

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM355350

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
HealthTeacher, Inc.		09/10/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	GoNoodle, Inc.		
Street Address:	209 10th Avenue South		
Internal Address:	Suite 350		
City:	Nashville		
State/Country:	TENNESSEE		
Postal Code:	37203		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 17			
Property Type	Number	Word Mark	
Serial Number:	85557326	BE AWESOME	
Serial Number:	85683801	WE MAKE HEALTH AWESOME	
Serial Number:	86656118	BE AWESOME	
Serial Number:	86709890	GONOODLE	
Serial Number:	86709911	GONOODLE	
Serial Number:	86709907	GONOODLE	
Serial Number:	86709904	GONOODLE	
Serial Number:	86709872	GONOODLE	
Serial Number:	86709868	GONOODLE	
Serial Number:	86709849	GONOODLE	
Serial Number:	86709840	GONOODLE	
Registration Number:	2468591	HEALTHTEACHER	
Registration Number:	4286918	HEALTHTEACHER	
Registration Number:	4318822	AWESOME UPSTANDER	
Registration Number:	4393658	SEND HEALTH HOME	
Registration Number:	4314836	GONOODLE	
Registration Number:	3388591	HEALTHTEACHER	

OP \$440.00 85557326

CORRESPONDENCE DATA**Fax Number:** 6152446804*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.***Phone:** 615.850.8741**Email:** trademarkdocket@wallerlaw.com**Correspondent Name:** Robert P. Felber, Jr.**Address Line 1:** 511 Union Street**Address Line 2:** Suite 2700**Address Line 4:** NASHVILLE, TENNESSEE 37219**ATTORNEY DOCKET NUMBER:** 030928.55446 NAME CHANGE**NAME OF SUBMITTER:** Robert P. Felber, Jr.**SIGNATURE:** /Robert P. Felber, Jr./**DATE SIGNED:** 09/17/2015**Total Attachments: 32**

source=GoNoodle#page1.tif
source=GoNoodle#page2.tif
source=GoNoodle#page3.tif
source=GoNoodle#page4.tif
source=GoNoodle#page5.tif
source=GoNoodle#page6.tif
source=GoNoodle#page7.tif
source=GoNoodle#page8.tif
source=GoNoodle#page9.tif
source=GoNoodle#page10.tif
source=GoNoodle#page11.tif
source=GoNoodle#page12.tif
source=GoNoodle#page13.tif
source=GoNoodle#page14.tif
source=GoNoodle#page15.tif
source=GoNoodle#page16.tif
source=GoNoodle#page17.tif
source=GoNoodle#page18.tif
source=GoNoodle#page19.tif
source=GoNoodle#page20.tif
source=GoNoodle#page21.tif
source=GoNoodle#page22.tif
source=GoNoodle#page23.tif
source=GoNoodle#page24.tif
source=GoNoodle#page25.tif
source=GoNoodle#page26.tif
source=GoNoodle#page27.tif
source=GoNoodle#page28.tif
source=GoNoodle#page29.tif
source=GoNoodle#page30.tif
source=GoNoodle#page31.tif

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "HEALTHTEACHER, INC.", CHANGING ITS NAME FROM "HEALTHTEACHER, INC." TO "GONOODLE, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF SEPTEMBER, A.D. 2015, AT 10:02 O`CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

4029634 8100
SR# 20150070889

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 10023918
Date: 09-10-15

TRADEMARK
REEL: 005625 FRAME: 0129

FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

HEALTHTEACHER, INC.

HEALTHTEACHER, INC., a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "Corporation"), does hereby certify as follows:

FIRST: The original Certificate of Incorporation of the Corporation was filed with the Delaware Secretary of State on September 13, 2005 as FWI, Inc., and thereafter amended by a certain Certificate of Amendment filed with the Delaware Secretary of State on June 19, 2007, a Certificate of Amendment filed with the Delaware Secretary of State on July 23, 2007, an Amended and Restated Certificate of Incorporation filed with the Delaware Secretary of State on December 1, 2008, a Certificate of Amendment filed with the Delaware Secretary of State on September 10, 2009, a Second Amended and Restated Certificate of Incorporation filed with the Delaware Secretary of State on December 28, 2009, a Third Amended and Restated Certificate of Incorporation filed with the Delaware Secretary of State on June 16, 2011, a Certificate of Amendment filed with the Delaware Secretary of State on March 12, 2013, a Certificate of Amendment #2 filed with the Delaware Secretary of State on May 13, 2013 and a Certificate of Amendment #3 filed with the Delaware Secretary of State on February 5, 2015.

SECOND: This Fourth Amended and Restated Certificate of Incorporation has been duly adopted by the Board and Directors and stockholders of the Corporation in accordance with the provisions of Sections 228, 242 and 245 of the Delaware General Corporation Law. As required by Section 228 of the Delaware General Corporation Law, the Corporation has given prompt written notice of the amendments to the Certificate of Incorporation reflected in this Fourth Amended and Restated Certificate of Incorporation to all stockholders who did not consent in writing to these amendments.

THIRD: The Third Amended and Restated Certificate of Incorporation of the Corporation, as amended, is amended and restated in its entirety to read as follows:

ARTICLE ONE

The name of the corporation is **GoNoodle, Inc.** (the "Corporation").

ARTICLE TWO

The address of the registered office of the Corporation in the State of Delaware is National Registered Agents, Inc., 160 Greentree Drive, Suite 101, in the city of Dover, County of Kent, Delaware 19904. The name of its initial registered agent at such address is National Registered Agents, Inc.

ARTICLE THREE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the DGCL.

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:02 AM 09/10/2015
FILED 10:02 AM 09/10/2015
SR 20150070889 - File Number 4029634

TRADEMARK
REEL: 005625 FRAME: 0130

ARTICLE FOUR

(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 50,282,828 shares, of which (1) 28,000,000 shares shall be common stock, \$.001 par value ("Common Stock"), and (2) 22,282,828 shares shall be preferred stock, \$.001 par value ("Preferred Stock"), of which (a) 7,130,000 shares shall be designated Series A Preferred Stock, (b) 11,745,379 shares shall be designated Series B Preferred Stock, (c) 1,400,761 shares shall be designated Series C Preferred Stock and (d) 2,006,688 shares shall be designated Series D Preferred Stock.

(B) Rights, Preferences, Privileges and Restrictions of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock. The rights, preferences, privileges, and restrictions granted to and imposed on the Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock are as set forth below in this Article Four (B).

1. Dividend Provisions. From and after the Series D Original Issue Date (as defined below), the holders of the Series D Preferred Stock shall be entitled to receive, if, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors (the "Series D Dividends"). From and after the date of the issuance of any shares of Series C Preferred Stock and continuing until the Series D Original Issue Date, cumulative dividends at the rate of eight percent (8%) of the Series C Original Issue Price (as defined below) per share per annum, compounded annually, shall accrue on such shares of Series C Preferred Stock; provided, however, that from and after the Series D Original Issue Date, the holders of the Series C Preferred Stock shall only be entitled to receive, if, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors, including any dividends accrued prior to the Series D Original Issue Date (the "Series C Dividends"). From and after the date of the issuance of any shares of Series B Preferred Stock and continuing until the Series D Original Issue Date, cumulative dividends at the rate of eight percent (8%) of the Series B Original Issue Price (as defined below) per share per annum, compounded annually, shall accrue on such shares of Series B Preferred Stock; provided, however, that from and after the Series D Original Issue Date, the holders of the Series B Preferred Stock shall only be entitled to receive, if, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors, including any dividends accrued prior to the Series D Original Issue Date (the "Series B Dividends"). For the avoidance of doubt, the Series C Dividends and Series B Dividends shall be cumulative, accrue from day to day and compound annually commencing with the date of issue of such Series C Preferred Stock and Series B Preferred Stock, respectively, and ending at the earliest to occur of the redemption or conversion of such share and immediately prior to the Series D Original Issue Date. The Corporation shall not declare, pay or set aside any dividends on any shares of Series A Preferred Stock or Common Stock, or any other class or series of shares of capital stock by its terms ranking junior to the Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock (collectively, the "Junior Securities"), unless the holders of the Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock in an amount at least equal to (i) the amount of the Series D Dividends, Series C Dividends or Series B Dividends, including any amount accrued and not previously paid thereon plus (ii) that dividend per share of Series D Preferred Stock, Series C Preferred Stock or Series B Preferred

Stock as would equal the product of (1) the dividend payable on each share of Common Stock and (2) the number of shares of Common Stock issuable upon conversion of a share of Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock, calculated on the record date for determination of holders entitled to receive such dividend. Other than payment of Series D Dividends, Series C Dividends, Series B Dividends or Series A Dividends, as the case may be, in accordance with the terms of this Certificate of Incorporation in connection with conversion of any shares of Series D Preferred Stock, Series C Preferred Stock, Series B Preferred Stock or Series A Preferred Stock, in which case this sentence shall not apply: (i) the Corporation shall not declare or pay any dividends on the Series B Preferred Stock unless it simultaneously declares and pays an equivalent dividend on the Series D Preferred Stock and Series C Preferred Stock; (ii) the Corporation shall not declare or pay any dividends on the Series C Preferred Stock unless it simultaneously declares and pays an equivalent dividend on the Series D Preferred Stock and Series B Preferred Stock; (iii) the Corporation shall not declare or pay any dividends on the Series D Preferred Stock unless it simultaneously declares and pays an equivalent dividend on the Series C Preferred Stock and Series B Preferred Stock. Upon conversion of any shares of Series C Preferred Stock or Series B Preferred Stock, any declared but unpaid Series C Dividends or Series B Dividends thereon shall be paid in cash; provided however, that the holders of Series C Preferred Stock and Series B Preferred Stock shall have the option to have any accrued but unpaid Series C Dividends or Series B Dividends paid in shares of Common Stock in accordance with Section B.4(a) below.

