment from time to time as follows:

(i) (A) If this corporation shall issue, after the date upon which any shares of Series E Preferred Stock were first issued (the "*Purchase Date*"), any Additional Stock (as defined below) without consideration or for a consideration per share less than the Conversion Price for the Series E Preferred Stock in effect immediately prior to the issuance of such Additional Stock, the Conversion Price for the Series E Preferred Stock in effect immediately prior to each such issuance shall forthwith (except as otherwise provided in this clause (i)) be adjusted to a price determined by multiplying such Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such issuance (including shares of Common Stock deemed to be issued pursuant to subsection 4(d)(i)(E)(1) or (2)) plus the number of shares of Common Stock that the aggregate consideration received by this corporation for such issuance would purchase at such Conversion Price; and the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to such issuance (including shares of Common Stock deemed to be issued pursuant to subsection 4(d)(i)(E)(1) or (2)) plus the number of shares of such Additional Stock.

(B) No adjustment of the Conversion Price for the Series E Preferred Stock shall be made in an amount less than one cent per share, provided that any adjustments that are not required to be made by reason of this sentence shall be carried forward and shall be either taken into account in any subsequent adjustment made prior to three (3) years from the date of the event giving rise to the adjustment being carried forward, or shall be made at the end of three (3) years from the date of the event giving rise to the adjustment being carried forward. Except to the limited extent provided for in subsections (E)(3) and (E)(4), no adjustment of such Conversion Price pursuant to this subsection 4(d)(i) shall have the effect of increasing the Conversion Price above the Conversion Price in effect immediately prior to such adjustment.

(C) In the case of the issuance of Common Stock for cash, the consideration shall be deemed to be the amount of cash paid therefor before deducting any reasonable discounts, commissions or other expenses allowed, paid or incurred by this corporation for any underwriting or otherwise in connection with the issuance and sale thereof.

(D) In the case of the issuance of the Common Stock for a consideration in whole or in part other than cash, the consideration other than cash shall be deemed to be the fair value thereof as determined by the Board of Directors irrespective of any accounting treatment.

(E) In the case of the issuance (whether before, on or after the Purchase Date) of options to purchase or rights to subscribe for Common Stock, securities by their terms convertible into or exchangeable for Common Stock or options to purchase or rights to subscribe for such convertible or exchangeable securities, the following provisions shall apply for all purposes of this subsection 4(d)(i) and subsection 4(d)(ii):

(1) The aggregate maximum number of shares of Common Stock deliverable upon exercise (assuming the satisfaction of any conditions to exercisability, including without limitation, the passage of time, but without taking into account potential antidilution adjustments) of such options to purchase or rights to subscribe for Common Stock shall be deemed to have been issued at the time such options or rights were issued and for a consideration equal to the consideration (determined in the manner provided in subsections 4(d)(i)(C) and (d)(i)(D)), if any, received by this corporation upon the issuance of such options or rights plus the minimum exercise price provided in such options or rights (without taking into account potential antidilution adjustments) for the Common Stock covered thereby.

(2) The aggregate maximum number of shares of Common Stock deliverable upon conversion of or in exchange (assuming the satisfaction of any conditions to convertibility or exchangeability, including, without limitation, the passage of time, but without taking into account potential antidilution adjustments) for any such convertible or exchangeable securities or upon the exercise of options to purchase or rights to subscribe for such convertible or exchangeable securities and subsequent conversion or exchange thereof shall be deemed to have been issued at the time such securities were issued or such options or rights were issued and for a consideration equal to the consideration, if any, received by this corporation for any such securities and related options or rights (excluding any cash received on account of accrued interest or accrued dividends), plus the minimum additional consideration, if any, to be received by this corporation (without taking into account potential antidilution adjustments) upon the conversion or exchange of such securities or the exercise of any related options or rights (the consideration in each case to be determined in the manner provided in subsections 4(d)(i)(C) and (d)(i)(D)).

(3) In the event of any change in the number of shares of Common Stock deliverable or in the consideration payable to this corporation upon exercise of such options or rights or upon conversion of or in exchange for such convertible or exchangeable securities, including, but not limited to, a change resulting from the antidilution provisions thereof (unless such options or rights or convertible or exchangeable securities were merely deemed to be included in the numerator and denominator for purposes of determining the number of shares of Common Stock outstanding for purposes of subsection 4(d)(i)(A)), the Conversion Price of the Series E Preferred Stock, to the extent in any way affected by or computed using such options, rights or securities, shall be recomputed to reflect such change, but no further adjustment shall be made for the actual issuance of Common Stock or any payment of such consideration upon the exercise of any such options or rights or the conversion or exchange of such securities.