2. Liquidation Preference.

(a) Payments to Holders of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock then outstanding shall be paid out of the assets available for distribution to the Corporation's stockholders before any payment shall be made to the holders of Junior Securities by reason of their ownership thereof, and on a pari passu basis as among the Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock, an amount equal to (i) for the Series D Preferred Stock the greater of (x) \$2.99 per share (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization affecting such shares) (such amount, as so adjusted from time to time, being hereinafter referred to as the "Series D Original Issue Price"), plus any declared but unpaid Series D Dividends, or (y) such amount per share as would have been payable had each such share been converted into Common Stock pursuant to Section B.4 immediately prior to such liquidation, dissolution or winding up (the amount payable pursuant to this clause (i) is hereinafter referred to as the "Series D Liquidation Amount"), (ii) for the Series C Preferred Stock \$0.92448612 per share (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization affecting such shares) (such amount, as so adjusted from time to time, being hereinafter referred to as the "Series C Original Issue Price"), plus any Series C Dividends accrued but unpaid thereon (the amount payable pursuant to this clause (ii) is hereinafter referred to as the "Series C Liquidation Amount"), and (iii) for the Series B Preferred Stock \$0.297496185558 per share (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization affecting such shares) (such amount, as so adjusted from time to time, being hereinafter referred to as the "Series B Original Issue Price"), plus any Series B Dividends accrued but unpaid thereon (the amount payable pursuant to this clause (iii) is hereinafter referred to as the "Series B Liquidation Amount"). If upon any such liquidation, dissolution or winding up of the Corporation the remaining assets available for distribution to its stockholders

shall be insufficient to pay the holders of shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock the full aforesaid preferential amount to which they shall be entitled, the holders of shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock shall share ratably in any distribution of the remaining assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

(b) Remaining Assets. After the payment in full of all preferential amounts required to be paid to the holders of Series D Preferred Stock, Series C Preferred Stock, Series B Preferred Stock and Series A Preferred Stock, the remaining assets of the Corporation legally available for distribution to the stockholders shall be distributed among the holders of the Common Stock and Series C Preferred Stock and Series B Preferred Stock pro-rata based on the number of shares of Common Stock held by each (as if all shares of Series C Preferred Stock and Series B Preferred Stock have been converted into Common Stock).

(c) Deemed Liquidation Events.

(i) The following events shall be deemed to be a liquidation of the Corporation for purposes of this Certificate of Incorporation (a "Deemed Liquidation Event"), unless the holders of at least a majority of the then outstanding shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock, voting together as a single class on an as-converted to Common Stock basis, elect otherwise by written notice given to the Corporation at least 10 days prior to the effective date of any such event:

(A) a merger or consolidation in which

(1) the Corporation is a constituent party or

(2) a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such merger or consolidation,

except any such merger or consolidation involving the Corporation or a subsidiary in which the shares of capital stock of the Corporation outstanding immediately prior to such merger or consolidation continue to represent, or are converted or exchanged for shares of capital stock which represent, immediately following such merger or consolidation at least a majority, by voting power, of the capital stock of (a) the surviving or resulting corporation or (b) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following such merger or consolidation, the parent corporation of such surviving or resulting corporation (provided that, for the purpose of this Subsection B.2(c)(i), all shares of Common Stock issuable upon exercise of rights, options or warrants to subscribe for, purchase or otherwise acquire Common Stock or issuable upon conversion of indebtedness, shares or other securities directly or indirectly convertible into or exchangeable for Common Stock shall be deemed to be outstanding immediately prior to such merger or consolidation and, if applicable, converted or exchanged in such merger or consolidation on the same terms as the actual outstanding shares of Common Stock are converted or exchanged); or

(B) the sale, lease, transfer or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the

Corporation of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole, except where such sale, lease, transfer or other disposition is to a wholly owned subsidiary of the Corporation.

(ii) The Corporation shall not have the power to effect any transaction constituting a Deemed Liquidation Event pursuant to Subsection B.2(c)(i)(A)(1) above unless the agreement or plan of merger or consolidation provides that the consideration payable to the stockholders of the Corporation shall be allocated among the holders of capital stock of the Corporation in accordance with Subsections B.2(a) and 2(b) above.

(iii) In the event of a Deemed Liquidation Event pursuant to Subsection B.2(c)(i)(A)(2) or (B) above, if the Corporation does not effect a dissolution of the Corporation under the DGCL within 60 days after such Deemed Liquidation Event, then (A) the Corporation shall deliver a written notice to each holder of Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock no later than the 60th day after the Deemed Liquidation Event advising such holders of their right (and the requirements to be met to secure such right) pursuant to the terms of the following clause (B) to require the redemption of such shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock, and (B) if the holders of at least a majority of the then outstanding shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock, voting together as a single class on an as-converted to Common Stock basis, so request in a written instrument delivered to the Corporation not later than 75 days after such Deemed Liquidation Event, the Corporation shall use the consideration received by the Corporation for such Deemed Liquidation Event (net of any retained liabilities associated with the assets sold or technology licensed, as determined in good faith by the Board of Directors of the Corporation) (the "Net Proceeds"), to the extent legally available therefor, to redeem on the 90th day after such Deemed Liquidation Event, all outstanding shares of Series D Preferred Stock at a price per share equal to the Series D Liquidation Amount, all outstanding shares of Series C Preferred Stock at a price per share equal to the Series C Liquidation Amount and all outstanding shares of Series B Preferred Stock at a price per share equal to the Series B Liquidation Amount, and after payment of all such amounts and any preferential amounts to which the holders of the Series A Preferred Stock may be entitled under this Certificate of Incorporation, the remaining assets of the Corporation remaining available for distribution to the stockholders shall be distributed among the holders of the Common Stock and Series C Preferred Stock and Series B Preferred Stock pro-rata based on the number of shares of Common Stock held by each (as if all shares of Series C Preferred Stock and Series B Preferred Stock have been converted into Common Stock). In the event of a redemption pursuant to the preceding sentence, if the Net Proceeds are not sufficient to redeem all outstanding shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock, or if the Corporation does not have sufficient lawfully available funds to effect such redemption, the Corporation shall redeem a pro rata portion of each holder's shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock, on a pari passu basis, to the fullest extent of such Net Proceeds or such lawfully available funds, as the case may be, and, where such redemption is limited by the amount of lawfully available funds, the Corporation shall redeem the remaining shares to have been redeemed as soon as practicable after the Corporation has funds legally available therefor. Prior to the distribution or redemption provided for in this Subsection B.2(c)(iii), the Corporation shall not expend or dissipate the consideration received for such Deemed Liquidation Event, except to discharge expenses incurred in the ordinary course of business.

(iv) The amount deemed paid or distributed to the holders of capital stock of the Corporation upon any such merger, consolidation, sale, transfer, exclusive license, other disposition or redemption shall be the cash or the value of the property, rights or securities paid or distributed to such holders by the Corporation or the acquiring person, firm or other entity. The value of such property, rights or securities shall be determined in good faith by the Board of Directors of the Corporation; provided, however, that at least one (1) director designated by Chrysalis and one (1) director designated by SSM (each as defined in that certain Third Amended and Restated Stockholders Agreement, dated as of the Series D Original Issue Date, among the Corporation and the other persons named therein) must also approve of such valuation.

3. Redemption.

(a) On and at any time after December 1, 2013, the Corporation shall, at least to the extent that it may lawfully do so, upon receipt by the Corporation from the holder or holders of at least a majority of the then outstanding shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock, voting together as a single class on an as-converted to Common Stock basis, of a written demand for redemption (the "Redemption Demand") of all, but not less than all, of such holder's shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock (the "Redemption Shares"), and upon notice to the remaining holders of the then outstanding shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock (who each will then have thirty (30) days to notify the Corporation of such holder's wish to join in this Redemption Demand with respect to all of its respective shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock), on the date specified in such Redemption Demand (the "Redemption Date"), which date may not be less than ninety (90) days after the Corporation's receipt of the Redemption Demand, redeem the Redemption Shares, on a pari passu basis as among the Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock, by paying an amount in cash for each such share (the "Redemption Price") equal to the greater of (i) the Series D Original Issue Price per share, Series C Original Issue Price per share or Series B Original Issue Price per share, as applicable, plus all accrued but unpaid Series C Dividends or Series B Dividends thereon, with any such Series C Dividends and Series B Dividends to be paid out of retained earnings of the Corporation, or (ii) the applicable fair market value per share of the Redemption Shares (without application of any discount for lack of marketability or minority position). For purposes of (ii) above, the calculation of fair market value per share of the Redemption Shares shall be determined in good faith by the Board of Directors, subject to approval thereof by the holders of at least a majority of the shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock sought to be redeemed. In the event the Board of Directors and the holders of at least a majority of the shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock sought to be redeemed cannot mutually agree on the fair market value per share of the Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock within thirty (30) days of receipt by the Corporation of a Redemption Demand, the fair market value shall be determined by a qualified, independent appraiser experienced in the valuation of shares of companies reasonably similar to the Corporation (a "Qualified Appraiser") acceptable to both the Corporation and the holders of a majority of the shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock sought to be redeemed. If such holders and the Corporation are unable to agree upon a Qualified Appraiser, such holders and the Corporation shall separately designate a Qualified Appraiser and the average of the fair market value per share as determined by each such Qualified Appraiser shall be deemed to be the fair market value of such shares. The expenses of all such Qualified

Appraisers shall be borne by the Corporation. Any holder of Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock demanding or electing redemption pursuant to this subsection may rescind such demand or election by mail with respect to all or any portion of such Redemption Shares at any time prior to the Redemption Date by delivering notice of such rescission to the Corporation. Payment of the Redemption Price shall be made in cash on the Redemption Date.

(b) At least fifteen (15) but no more than thirty (30) days prior to the Redemption Date, if the holders of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock exercise their right of redemption pursuant to Section B.3(a) above, written notice shall be mailed, first class postage prepaid, to each holder of record (at the close of business on the business day next preceding the day on which notice is given) of the Redemption Shares to be redeemed, at the address last shown on the records of the Corporation for such holder, notifying such holder of the place at which payment may be obtained and calling upon such holder to surrender to the Corporation, in the manner and at the place designated, his, her or its certificate or certificates representing the Redemption Shares (the "Redemption Notice"). Except as provided in B.3(c), on or after the Redemption Date, each holder of Redemption Shares shall surrender to the Corporation the certificate or certificates representing such shares, in the manner and at the place designated in the Redemption Notice, and thereupon the Redemption Price of such shares shall be paid to the order of the person whose name appears on such certificate or certificates as the owner thereof and each surrendered certificate shall be cancelled and shall not be reissued, sold or transferred.

(c) From and after the Redemption Date, unless there shall have been a default in payment of the Redemption Price, all rights of the holders of Redemption Shares as holders of Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock (except as provided in Section B.3(d) below and the right to receive the Redemption Price without interest upon surrender of their certificate or certificates) shall cease with respect to such shares, and such shares shall not thereafter be transferred on the books of the Corporation or be deemed to be outstanding for any purpose whatsoever. If the funds of the Corporation legally available for redemption of the Redemption Shares on the Redemption Date are insufficient to redeem the total number of Redemption Shares to be redeemed on such date, those funds which are legally available will be used to redeem the maximum possible number of such shares ratably among the holders of such shares to be redeemed in proportion to the amounts which holders of Redemption Shares would otherwise had been entitled to receive if all amounts payable on or with respect to the Redemption Shares in such redemption had been paid in full. Until the Redemption Price is paid in full with respect to a Redemption Share, the Redemption Share shall remain outstanding and entitled to all the rights and preferences provided herein, including the right to rescind a Redemption Demand in the manner specified in Section B.3(a) with respect to the Redemption Shares not redeemed. At any time thereafter when additional funds of the Corporation are legally available for the redemption of the Redemption Shares, such funds will immediately be used to redeem the balance of the Redemption Shares that the Corporation has not redeemed.

(d) Without the prior written consent of the holders of at least a majority of the then outstanding shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock, voting together as a single class on an as-converted to Common Stock basis, no Junior Securities of the Corporation shall be redeemed or repurchased by the Corporation unless and until the Corporation first redeems, at the Redemption Price determined in accordance with Section B.3(a) above, the shares of Series D Preferred Stock, Series C Preferred Stock and

Series B Preferred Stock which the holder thereof identifies to the Corporation in a written notice (such written notice to be received by the Corporation within thirty (30) days of such holder's receipt of the Corporation's notice of its intent to redeem or repurchase such Junior Securities). The foregoing restriction on the Corporation's ability to redeem or repurchase any Junior Securities does not apply to the redemption or repurchase of Junior Securities issued to employees, consultants or directors pursuant to any equity incentive, stock option, stock purchase or restricted stock plan or program for such persons approved by the Board of Directors and pursuant to which such Junior Securities were subject to a right of first refusal and/or repurchase right of the Corporation.

4. Optional Conversion. The holders of the Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert. Each share of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing (x) the Series D Original Issue Price, Series C Original Issue Price or Series B Original Issue Price, as applicable, plus (if such holder opts to convert the Series C Dividends or Series B Dividends pursuant to the terms of this Certificate of Incorporation) all accrued but unpaid Series C Dividends or accrued but unpaid Series B Dividends thereon by (y) the Series D Conversion Price, Series C Conversion Price or Series B Conversion Price (each as defined below), as applicable, in effect at the time of conversion. The "Series D Conversion Price" shall initially be equal to the Series D Original Issue Price. The "Series C Conversion Price" shall initially be equal to the Series C Original Issue Price. The "Series B Conversion Price" shall initially be equal to the Series B Original Issue Price. Such initial Series D Conversion Price, Series C Conversion Price and Series B Conversion Price, and the rate at which shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock may be converted into shares of Common Stock, shall each be subject to adjustment as provided below. In the event of a liquidation, dissolution or winding up of the Corporation or a Deemed Liquidation Event, the Conversion Rights shall terminate at the close of business on the last full day preceding the date fixed for the payment of any such amounts distributable on such event to the holders of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock. Upon conversion of any share of Series C Preferred Stock or Series B Preferred Stock pursuant to this Section B.4(a) or Section B.5 below, all accrued but unpaid Series C Dividends or all accrued but unpaid Series B Dividends with respect to such share to the date of conversion, whether or not declared, shall be paid, at the option of the holder, in cash or shares of Common Stock.

(b) Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of the Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the number of shares of Common Stock to be issued shall be rounded to the nearest whole share (with one-half being rounded upward). Whether or not fractional shares would be issuable upon such conversion shall be determined on the basis of the total number of shares of Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock the holder is at the time converting into Common Stock and the aggregate number of shares of Common Stock issuable upon such conversion.

(c) Mechanics of Conversion.

(i) In order for a holder of Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock to voluntarily convert shares of Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock into shares of Common Stock, such holder shall surrender the certificate or certificates for such shares of Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock (or, if such registered holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate), at the office of the transfer agent for the Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock (or at the principal office of the Corporation if the Corporation serves as its own transfer agent), together with written notice that such holder elects to convert all or any number of the shares of the Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock represented by such certificate or certificates and, if applicable, any event on which such conversion is contingent. Such notice shall state such holder's name or the names of the nominees in which such holder wishes the certificate or certificates for shares of Common Stock to be issued. If required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by a written instrument or instruments of transfer, in form reasonably satisfactory to the Corporation, duly executed by the registered holder or his, her or its attorney duly authorized in writing. The close of business on the date of receipt by the transfer agent of such certificates (or lost certificate affidavit and agreement) and notice (or by the Corporation if the Corporation serves as its own transfer agent) shall be the time of conversion (the "Conversion Time"), and the shares of Common Stock issuable upon conversion of the shares represented by such certificate shall be deemed to be outstanding of record as of such date. The Corporation shall, as soon as practicable after the Conversion Time, issue and deliver at such office to such holder of Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock, or to his, her or its nominees, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled plus an amount in cash equal to all declared but unpaid Series D Dividends, all accrued but unpaid Series C Dividends or all accrued but unpaid Series B Dividends with respect to such shares to the date of conversion, unless such accrued but unpaid Series C Dividends or accrued but unpaid Series B Dividends are to be converted into shares of Common Stock at the election of the holder thereof.