(4) Upon the expiration of any such options or rights, the termination of any such rights to convert or exchange or the expiration of any options or rights related to such convertible or exchangeable securities, the Conversion Price of the Series E Preferred Stock, to the extent in any way affected by or computed using such options, rights or securities or options or rights related to such securities (unless such options or rights were merely deemed to be included in the numerator and denominator for purposes of determining the number of shares of Common Stock outstanding for purposes of subsection 4(d)(i)(A)), shall be recomputed to reflect the issuance of only the number of shares of Common Stock (and convertible or exchangeable securities that remain in effect) actually issued upon the

exercise of such options or rights, upon the conversion or exchange of such securities or upon the exercise of the options or rights related to such securities.

(5) The number of shares of Common Stock deemed issued and the consideration deemed paid therefor pursuant to subsections 4(d)(i)(E)(1) and (2) shall be appropriately adjusted to reflect any change, termination or expiration of the type described in either subsection 4(d)(i)(E)(3) or (4).

(ii) "**Additional Stock**" shall mean any shares of Common Stock issued (or deemed to have been issued pursuant to subsection 4(d)(i)(E)) by this corporation after the Purchase Date other than:

(A) Common Stock issued pursuant to a transaction described in subsection 4(d)(iii) hereof;

(B) shares of Common Stock issuable or issued to employees, consultants or directors (if in transactions with primarily non-financing purposes) of this corporation directly or pursuant to a stock option plan, restricted stock plan or other agreement, in each case approved by the Board of Directors of this corporation;

(C) shares of Common Stock, Preferred Stock, warrants or other securities issued to persons or entities with which the Company has business relationships provided such issuances are for other than primarily equity financing purposes approved by the Board of Directors of this corporation;

(D) shares of Common Stock issued pursuant to a Qualified IPO;

(E) shares of Common Stock or Preferred Stock issued in connection with a bona fide business acquisition of or by the Company, whether by merger, consolidation, sale of assets, sale or exchange of stock or otherwise; or

(F) shares of Common Stock issued in connection with the LiveAdvice Employee Incentive Plan, a copy of which will be provided to each stockholder of the corporation upon written request therefor.

(iii) In the event this corporation should at any time or from time to time after the Purchase Date fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (hereinafter referred to as "**Common Stock Equivalents**") without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Conversion Price of the Series Preferred shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such

increase of the aggregate of shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents.

(iv) If the number of shares of Common Stock outstanding at any time after the Purchase Date is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Conversion Price for the Series Preferred shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in outstanding shares.

(e) Other Distributions. In the event this corporation shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by this corporation or other persons, assets (excluding cash dividends) or options or rights not referred to in subsection 4(d)(iii), then, in each such case for the purpose of this subsection 4(e), the holders of the Series Preferred shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of this corporation into which their shares of Series Preferred are convertible as of the record date fixed for the determination of the holders of Common Stock of this corporation entitled to receive such distribution.

(f) Recapitalizations. If at any time or from time to time there shall be a recapitalization of the Common Stock (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this Section 4 or in Section 2) provision shall be made so that the holders of the Series Preferred shall thereafter be entitled to receive upon conversion of the Series Preferred the number of shares of stock or other securities or property of the Company or otherwise, to which a holder of Common Stock deliverable upon conversion would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 4 with respect to the rights of the holders of the Series Preferred after the recapitalization to the end that the provisions of this Section 4 (including adjustment of the Conversion Price then in effect and the number of shares purchasable upon conversion of the Series Preferred) shall be applicable after that event as nearly equivalent as may be practicable.

(g) No Impairment. This corporation will not, without the appropriate vote of the stockholders under the General Corporation Law or Section 6 of this Article IV(C), by amendment of its Amended and Restated Certificate of Incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by this corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 4 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series Preferred against impairment.

(h) No Fractional Shares and Certificate as to Adjustments.