(ii) The Corporation shall at all times when the Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock shall be outstanding, reserve and keep available out of its authorized but unissued stock, for the purpose of effecting the conversion of the Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock, such number of its duly authorized shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock; 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 D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock, the Corporation shall take such corporate action as may 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 of Incorporation. Before taking any action which would cause an adjustment reducing the Series D Conversion Price, Series C Conversion Price or Series B Conversion Price below the then par value of the shares

of Common Stock issuable upon conversion of the Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock, the Corporation will take any corporate action which may, in the opinion of its counsel, be necessary in order that the Corporation may validly and legally issue fully paid and nonassessable shares of Common Stock at such adjusted Series D Conversion Price, Series C Conversion Price or Series B Conversion Price.

(iii) All shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock which shall have been surrendered for conversion as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares, including the rights, if any, to receive notices and to vote, shall immediately cease and terminate at the Conversion Time, except only the right of the holders thereof to receive shares of Common Stock in exchange therefor. Any shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock so converted shall be retired and cancelled and shall not be reissued as shares of such series, and the Corporation (without the need for stockholder action) may from time to time take such appropriate action as may be necessary to reduce the authorized number of shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock accordingly.

(iv) The Corporation shall pay any and all issue and other similar taxes that may be payable in respect of any issuance or delivery of shares of Common Stock upon conversion of shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock pursuant to this Section B.4. The Corporation shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issuance and delivery of shares of Common Stock in a name other than that in which the shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock so converted were registered, and no such issuance or delivery shall be made unless and until the person or entity requesting such issuance has paid to the Corporation the amount of any such tax or has established, to the reasonable satisfaction of the Corporation, that such tax has been paid.

(d) Conversion Price Adjustments of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock for Certain Dilutive Issuances. The Series D Conversion Price, Series C Conversion Price and Series B Conversion Price shall each be subject to adjustment from time to time as follows:

(i) (A) If the Corporation shall issue or be deemed to have issued, after the date upon which any shares of Series D Preferred Stock were first issued (the "Series D Original Issue Date"), any shares of Series C Preferred Stock were first issued (the "Series C Original Issue Date") or any shares of Series B Preferred Stock were first issued (the "Series B Original Issue Date"), any Additional Stock (as defined below) without consideration or for a consideration per share less than the Series D Conversion Price, Series C Conversion Price or Series B Conversion Price in effect immediately prior to the issuance of such Additional Stock (a "Dilutive Issuance"), as applicable, the Series D Conversion Price for the outstanding Series D Preferred Stock, Series C Conversion Price for the outstanding Series C Preferred Stock and the Series B Conversion Price for the outstanding Series B Preferred Stock, as applicable, in effect immediately prior to each such issuance shall automatically (except as otherwise provided in this clause (A)) be adjusted to a price determined by multiplying such Series D Conversion Price, Series C Conversion Price or Series B Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock and Preferred Stock outstanding (on an as-converted to Common Stock basis) immediately prior to such issuance plus the number of shares of capital stock that the aggregate consideration received by this Corporation for such

issuance of Additional Stock would purchase at such Series D Conversion Price, Series C Conversion Price or Series B Conversion Price in effect immediately prior to such issuance, and the denominator of which shall be the number of shares of Common Stock and Preferred Stock outstanding (on an as-converted to Common Stock basis) immediately prior to such issuance plus the number of shares of such Additional Stock.

(B) Determination of Consideration. In the case of the issuance of Common Stock for cash, the consideration shall be deemed to be the amount of cash paid therefor after deducting any reasonable discounts, commissions or other expenses allowed, paid or incurred by the Corporation for any underwriting or otherwise in connection with the issuance and sale thereof, and excluding any legal and accounting fees and expenses allowed, paid or incurred by the Corporation in connection with the issuance or sale thereof.

(C) Consideration Other than Cash. 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 in good faith by the Board of Directors of the Corporation; provided, that if the holders of at least a majority of the then outstanding shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock, voting together as a single class on an as-converted to Common Stock basis, shall object to such determination, the Corporation shall engage at its own cost a nationally recognized investment bank mutually selected by the Board of Directors of the Corporation and such holders to determine the value thereof and the determination of such investment bank shall be conclusive.

(D) Deemed Issuances of Common Stock. In the case of the grant 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 determining the adjusted Series D Conversion Price, Series C Conversion Price and Series B Conversion Price pursuant to Section B.4(d)(i)(A):

[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 granted and for a consideration equal to the consideration (determined in the manner provided in Sections B.4(d)(i)(B) and B.4(d)(i)(C), if any, received by the Corporation upon the grant 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 granted or such options or rights were granted and for a consideration equal to the consideration, if any, received by the 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 the 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 Sections B.4(d)(i)(B) and B.4(d)(i)(C)).

[3] In the event of any change in the number of shares of Common Stock deliverable by, or in the consideration payable to, the 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, the Series D Conversion Price, Series C Conversion Price and Series B Conversion Price, 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] The number of shares of Common Stock deemed issued and the consideration deemed paid therefor pursuant to Sections B.4(d)(i)(D)[1] and [2] shall be appropriately adjusted to reflect any change of the type described in Section B.4(d)(i)(D)[3].

Notwithstanding the foregoing, neither the Series D Conversion Price, Series C Conversion Price nor the Series B Conversion Price shall be reduced at such time if such reduction would be an amount less than \$0.01, but any such amount shall be carried forward and deduction with respect thereto made at the time of and together with any subsequent reduction that, together with such amount any other amount or amounts so carried forward, shall aggregate \$0.01 or more.

(ii) For purposes of this Section B.4(d), “Additional Stock” shall mean any shares of Common Stock or any other equity security issued (or deemed to have been issued pursuant to Section B.4(d)(i)(D)) by the Corporation after the Series D Original Issue Date, Series C Original Issue Date or Series B Original Issue Date, respectively) other than (1) shares of Common Stock issued pursuant to a transaction described in Section B.4(e) hereof; (2) shares of Common Stock issuable or issued pursuant to any employee stock option, restricted stock, stock purchase or other stock incentive plan approved by the Board of Directors of the Corporation, whether approved prior or subsequent to the date hereof; (3) shares of Common Stock issued or issuable upon conversion of the Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock or Series A Preferred Stock or as a dividend or distribution on the Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock or Series A Preferred Stock; (4) shares of Common Stock issued or issuable in a Qualified Public Offering; (5) shares of Common Stock issued pursuant to the exercise of such options or rights or upon conversion of or in exchange for such convertible or exchangeable securities outstanding as of the Series D Original Issue Date, Series C Original Issue Date or Series B Original Issue Date, respectively; or (6) shares of Common Stock or convertible securities as consideration other than cash pursuant to a merger, consolidation, acquisition, strategic alliance or similar business combination approved by the Board of Directors.

(iii) No adjustment in the Series D Conversion Price, Series C Conversion Price and Series B Conversion Price shall be made as the result of the issuance or deemed issuance of Additional Stock if the Corporation receives written notice from the holders of at least a majority of the then outstanding shares of Series D Preferred Stock, Series C Preferred

Stock and Series B Preferred Stock, voting together as a single class on an as-converted to Common Stock basis, agreeing that no such adjustment shall be made as the result of the issuance or deemed issuance of such Additional Stock.

(e) Adjustment for Stock Splits and Combinations. If the Corporation shall at any time or from time to time after the Series D Original Issue Date, Series C Original Issue Date or Series B Original Issue Date effect a subdivision of the outstanding Common Stock without a comparable subdivision of the Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock or combine the outstanding shares of Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock without a comparable combination of the Common Stock, the Series D Conversion Price, the Series C Conversion Price and the Series B Conversion Price in effect immediately before that subdivision or combination shall each be proportionately 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 in the aggregate number of shares of Common Stock outstanding. If the Corporation shall at any time or from time to time after the Series D Original Issue Date, Series C Original Issue Date or Series B Original Issue Date combine the outstanding shares of Common Stock without a comparable combination of the Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock or effect a subdivision of the outstanding shares of Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock without a comparable subdivision of the Common Stock, the Series D Conversion Price, the Series C Conversion Price and the Series B Conversion Price in effect immediately before the combination or subdivision shall each be proportionately 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 the aggregate number of shares of Common Stock outstanding. Any adjustment under this subsection shall become effective at the close of business on the date the subdivision or combination becomes effective.

(f) Adjustment for Certain Dividends and Distributions. In the event the Corporation at any time or from time to time after the Series D Original Issue Date, Series C Original Issue Date or Series B Original Issue Date shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable on the Common Stock in additional shares of Common Stock, then and in each such event the Series D Conversion Price, Series C Conversion Price and Series B Conversion Price in effect immediately before such event shall be decreased as of the time of such issuance or, in the event such a record date shall have been fixed, as of the close of business on such record date, by multiplying the Series D Conversion Price, Series C Conversion Price and Series B Conversion Price then in effect by a fraction:

(1) the numerator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and

(2) the denominator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution; provided, however, that if such record date shall have been fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Series D Conversion Price, Series C Conversion Price and Series B Conversion Price shall each be recomputed accordingly as of the close of business on such

record date and thereafter the Series D Conversion Price, Series C Conversion Price and Series B Conversion Price shall each be adjusted pursuant to this subsection as of the time of actual payment of such dividends or distributions; and provided further, however, that no such adjustment shall be made if the holders of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock simultaneously receive (i) a dividend or other distribution of shares of Common Stock in a number equal to the number of shares of Common Stock as they would have received if all outstanding shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock had been converted into Common Stock on the date of such event or (ii) a dividend or other distribution of shares of Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock which are convertible, as of the date of such event, into such number of shares of Common Stock as is equal to the number of additional shares of Common Stock being issued with respect to each share of Common Stock in such dividend or distribution.

(g) Adjustments for Other Dividends and Distributions. In the event the Corporation at any time or from time to time after the Series D Original Issue Date, Series C Original Issue Date or Series B Original Issue Date shall make or issue, or fix a record date for the determination of holders of capital stock of the Corporation entitled to receive, a dividend or other distribution payable in securities of the Corporation (other than a distribution of shares of Common Stock in respect of outstanding shares of Common Stock) or in other property and the provisions of Section B.1 above do not apply to such dividend or distribution, then and in each such event the holders of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock shall each receive, simultaneously with the distribution to the holders of such capital stock, a dividend or other distribution of such securities or other property in an amount equal to the amount of such securities or other property as they would have received if all outstanding shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock had been converted into Common Stock on the date of such event.

(h) Adjustment for Merger or Reorganization, etc. Subject to the provisions of Section B.2(c), if there shall occur any reorganization, recapitalization, reclassification, consolidation or merger involving the Corporation in which the Common Stock (but not the Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock) is converted into or exchanged for securities, cash or other property (other than a transaction covered by Subsections (e), (f) or (g) of this Section B.4), then, following any such reorganization, recapitalization, reclassification, consolidation or merger, each share of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock shall thereafter be convertible in lieu of the Common Stock into which it was convertible prior to such event into the kind and amount of securities, cash or other property which a holder of the number of shares of Common Stock of the Corporation issuable upon conversion of one share of Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock immediately prior to such reorganization, recapitalization, reclassification, consolidation or merger would have been entitled to receive pursuant to such transaction; and, in such case, appropriate adjustment (as determined in good faith by the Board of Directors of the Corporation) shall be made in the application of the provisions in this Section 4 with respect to the rights and interests thereafter of the holders of the Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock, to the end that the provisions set forth in this Section B.4 (including provisions with respect to changes in and other adjustments of the Series D Conversion Price, Series C Conversion Price and Series B Conversion Price) shall thereafter be applicable, as nearly as reasonably may be, in relation to any securities or other property thereafter deliverable upon the conversion of the Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock.

(i) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Series D Conversion Price, Series C Conversion Price or Series B Conversion Price pursuant to this Section B.4, the Corporation at its expense shall, as promptly as reasonably practicable but in any event not later than 10 days thereafter, compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock, as applicable, a certificate setting forth such adjustment or readjustment (including the kind and amount of securities, cash or other property into which the Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock is convertible) and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, as promptly as reasonably practicable after the written request at any time of any holder of Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock (but in any event not later than 10 days thereafter), furnish or cause to be furnished to such holder a certificate setting forth (i) the Series D Conversion Price, Series C Conversion Price or Series B Conversion Price then in effect, and (ii) the number of shares of Common Stock and the amount, if any, of other securities, cash or property which then would be received upon the conversion of Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock.

(j) Notice of Record Date. In the event:

(i) the Corporation shall take a record of the holders of its Common Stock (or other stock or securities at the time issuable upon conversion of the Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock) for the purpose of entitling or enabling them to receive any dividend or other distribution, or to receive any right to subscribe for or purchase any shares of stock of any class or any other securities, or to receive any other right;

(ii) of any capital reorganization of the Corporation, any reclassification of the Common Stock of the Corporation, or any Deemed Liquidation Event; or

(iii) of the voluntary or involuntary dissolution, liquidation or winding-up of the Corporation,

then, and in each such case, the Corporation will send or cause to be sent to the holders of the Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock a notice specifying, as the case may be, (i) the record date for such dividend, distribution or right, and the amount and character of such dividend, distribution or right, or (ii) the effective date on which such reorganization, reclassification, consolidation, merger, transfer, dissolution, liquidation or winding-up is proposed to take place, and the time, if any is to be fixed, as of which the holders of record of Common Stock (or such other stock or securities at the time issuable upon the conversion of the Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock) shall be entitled to exchange their shares of Common Stock (or such other stock or securities) for securities or other property deliverable upon such reorganization, reclassification, consolidation, merger, transfer, dissolution, liquidation or winding-up, and the amount per share and character of such exchange applicable to the Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock and the Common Stock. Such notice shall be sent at least 10 days prior to the record date or effective date for the event specified in such notice. Any notice required by the provisions hereof to be given to a holder of shares of Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock shall be deemed

sent to such holder if deposited in the United States mail, postage prepaid, and addressed to such holder at his, her or its address appearing on the books of the Corporation.

5. Mandatory Conversion.

(a) General. Upon the earlier of (A) the closing of the sale of shares of Common Stock to the public at a price of at least five (5) times the Series D Original Issue Price, in a firm-commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, resulting in at least \$20,000,000 of net proceeds, after deduction of the underwriting discount and commissions and expenses, to the Corporation (a "Qualified Public Offering") or (B) a date specified by vote or written consent of the holders of at least (i) eighty-five percent (85%) of the then outstanding shares of Series C Preferred Stock and Series B Preferred Stock, voting together as a single class on an as-converted to Common Stock basis and (ii) a majority of the then outstanding shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock, voting together as a single class on an as-converted to Common Stock basis (the "Mandatory Conversion Date"), (i) all outstanding shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock shall automatically be converted into shares of Common Stock, at the then effective Series D Conversion Price, Series C Conversion Price or Series B Conversion Price, as applicable, and (ii) such shares may not be reissued by the Corporation as shares of such series. Upon conversion of any share of Series C Preferred Stock or Series B Preferred Stock pursuant to this Section B.5, all accrued but unpaid Series C Dividends or accrued but unpaid Series B Dividends with respect to such share to the date of conversion, whether or not declared, shall be paid, at the option of the holder, in cash or shares of Common Stock.

(b) Mechanics of Conversion. All holders of record of shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock shall be given written notice of the Mandatory Conversion Date and the place designated for mandatory conversion of all such shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock pursuant to this Section B.5. Such notice need not be given in advance of the occurrence of the Mandatory Conversion Date. Such notice shall be sent by first class or registered mail, postage prepaid, or given by electronic communication in compliance with the provisions of the DGCL, to each record holder of Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock. Upon receipt of such notice, each holder of shares of Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock shall surrender his, her or its certificate or certificates for all such shares to the Corporation at the place designated in such notice, and shall thereafter receive certificates for the number of shares of Common Stock to which such holder is entitled pursuant to this Section B.5. On the Mandatory Conversion Date, all outstanding shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock shall be deemed to have been converted into shares of Common Stock, which shall be deemed to be outstanding of record, and all rights with respect to the Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock so converted, including the rights, if any, to receive notices and vote (other than as a holder of Common Stock), will terminate, except only the rights of the holders thereof, upon surrender of their certificate or certificates therefor, to receive certificates for the number of shares of Common Stock into which such Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock has been converted, and payment of any declared or accrued but unpaid dividends thereon. If so required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by written instrument or instruments of transfer, in form reasonably satisfactory to the Corporation, duly executed by the registered holder or by his, her or its attorney duly authorized in writing.

As soon as practicable after the Mandatory Conversion Date and the surrender of the certificate or certificates for Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock, the Corporation shall cause to be issued and delivered to such holder, or on his, her or its written order, a certificate or certificates for the number of full shares of Common Stock issuable on such conversion in accordance with the provisions hereof plus an amount in cash equal to all declared but unpaid Series D Dividends, all accrued but unpaid Series C Dividends or all accrued but unpaid Series B Dividends with respect to such shares to the date of conversion, unless such accrued but unpaid Series C Dividends or accrued but unpaid Series B Dividends are to be converted into shares of Common Stock at the election of the holder thereof.