(i) No fractional shares shall be issued upon the conversion of any share or shares of the Series Preferred, and the number of shares of Common Stock to be

issued shall be rounded to the nearest whole share. Whether or not fractional shares are issuable upon such conversion shall be determined on the basis of the total number of shares of Series Preferred the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

(ii) Upon the occurrence of each adjustment or readjustment of the Conversion Price of Series Preferred pursuant to this Section 4, this corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Series Preferred a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. This corporation shall, upon the written request at any time of any holder of Series Preferred, furnish or cause to be furnished to such holder a like certificate setting forth (A) such adjustment and readjustment, (B) the Conversion Price for such series of Preferred Stock at the time in effect, and (C) the number of shares of Common Stock and the amount, if any, of other property that at the time would be received upon the conversion of a share of Series Preferred.

(i) Notices of Record Date. In the event of any taking by this corporation 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 (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, this corporation shall mail to each holder of Series Preferred, at least twenty (20) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.

(j) Reservation of Stock Issuable Upon Conversion. This corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series Preferred, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series Preferred; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series Preferred, in addition to such other remedies as shall be available to the holder of such Preferred Stock, this corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this certificate.

(k) Notices. Any notice required by the provisions of this Section 4 to be given to the holders of shares of Series Preferred shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of this corporation.



5. Voting Rights.

(a) General Voting Rights. The holder of each share of Series Preferred shall have the right to one vote for each share of Common Stock into which such Series Preferred could then be converted, and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled, notwithstanding any provision hereof, to notice of any stockholders' meeting in accordance with the bylaws of this corporation, and shall be entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of Series Preferred held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

(b) Voting for the Election of Directors. The authorized number of members of the Board of Directors shall be set at six (6). As long as three million (3,000,000) or more of the shares of Series B Preferred Stock originally issued remain outstanding (subject to appropriate adjustment for any stock split, reverse stock split, stock dividend, recapitalization or similar transaction), the holders of such shares of Series B Preferred Stock shall be entitled to elect one (1) member of the Board of Directors of this corporation at each annual (or special) election of directors. As long as two million (2,000,000) or more of the shares of Series F Preferred Stock originally issued remain outstanding (subject to appropriate adjustment for any stock split, reverse stock split, stock dividend, recapitalization or similar transaction), the holders of such shares of Series F Preferred Stock shall be entitled to elect one (1) member of the Board of Directors of this corporation at each annual (or special) election of directors. The remaining members of the Board of Directors of this corporation shall be elected at each annual (or special) election of directors as follows: (i) the holders of shares of outstanding Common Stock shall be entitled to elect two (2) members of the Board of Directors of this corporation at each annual (or special) election of directors and (ii) each additional member of the Board of Directors, if any, shall be elected by the vote of the holders of Series Preferred and Common Stock (voting together as a single class and not as a separate series, and, with respect to the Series Preferred, on an as, converted basis).

In the case of any vacancy (other than a vacancy caused by removal) in the office of a director occurring among the directors elected by the holders of a class or series of stock pursuant to this Section 5(b), the remaining directors so elected by that class or series may by affirmative vote of a majority thereof, elect a successor or successors to hold office for the unexpired term of the director or directors whose place or places shall be vacant. Any director who shall have been elected by the holders of a class or series of stock or by any directors so elected as provided in the immediately preceding sentence hereof may be removed during the aforesaid term of office, either with or without cause, by, and only by, the affirmative vote of the holders of the shares of the class or series of stock entitled to elect such director or directors, given either at a special meeting of such stockholders duly called for that purpose or pursuant to a written consent of stockholders, and any vacancy thereby created may be filled by the affirmative vote of the majority of the holders of that class or series of stock represented at the meeting or pursuant to unanimous written consent.

6. Protective Provisions.

(a) So long as any shares of Series Preferred are outstanding, this corporation shall not without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the then outstanding shares of Series Preferred (voting together as a single class and not as separate series, and on an as-converted basis):

(i) sell, convey, or otherwise dispose of all or substantially all of its property or business or, merge into or consolidate with any other corporation (other than a wholly-owned subsidiary corporation) or effect any transaction or series of related transactions in which more than fifty percent (50%) of the voting power of this corporation is disposed of

(ii) alter or change the rights, preferences or privileges of the shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock or Series X-1 Preferred Stock so as to affect adversely the shares;

(iii) increase the total number of authorized shares of Common Stock or Preferred Stock;