(c) Retirement of Shares. All certificates evidencing shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock which are required to be surrendered for conversion in accordance with the provisions hereof shall, from and after the Mandatory Conversion Date, be deemed to have been retired and cancelled and the shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock represented thereby converted into Common Stock for all purposes, notwithstanding the failure of the holder or holders thereof to surrender such certificates on or prior to such date. Such converted Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock may not be reissued as shares of such series, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock accordingly.

6. Voting.

(a) General. On any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written consent of stockholders in lieu of meeting), each holder of outstanding shares of Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock into which the shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock held by such holder are convertible as of the record date for determining stockholders entitled to vote on such matter. Except as provided by law or by the provisions of Section B.6(b) or 6(c) below, holders of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock shall vote together with the holders of Common Stock, and with the holders of any other series of Preferred Stock the terms of which so provide, as a single class. To the extent Delaware law requires a separate class vote of the holders of the Series D Preferred Stock, Series C Preferred Stock or Series B Preferred Stock and this Certificate of Incorporation does not otherwise specify a required percentage, the percentage required for approval of such class vote shall be a simple majority.

(b) Board of Directors. The holders of record of the shares of Series D Preferred Stock, Series C Preferred Stock, Series B Preferred Stock and Series A Preferred Stock, voting together exclusively and as a single class on an as-converted to Common Stock basis, shall be entitled to elect five (5) directors of the Corporation (the "Preferred Directors"). Any director elected as provided in the preceding sentence may be removed without cause by, and only by, the affirmative vote of the holders of the shares of the class(es) 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. The holders of record

of the shares of Common Stock and of any other class or series of voting stock (including the Series D Preferred Stock, Series C Preferred Stock, Series B Preferred Stock and Series A Preferred Stock), voting together as a single class on an as-converted to Common Stock basis, shall be entitled to elect two (2) directors of the Corporation (the "Joint Directors"). At any meeting held for the purpose of electing a director, the presence in person or by proxy of the holders of 60% or more of the outstanding shares of the class(es) or series entitled to elect such director shall constitute a quorum for the purpose of electing such director. A vacancy in any directorship filled by the holders of any class(es) or series shall be filled only by vote or written consent in lieu of a meeting of the holders of such class(es) or series or by any remaining director or directors elected by the holders of such class or series pursuant to this Subsection B.6(b).

(c) Actions Requiring Approval of Series D Preferred Stock, Series C Preferred Stock, Series B Preferred Stock and Series A Preferred Stock. So long as at least twenty-five percent (25%) of the shares of Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock (taken together and not separately) issued by the Corporation through such point in time are then outstanding, the Corporation shall not, either directly or by amendment, merger, consolidation or otherwise, without the written consent or affirmative vote of the holders of not less than a majority of the then outstanding shares of Series D Preferred Stock, Series C Preferred Stock, Series B Preferred Stock and Series A Preferred Stock, voting together as a single class on an as-converted to Common Stock basis (except where the vote or written consent of the holders of a greater number of shares of the Corporation is required by law or by the Certificate of Incorporation, and in addition to any other vote required by law or the Certificate of Incorporation):

(i) except for reimbursement of reasonable expenses and transactions approved by a majority of the Corporation's disinterested directors in the ordinary course of business between the Corporation and its officers, directors and employees relating to compensation (including the issuance of securities under the Corporation's stock incentive plans by the Board of Directors or its Compensation Committee), engage in any transactions (including, without limitation, the repayment of any loans made to the Corporation) with "affiliates", which for the purposes of this Section B.6(c) shall mean (i) any director or officer (or any member of such person's immediate family or a trust for their benefit) of the Corporation or any holder of its capital stock or (ii) any person (or any member of such person's immediate family or a trust for their benefit) or entity, directly or indirectly, controlling, controlled by or under common control with any such person or entity;

(ii) Repurchase or redeem any equity securities or pay any dividends or make any distributions to holders of any of the Corporation's equity securities except for the payment of dividends on or the redemption of the Series D Preferred Stock, Series C Preferred Stock, Series B Preferred Stock and Series A Preferred Stock as provided herein and other than pursuant to agreements with employees, advisors, consultants or service providers, in effect on the date hereof, giving the Corporation the right to repurchase equity securities upon the termination of services or in the exercise of the Corporation's right of first refusal;

(iii) Adopt or make any amendment to any stock option, restricted stock, stock purchase, warrant or other stock incentive plan or arrangement ("Compensatory Plans");

(iv) Issue or authorize any class or series of equity securities or additional shares of existing classes or series, or equivalents thereof or rights convertible thereinto or

exchangeable therefor, except (i) pursuant to that certain Series D Stock Purchase Agreement, dated as of the Series D Original Issue Date, among the Corporation and the other persons named therein; (ii) pursuant to a Compensatory Plan; (iii) in connection with a Qualified Public Offering; and (iv) shares of Common Stock issued pursuant to a transaction described in Section B.4(e) hereof, provided such transaction is approved by the Board of Directors of the Corporation;

(v) Other than in connection with a Qualified Public Offering, create (by reclassification or otherwise) any new class or series of securities or shares or equivalents thereof or rights convertible thereinto or exchangeable therefor;

(vi) Effect a merger, consolidation, reorganization, conversion or recapitalization of the Corporation, or sale of the Corporation or sale or lease of all or substantially all of its assets or any transaction resulting in a change in ownership or voting control of more than fifty percent (50%) of the Corporation's outstanding shares of capital stock on an "as if" fully converted basis, whether by merger, consolidation, sale or lease of assets or otherwise;

(vii) Liquidate or dissolve or effect a winding up of the business of the Corporation or a material change in the nature of the Corporation's business;

(viii) Amend or waive any provision of the Corporation's Certificate of Incorporation or bylaws;

(ix) Increase the size of the Board of Directors of the Corporation to more than seven (7) directors;

(x) Make any borrowings, incur any obligations for borrowed money or leases, issue any debt securities or guarantee (directly or indirectly) any indebtedness which exceed One Hundred Thousand Dollars (\$100,000) in the aggregate at any time during any calendar year;

(xi) Acquire the entirety of or any controlling interest in any company or business (whether by a purchase of assets, purchase of stock, merger, share exchange or otherwise), or enter into any material joint venture;

(xii) Repay any loans made to the Corporation by a shareholder;

(xiii) Grant any other person the right to utilize any material intellectual property of the Corporation other than in the ordinary course of business; or

(xiv) Agree to do any of the foregoing.

(d) Actions Requiring Approval of Series C Preferred Stock and Series B Preferred Stock. So long as at least twenty-five percent (25%) of the shares of Series C Preferred Stock and Series B Preferred Stock (taken together and not separately) issued by the Corporation through such point in time are then outstanding, the Corporation shall not, either directly or by amendment, merger, consolidation or otherwise, without the written consent or affirmative vote

of the holders of not less than eighty-five percent (85%) of the then outstanding shares of Series C Preferred Stock and Series B Preferred Stock, voting together as a single class on an as-converted to Common Stock basis (except where the vote or written consent of the holders of a greater number of shares of the Corporation is required by law or by the Certificate of Incorporation, and in addition to any other vote required by law or the Certificate of Incorporation):

(i) Take any action that would alter or change the rights, preferences or privileges of, or increase the authorized number of shares of, the Series C Preferred Stock or Series B Preferred Stock (it being expressly acknowledged and agreed that the authorization and issuance of a security which is senior with respect to dividends, liquidation, redemption and conversion to the Series C Preferred Stock and Series B Preferred Stock shall not be deemed to alter or change the rights, preferences or privileges of the Series C Preferred Stock or Series B Preferred Stock), or waive compliance with any provision of the Certificate of Incorporation on behalf of the holders of the Series C Preferred Stock and the Series B Preferred Stock;

(ii) Agree to any restrictions on the declaration or payment of any Series C Dividends or Series B Dividends or the redemption of shares of Series C Preferred Stock or Series B Preferred Stock; or

(iii) Agree to do any of the foregoing.

(e) Actions Requiring Approval of Series A Preferred Stock. So long as at least twenty-five percent (25%) of the shares of Series A Preferred Stock issued by the Corporation through such point in time are then outstanding, the Corporation shall not, either directly or by amendment, merger, consolidation or otherwise, without the written consent or affirmative vote of the holders of not less than eighty-five percent (85%) of the then outstanding shares of Series A Preferred Stock, voting together as a single class (except where the vote or written consent of the holders of a greater number of shares of the Corporation is required by law or by the Certificate of Incorporation, and in addition to any other vote required by law or the Certificate of Incorporation):

(i) Take any action that would alter or change the rights, preferences or privileges of, or increase the authorized number of shares of, the Series A Preferred Stock (it being expressly acknowledged and agreed that the authorization and issuance of a security which is senior with respect to dividends, liquidation, redemption and conversion to the Series A Preferred Stock shall not be deemed to alter or change the rights, preferences or privileges of the Series A Preferred Stock), or waive compliance with any provision of the Certificate of Incorporation on behalf of the holders of the Series A Preferred Stock;

(ii) Agree to any restrictions on the declaration or payment of any Series A Dividends or the redemption of shares of Series A Preferred Stock; or

(iii) Agree to do any of the foregoing.

(f) Actions Requiring Approval of Chrysalis. So long as at least twenty-five percent (25%) of the shares of Series C Preferred Stock and Series B Preferred Stock issued by the Corporation to Chrysalis Ventures II, L.P. ("Chrysalis") through such point in time are then

outstanding and held by Chrysalis, the Corporation shall not, either directly or by amendment, merger, consolidation or otherwise, without the written consent of Chrysalis:

(i) Transfer, license or lease any material assets (including intellectual property assets) of the Corporation;

(ii) Approve or alter an annual budget or take any action (including any expenditure of funds of the Corporation) that results in a material variance from an annual budget previously approved by the Board of Directors of the Corporation or a committee thereof; or

(iii) Hire or terminate any member of the Corporation's senior management, including but not limited to its chief executive officer and chief operating officer.

(C) Rights, Preferences, Privileges and Restrictions of Series A Preferred Stock. The rights, preferences, privileges, and restrictions granted to and imposed on the Series A Preferred Stock are as set forth below in this Article Four (C). The shares of Series A Preferred Stock shall rank junior in priority with respect to dividends, liquidation, redemption and conversion, and shall be subject to all of the preferences, limitations and relative rights of the Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock, but shall be senior with respect to dividends, liquidation, redemption and conversion to the Common Stock.

1. Dividend Provisions. From and after the date of the issuance of any shares of Series A Preferred Stock and continuing until the Series D Original Issue Date, dividends at the rate per annum of \$0.06 per share shall accrue on such shares of Series A Preferred Stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization affecting such shares); provided, however, that from and after the Series D Original Issue Date, the holders of the Series A Preferred Stock shall only be entitled to receive, if, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors, including any dividends accrued prior to the Series D Original Issue Date (the "Series A Dividends"). For the avoidance of doubt, the Series A Dividends shall accrue from day to day commencing with the date of issue of such Series A Preferred Stock and ending at the earliest to occur of the redemption or conversion of such share and immediately prior to the Series D Original Issue Date. Except as set forth in the following sentence of this paragraph or in Subsection C.2(a), Section C.4 or Section C.5, the Corporation shall be under no obligation to pay such Series A Dividends. The Corporation shall not declare, pay or set aside any dividends on any shares of Common Stock (other than dividends on shares of Common Stock payable solely in shares of Common Stock) unless the holders of the Series A Preferred Stock then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of Series A Preferred Stock in an amount at least equal to (i) the amount of the Series A Dividends including any amount accrued and not previously paid thereon plus (ii) that dividend per share of Series A Preferred Stock as would equal the product of (1) the dividend payable on each share of Common Stock and (2) the number of shares of Common Stock issuable upon conversion of a share of Series A Preferred Stock, calculated on the record date for determination of holders entitled to receive such dividend.

2. Liquidation Preference.

(a) Payments to Holders of Series A Preferred Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and only after full

payment of each of the Series D Liquidation Amount, Series C Liquidation Amount and the Series B Liquidation Amount as provided above, the holders of shares of Series A Preferred Stock then outstanding shall be paid out of the assets available for distribution to the Corporation's stockholders before any payment shall be made to the holders of Common Stock by reason of their ownership thereof, an amount equal to the greater of (i) \$1.00 per share (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization affecting such shares) (such amount, as so adjusted from time to time, being hereinafter referred to as the "Series A Original Issue Price"), plus any dividends accrued but unpaid thereon, or (ii) such amount per share as would have been payable had each such share been converted into Common Stock pursuant to Section C.4 immediately prior to such liquidation, dissolution or winding up, including the payment of any Series A Dividends pursuant to Section C.4(b) below (the amount payable pursuant to this sentence is hereinafter referred to as the "Series A Liquidation Amount"). If upon any such liquidation, dissolution or winding up of the Corporation, and after full payment of each of the Series D Liquidation Amount, Series C Liquidation Amount and the Series B Liquidation Amount, the remaining assets available for distribution to its stockholders shall be insufficient to pay the holders of shares of Series A Preferred Stock the full aforesaid preferential amount to which they shall be entitled, the holders of shares of Series A Preferred Stock shall share ratably in any distribution of the remaining assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

(b) Deemed Liquidation Events.

(i) In the event of a Deemed Liquidation Event pursuant to Subsection B.2(c)(i)(A)(2) or (B) above, if the Corporation does not effect a dissolution of the Corporation under the DGCL within 60 days after such Deemed Liquidation Event, then (A) the Corporation shall deliver a written notice to each holder of Series A Preferred Stock no later than the 60th day after the Deemed Liquidation Event advising such holders of their right (and the requirements to be met to secure such right) pursuant to the terms of the following clause (B) to require the redemption of such shares of Series A Preferred Stock, and (B) if the holders of at least 60% or more of the then outstanding shares of Series A Preferred Stock so request in a written instrument delivered to the Corporation not later than 75 days after such Deemed Liquidation Event, the Corporation shall use the consideration received by the Corporation for such Deemed Liquidation Event (net of any retained liabilities associated with the assets sold or technology licensed, as determined in good faith by the Board of Directors of the Corporation) (the "Net Proceeds") to redeem, subject to each of the Series D Liquidation Amount, Series C Liquidation Amount and the Series B Liquidation Amount and to the extent legally available therefor, on the 90th day after such Deemed Liquidation Event, all outstanding shares of Series A Preferred Stock at a price per share equal to the Series A Liquidation Amount. In the event of a redemption pursuant to the preceding sentence, if, after payment in full of each of the Series D Liquidation Amount, Series C Liquidation Amount and the Series B Liquidation Amount, the Net Proceeds are not sufficient to redeem all outstanding shares of Series A Preferred Stock, or if the Corporation does not have sufficient lawfully available funds to effect such redemption, the Corporation shall redeem a pro rata portion of each holder's shares of Series A Preferred Stock to the fullest extent of such Net Proceeds or such lawfully available funds, as the case may be, and, where such redemption is limited by the amount of lawfully available funds, the Corporation shall redeem the remaining shares to have been redeemed as soon as practicable after the Corporation has funds legally available therefor. Prior to the distribution or redemption provided for in this Subsection C.2(b)(i), the Corporation shall not expend or

dissipate the consideration received for such Deemed Liquidation Event, except to discharge expenses incurred in the ordinary course of business. All amounts paid to holders of Series A Preferred Stock upon redemption of their shares of Series A Preferred Stock pursuant to the provisions of this Subsection C.2(b)(i) shall be paid out of the retained earnings of the Corporation to the extent required by the applicable rules and regulations of the United States Small Business Administration as it relates to Small Business Investment Companies.

(ii) The amount deemed paid or distributed to the holders of capital stock of the Corporation upon any such merger, consolidation, sale, transfer, exclusive license, other disposition or redemption shall be the cash or the value of the property, rights or securities paid or distributed to such holders by the Corporation or the acquiring person, firm or other entity. The value of such property, rights or securities shall be determined in good faith by the Board of Directors of the Corporation.

3. Redemption. The Series A Preferred Stock shall not have redemption rights other than as set forth in Subsection C.2(b)(i).

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

(a) Right to Convert. Subject to the provisions of Section B.3 above, each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$1.00 by the Series A Conversion Price (as defined below) in effect at the time of conversion. The "Series A Conversion Price" shall initially be equal to the Series A Original Issue Price. Such initial Series A Conversion Price, and the rate at which shares of Series A Preferred Stock may be converted into shares of Common Stock, shall be subject to adjustment as provided below. In the event of a liquidation, dissolution or winding up of the Corporation or a Deemed Liquidation Event, the Series A Conversion Rights shall terminate at the close of business on the last full day preceding the date fixed for the payment of any such amounts distributable on such event to the holders of Series A Preferred Stock.

(b) Payment of Series A Dividends. In connection with any conversion pursuant to this Section C.4, all Series A Dividends shall be immediately due and payable with respect to the shares of Series A Preferred Stock being converted, subject to Section B.1 above.

(c) Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of the Series A Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the fair market value of a share of Common Stock as determined in good faith by the Board of Directors of the Corporation. Whether or not fractional shares would be issuable upon such conversion shall be determined on the basis of the total number of shares of Preferred Stock the holder is at the time converting into Common Stock and the aggregate number of shares of Common Stock issuable upon such conversion.

(d) Mechanics of Conversion.