(iv) authorize or issue, or obligate itself to authorize or issue shares of any class of stock (other than Shelf Shares) or any other security convertible into or exercisable for shares of any class of stock (other than Shelf Shares) having rights, preferences or privileges equal or superior to the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock or Series X-1 Preferred Stock with respect to voting, dividend, redemption or liquidation rights;

(v) declare or pay any dividends on the Common Stock, cancel or modify dividends on the Preferred Stock which have accrued or been declared but have not been paid, or redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any share or shares of Preferred Stock or Common Stock; provided, however, that this restriction shall not apply to the repurchase of shares of Common Stock from employees, officers, directors, consultants or other persons performing services for this corporation or any subsidiary pursuant to agreements under which this corporation has the option to repurchase such shares at cost or at cost upon the occurrence of certain events, such as the termination of employment; or

(vi) change the authorized number of directors of this corporation.

7. Status of Converted Stock. In the event any shares of Series Preferred shall be converted pursuant to Section 4 hereof, the shares so converted shall be cancelled and shall not be issuable by this corporation. The Amended and Restated Certificate of Incorporation of this corporation shall be appropriately amended to effect the corresponding reduction in this corporation's authorized capital stock.

D. Common Stock.

1. Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of this corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. Upon the liquidation, dissolution or winding up of this corporation, the assets of this corporation shall be distributed as provided in Section 2 of Article IV(C) hereof.

3. Redemption. The Common Stock is not redeemable.

4. Voting Rights. The holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of this corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

ARTICLE V

Except as otherwise provided in this Amended and Restated Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of this corporation.

ARTICLE VI

The number of directors of this corporation shall be fixed from time to time by a bylaw or amendment thereof duly adopted by the Board of Directors or by the stockholders, subject to Section 6(a)(vi) or Article IV(C) hereof.

ARTICLE VII

Elections of directors need not be by written ballot unless the Bylaws of this corporation shall so provide.

ARTICLE VIII

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of this corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of this corporation.

ARTICLE IX

A director of this corporation shall, to the fullest extent permitted by the General Corporation Law as it now exists or as it may hereafter be amended, not be personally liable to

this corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to this corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law is amended, after approval by the stockholders of this Article, to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law, as so amended.

Any amendment, repeal or modification of this Article IX, or the adoption of any provision of this Amended and Restated Certificate of Incorporation inconsistent with this Article IX, by the stockholders of this corporation shall not apply to or adversely affect any right or protection of a director of this corporation existing at the time of such amendment, repeal, modification or adoption.

#### ARTICLE X

To the fullest extent permitted by applicable law, this corporation is authorized to provide indemnification of (and advancement of expenses to) agents of this corporation (and any other persons to which General Corporation Law permits this corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law, subject only to limits created by applicable General Corporation Law (statutory or non-statutory), with respect to actions for breach of duty to this corporation, its stockholders, and others.

Any amendment, repeal or modification of the foregoing provisions of this Article X shall not adversely affect any right or protection of a director, officer, agent, or other person existing at the time of, or increase the liability of any director of this corporation with respect to any acts or omissions of such director, officer or agent occurring prior to, such amendment, repeal or modification.

#### ARTICLE XI

This corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

\* \* \*

FOUR: The foregoing Amended and Restated Certificate of Incorporation has been duly adopted by this corporation's Board of Directors and stockholders in accordance with the provisions of Section 228, 242 and 245 of the General Corporation Law.

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Incorporation on December 1, 2004.

/s/ Mark Britto

Mark Britto,  
President

**CERTIFICATE OF AMENDMENT**

**OF**

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

**OF**

**INGENIO, INC.**

Ingenio, Inc., a Delaware corporation, does hereby certify that the following amendment to the corporation's Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, with the approval of such amendment by the corporation's stockholders having been given by written consent without a meeting in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware:

Article IV(C)(1) of the corporation's Amended and Restated Certificate of Incorporation is amended to read in its entirety as follows:

"1. Dividend Provisions. Except for any distribution or dividend of shares of common stock, par value \$0.0001 per share, of NF Entertainment, Inc., a Delaware corporation ("*NF*") held by this corporation (the "*NF Spin-Off Shares*"), the holders of shares of Series Preferred shall be entitled to receive dividends, out of any assets legally available therefor, prior and in preference to any declaration or payment of any dividend (payable other than in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock of this corporation) on the Common Stock of this corporation, at the rate of (i) in the case of the Series A Preferred Stock, \$0.0267 per share per annum (as adjusted for any stock splits, stock dividends, recapitalizations or the like), (ii) in the case of the Series B Preferred Stock, \$0.08 per share per annum (as adjusted for any stock splits, stock dividends, recapitalizations or the like), (iii) in the case of the Series C Preferred Stock, \$0.66 per share per annum (as adjusted for any stock splits, stock dividends, recapitalizations or the like), (iv) in the case of the Series D Preferred Stock, \$0.66 per share per annum (as adjusted for any stock splits, stock dividends, recapitalizations or the like), (v) in the case of Series E Preferred Stock, \$1.00 per share per annum (as adjusted for any stock splits, stock dividends, recapitalizations or the like), (vi) in the case of Series F Preferred Stock, \$0.088 per share per annum (as adjusted for any stock splits, stock dividends, recapitalizations or the like) and (vii) in the case of Series X-1 Preferred Stock, \$0.24 per share per annum (as adjusted for any stock splits, stock

dividends, recapitalizations or the like). Other than with respect to the NF Spin-Off (as defined below), after such dividends are declared and paid upon the shares of the Series Preferred, dividends may be declared and paid on the Common Stock if at the same time equivalent dividends are declared and paid to holders of Series Preferred (such dividends to be paid as determined on a per annum basis and an as converted basis for the Series Preferred), payable when, as and if declared by the Board of Directors. Such dividends shall not be cumulative. Declared but unpaid dividends with respect to a share of Series Preferred shall, upon conversion of such share to Common Stock, be paid to the extent assets are legally available therefor either in cash or in Common Stock (valued at the fair market value on the date of payment as determined in good faith by the Board of Directors of this corporation). Any amounts for which assets are not legally available shall be paid promptly as assets become legally available therefor.

Any distribution or dividend of the NF Spin-Off Shares shall be payable, out of funds legally available therefor, when, as and if declared by the Board of Directors, on a pro rata basis among the holders of the Common Stock and Series Preferred (on an as-converted to common stock basis) (each such dividend or distribution, the "*NF Spin-Off*").

The NF Spin-Off shall not be considered or deemed to be a "stock dividend" or a "recapitalization" as such terms are used in this Amended and Restated Certificate of Incorporation."

Article IV(C)(2)(c)(i) of the corporation's Amended and Restated Certificate of Incorporation is amended to read in its entirety as follows:

(i) For purposes of this Section 2, a liquidation, dissolution or winding up of this corporation shall be deemed to be occasioned by, or to include (A) the acquisition of this corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation, but for the avoidance of doubt the NF Spin-Off is, for purposes of this Section 2, not related to any transaction or transactions that shall be or constitute an acquisition of this corporation by another entity) that results in the transfer of fifty percent (50%) or more of the outstanding voting power of this corporation; or (B) a sale of all or substantially all of the assets of this corporation.

Article IV(C)(4)(e) of the corporation's Amended and Restated Certificate of Incorporation is amended to read in its entirety as follows:

"(e) Other Distributions. In the event this corporation shall declare a distribution payable in securities of other persons (other than in connection with the NF Spin-Off, which shall be effected and treated as provided in Section 1 hereof), evidences of indebtedness issued by this corporation or other persons, assets (excluding cash dividends) or options

or rights not referred to in subsection 4(d)(iii), then, in each such case for the purpose of this subsection 4(e), the holders of the Series Preferred shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of this corporation into which their shares of Series Preferred are convertible as of the record date fixed for the determination of the holders of Common Stock of this corporation entitled to receive such distribution.”

Article IV(C)(4)(i) of the corporation’s Amended and Restated Certificate of Incorporation is amended to read in its entirety as follows:

“(i) Notices of Record Date. In the event of any taking by this corporation 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 (other than the NF Spin-Off), any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, this corporation shall mail to each holder of Series Preferred, at least twenty (20) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.”

Article IV(C)(6)(a)(v) of the corporation’s Amended and Restated Certificate of Incorporation is amended to read in its entirety as follows:

“(v) declare or pay any dividends on the Common Stock, cancel or modify dividends on the Preferred Stock which have accrued or been declared but have not been paid, or redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any share or shares of Preferred Stock or Common Stock; provided, however, that this restriction shall not apply to (1) the repurchase of shares of Common Stock from employees, officers, directors, consultants or other persons performing services for this corporation or any subsidiary pursuant to agreements under which this corporation has the option to repurchase such shares at cost or at cost upon the occurrence of certain events, such as the termination of employment, or (2) the NF Spin-Off; or”



IN WITNESS WHEREOF, said corporation has caused this Certificate of Amendment to be signed by its duly authorized officer this 16<sup>th</sup> day of November, 2007 and the foregoing facts stated herein are true and correct.

**INGENIO, INC.**

By:   
Ben Lyon, Assistant Secretary

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

(Pursuant to Section 242 of the General  
Corporation Law of the State of Delaware)

Ingenio, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "General Corporation Law"), hereby certifies that:

(1) Section 2 of Article IV.C of the Amended and Restated Certificate of Incorporation of this corporation, filed on December 2, 2004, as amended prior to the date hereof, shall be amended to add the following Section 2(d):

(d) **Certain Merger Transaction.** Notwithstanding the provisions set forth in subsections (a), (b) and (c) of this Section 2 or any other provision of this Amended and Restated Certificate of Incorporation, in the event that, pursuant to that certain Agreement and Plan of Merger by and among AT&T Yellow Pages Holdings, LLC, a Delaware limited liability company ("Parent"), Canary Acquisition Corporation, a Delaware corporation and wholly owned subsidiary of Parent, this corporation, and Steven Lurie, as the Stockholders' Representative, as it may be amended pursuant to its terms (the "Merger Agreement"), the Merger (as such term is defined in the Merger Agreement) is consummated, Sections 2(a), 2(b) and 2(c) above (including the notice requirement set forth in Section 2(c)(iv) above) shall not apply, and each stockholder of this corporation shall only be entitled to receive the Equity Merger Consideration (as such term is defined in the Merger Agreement) to be distributed to such stockholder pursuant to the Merger Agreement and, with respect to the Merger, this corporation shall not be required to give the notice referred to in Section 2(c)(iv) above. A copy of the Merger Agreement will be provided to each stockholder of this corporation upon written request therefor.

(2) This Certificate of Amendment to the Amended and Restated Certificate of Incorporation (this "Certificate of Amendment") has been duly adopted by the Board of Directors of this corporation in accordance with Section 242 of the General Corporation Law;

(3) This Certificate of Amendment has been duly approved by the stockholders of this corporation in accordance with Sections 228 and 242 of the General Corporation Law.

IN WITNESS WHEREOF, the corporation has caused this Certificate of Amendment to the Amended and Restated Certificate of Incorporation to be executed by a duly authorized officer on this 5th day of December, 2007.

Ingenio, Inc.

By: /s/ Ben Lyon  
Ben Lyon, Assistant Secretary

**CERTIFICATE OF MERGER  
OF  
CANARY ACQUISITION CORPORATION  
WITH AND INTO  
INGENIO, INC.**

(Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware)

Ingenio, Inc., a Delaware corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations are as follows:
  - (a) Canary Acquisition Corporation, a Delaware corporation; and
  - (b) Ingenio, Inc., a Delaware corporation.
2. An agreement and plan of merger (the "Agreement and Plan of Merger") has been approved, adopted, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation is Ingenio, Inc., a Delaware corporation (the "Surviving Corporation").
4. The Amended and Restated Certificate of Incorporation of Ingenio, Inc. shall be amended in its entirety to read as set forth on Exhibit A attached hereto and as amended shall constitute the Amended and Restated Certificate of Incorporation of the Surviving Corporation until thereafter amended in accordance with its terms and applicable law.
5. The executed Agreement and Plan of Merger is on file at the office of the Surviving Corporation at 201 Mission Street, Suite 200, San Francisco, California 94105.
6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.
7. This Certificate of Merger shall become effective at the time this Certificate of Merger is filed with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, this Certificate of Merger has been executed by the undersigned, a duly authorized officer of the Surviving Corporation, on behalf of the Surviving Corporation as of December 10, 2007.

Ingenio, Inc.

By: \_\_\_\_\_

Name: Mark Britto

Title: Chief Executive Officer

**Exhibit A**

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
INGENIO, INC.**

**ARTICLE 1**

The name of the corporation (hereinafter called the "Corporation") is Ingenio, Inc.

**ARTICLE 2**

The registered office of the Corporation is to be located at 2711 Centerville Road, Suite 400, in the City of Wilmington, in the County of New Castle. The name of its registered agent at that address is the Corporation Service Company.

**ARTICLE 3**

The purpose of the Corporation is to engage in any lawful act or activity, without limitation, for which a corporation may be organized under the DGCL.

**ARTICLE 4**

The total number of shares of all classes of stock which the Corporation shall have authority to issue is one thousand (1000) shares, which shall be designated as Common Stock, par value \$0.0001 per share.

**ARTICLE 5**

The election of directors need not be by written ballot unless the Bylaws so provide.

**ARTICLE 6**

The Board of Directors of the Corporation is authorized and empowered from time to time in its discretion to make, alter, amend or repeal Bylaws of the Corporation, except as such power may be restricted or limited by the DGCL.

**ARTICLE 7**

No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit. All references in this Article 7 to a director shall also be

deemed to refer to such other person or persons, if any, who, pursuant to a provision of the Certificate of Incorporation of the Corporation in accordance with subsection (a) of Section 141 of the DGCL, exercise or perform any of the powers or duties otherwise conferred or imposed upon the board of directors by the DGCL. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. Any repeal or modification of this paragraph by the stockholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

The Corporation shall, to the fullest extent permitted by the provisions of Section 145 of the DGCL, as the same may be amended and supplemented, indemnify past and present directors, and may indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

**STATE OF DELAWARE  
CERTIFICATE OF CHANGE  
OF REGISTERED AGENT AND/OR  
REGISTERED OFFICE**

The Board of Directors of Ingenio, Inc.,  
a Delaware Corporation, on this 6th day of  
April, A.D. 2009, do hereby resolve and order that the  
location of the Registered Office of this Corporation within this State be, and the  
same hereby is Corporation Trust Center  
1209 Orange Street, in the City of Wilmington,  
County of New Castle Zip Code 19801.

The name of the Registered Agent therein and in charge thereof upon whom  
process against this Corporation may be served, is THE CORPORATION TRUST COMPANY.

The Corporation does hereby certify that the foregoing is a true copy of a  
resolution adopted by the Board of Directors at a meeting held as herein stated.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be  
signed by an authorized officer, the 6th day of April,  
A.D., 2009.

By: /s/ Donna Bell  
Authorized Officer

Name: Donna Bell  
Print or Type

Title: Assistant Secretary



State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:35 PM 05/08/2012  
FILED 05:35 PM 05/08/2012  
SRV 120531307 - 3048140 FILE

**CERTIFICATE OF CONVERSION  
OF INGENIO, INC.  
FROM A CORPORATION TO A LIMITED LIABILITY COMPANY  
PURSUANT TO § 18-214 OF THE LIMITED LIABILITY ACT**

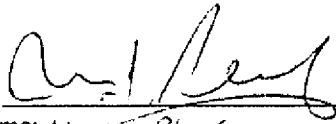
**MAY 8, 2012**

Pursuant to the provisions of § 18-214 of the Delaware Limited Liability Company Act, the undersigned hereby certifies:

1. The jurisdiction where the corporation first formed is Delaware.
2. The date the corporation first formed is May 25, 1999.
3. The name of the corporation immediately prior to filing this Certificate is Ingenio, Inc.
4. The name of the limited liability company as set forth in the Certificate of Formation is Ingenio LLC.

IN WITNESS WHEREOF, this Certificate of Conversion has been duly executed by the undersigned, as of the date first written above.

INGENIO, INC.

By   
Name: Mark Plock  
Title: President

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:35 PM 05/08/2012  
FILED 05:35 PM 05/08/2012  
SRV 120531307 - 3048140 FILE

**CERTIFICATE OF FORMATION  
OF  
INGENIO LLC**

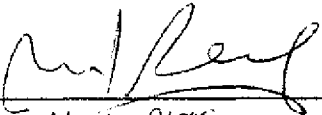
**MAY 8, 2012**

The undersigned, desiring to form a limited liability company pursuant to the Delaware Limited Liability Company Act, 6 Delaware Code, Chapter 18, hereby certifies as follows:

**FIRST:** The name of the limited liability company is Ingenio LLC.

**SECOND:** The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate of Formation as of the day first written above.

By:   
Name: Mark Platt  
Title: Authorized Person

*[Ingenio LLC DE Certificate of Formation – Signature Page]*