(i) In order for a holder of Series A Preferred Stock to voluntarily convert shares of Series A Preferred Stock into shares of Common Stock, such holder shall surrender the certificate or certificates for such shares of Series A Preferred Stock (or, if such registered holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate), at the office of the transfer agent for the Series A Preferred Stock (or at the principal office of the Corporation if the Corporation serves as its own transfer agent), together with written notice that such holder elects to convert all or any number of the shares of the Series A Preferred Stock represented by such certificate or certificates and, if applicable, any event on which such conversion is contingent. Such notice shall state such holder's name or the names of the nominees in which such holder wishes the certificate or certificates for shares of Common Stock to be issued. If required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by a written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or his, her or its attorney duly authorized in writing. The close of business on the date of receipt by the transfer agent of such certificates (or lost certificate affidavit and agreement) and notice (or by the Corporation if the Corporation serves as its own transfer agent) shall be the time of conversion (the "Conversion Time"), and the shares of Common Stock issuable upon conversion of the shares represented by such certificate shall be deemed to be outstanding of record as of such date. The Corporation shall, as soon as practicable after the Conversion Time, issue and deliver at such office to such holder of Series A Preferred Stock, or to his, her or its nominees, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled, together with cash in lieu of any fraction of a share and cash with respect to the Series A Dividends.

(ii) The Corporation shall at all times when the Series A Preferred Stock shall be outstanding, reserve and keep available out of its authorized but unissued stock, for the purpose of effecting the conversion of the Series A Preferred Stock, such number of its duly authorized shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding Series A Preferred Stock; 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 A Preferred Stock, the Corporation shall take such corporate action as may 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 of Incorporation. Before taking any action which would cause an adjustment reducing the Series A Conversion Price below the then par value of the shares of Common Stock issuable upon conversion of the Series A Preferred Stock, the Corporation will take any corporate action which may, in the opinion of its counsel, be necessary in order that the Corporation may validly and legally issue fully paid and nonassessable shares of Common Stock at such adjusted Series A Conversion Price.

(iii) All shares of Series A Preferred Stock which shall have been surrendered for conversion as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares, including the rights, if any, to receive notices and to vote, shall immediately cease and terminate at the Conversion Time, except only the right of the holders thereof to receive shares of Common Stock in exchange therefor and to receive payment

of any cash in lieu of any fraction of a share and cash with respect to the Series A Dividends. Any shares of Series A Preferred Stock so converted shall be retired and cancelled and shall not be reissued as shares of such series, and the Corporation (without the need for stockholder action) may from time to time take such appropriate action as may be necessary to reduce the authorized number of shares of Series A Preferred Stock accordingly.

(iv) Upon any such conversion, no adjustment to the Series A Conversion Price shall be made for any declared but unpaid dividends on the Series A Preferred Stock surrendered for conversion or on the Common Stock delivered upon conversion.

(v) The Corporation shall pay any and all issue and other similar taxes that may be payable in respect of any issuance or delivery of shares of Common Stock upon conversion of shares of Series A Preferred Stock pursuant to this Section C.4. The Corporation shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issuance and delivery of shares of Common Stock in a name other than that in which the shares of Series A Preferred Stock so converted were registered, and no such issuance or delivery shall be made unless and until the person or entity requesting such issuance has paid to the Corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that such tax has been paid.

(e) Adjustment for Stock Splits and Combinations. If the Corporation shall at any time or from time to time after the date on which the first share of Series A Preferred Stock was issued (the "Series A Original Issue Date") effect a subdivision of the outstanding Common Stock without a comparable subdivision of the Series A Preferred Stock or combine the outstanding shares of Series A Preferred Stock without a comparable combination of the Common Stock, the Series A Conversion Price in effect immediately before that subdivision or combination shall be proportionately 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 in the aggregate number of shares of Common Stock outstanding. If the Corporation shall at any time or from time to time after the Series A Original Issue Date combine the outstanding shares of Common Stock without a comparable combination of the Series A Preferred Stock or effect a subdivision of the outstanding shares of Series A Preferred Stock without a comparable subdivision of the Common Stock, the Series A Conversion Price in effect immediately before the combination or subdivision shall be proportionately 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 the aggregate number of shares of Common Stock outstanding. Any adjustment under this subsection shall become effective at the close of business on the date the subdivision or combination becomes effective.

(f) Adjustment for Certain Dividends and Distributions. In the event the Corporation at any time or from time to time after the Series A Original Issue Date shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable on the Common Stock in additional shares of Common Stock, then and in each such event the Series A Conversion Price in effect immediately before such event shall be decreased as of the time of such issuance or, in the event such a record date shall have been fixed, as of the close of business on such record date, by multiplying the Series A Conversion Price then in effect by a fraction:

(1) the numerator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and

(2) the denominator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution; provided, however, that if such record date shall have been fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Series A Conversion Price shall be recomputed accordingly as of the close of business on such record date and thereafter the Series A Conversion Price shall be adjusted pursuant to this subsection as of the time of actual payment of such dividends or distributions; and provided further, however, that no such adjustment shall be made if the holders of Series A Preferred Stock simultaneously receive (i) a dividend or other distribution of shares of Common Stock in a number equal to the number of shares of Common Stock as they would have received if all outstanding shares of Series A Preferred Stock had been converted into Common Stock on the date of such event or (ii) a dividend or other distribution of shares of Series A Preferred Stock which are convertible, as of the date of such event, into such number of shares of Common Stock as is equal to the number of additional shares of Common Stock being issued with respect to each share of Common Stock in such dividend or distribution.

(g) Adjustments for Other Dividends and Distributions. In the event the Corporation at any time or from time to time after the Series A Original Issue Date shall make or issue, or fix a record date for the determination of holders of capital stock of the Corporation entitled to receive, a dividend or other distribution payable in securities of the Corporation (other than a distribution of shares of Common Stock in respect of outstanding shares of Common Stock) or in other property and the provisions of Section C.1 do not apply to such dividend or distribution, then and in each such event the holders of Series A Preferred Stock shall receive, simultaneously with the distribution to the holders of such capital stock, a dividend or other distribution of such securities or other property in an amount equal to the amount of such securities or other property as they would have received if all outstanding shares of Series A Preferred Stock had been converted into Common Stock on the date of such event.

(h) Adjustment for Merger or Reorganization, etc. Subject to the provisions of Subsection C.2(c), if there shall occur any reorganization, recapitalization, reclassification, consolidation or merger involving the Corporation in which the Common Stock (but not the Series A Preferred Stock) is converted into or exchanged for securities, cash or other property (other than a transaction covered by Subsections (e), (f) or (g) of this Section C.4), then, following any such reorganization, recapitalization, reclassification, consolidation or merger, each share of Series A Preferred Stock shall thereafter be convertible in lieu of the Common Stock into which it was convertible prior to such event into the kind and amount of securities, cash or other property which a holder of the number of shares of Common Stock of the Corporation issuable upon conversion of one share of Series A Preferred Stock immediately prior to such reorganization, recapitalization, reclassification, consolidation or merger would have been entitled to receive pursuant to such transaction; and, in such case, appropriate adjustment (as determined in good faith by the Board of Directors of the Corporation) shall be made in the application of the provisions in this Section C.4 with respect to the rights and interests thereafter of the holders of the Series A Preferred Stock, to the end that the provisions set forth in this Section C.4 (including provisions with respect to changes in and other adjustments of the Series A Conversion Price) shall thereafter be applicable, as nearly as

reasonably may be, in relation to any securities or other property thereafter deliverable upon the conversion of the Series A Preferred Stock.

(i) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Series A Conversion Price pursuant to this Section C.4, the Corporation at its expense shall, as promptly as reasonably practicable but in any event not later than 10 days thereafter, compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series A Preferred Stock a certificate setting forth such adjustment or readjustment (including the kind and amount of securities, cash or other property into which the Series A Preferred Stock is convertible) and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, as promptly as reasonably practicable after the written request at any time of any holder of Series A Preferred Stock (but in any event not later than 10 days thereafter), furnish or cause to be furnished to such holder a certificate setting forth (i) the Series A Conversion Price then in effect, and (ii) the number of shares of Common Stock and the amount, if any, of other securities, cash or property which then would be received upon the conversion of Series A Preferred Stock.

(j) Notice of Record Date. In the event:

(i) the Corporation shall take a record of the holders of its Common Stock (or other stock or securities at the time issuable upon conversion of the Series A Preferred Stock) for the purpose of entitling or enabling them to receive any dividend or other distribution, or to receive any right to subscribe for or purchase any shares of stock of any class or any other securities, or to receive any other right;

(ii) of any capital reorganization of the Corporation, any reclassification of the Common Stock of the Corporation, or any Deemed Liquidation Event; or

(iii) of the voluntary or involuntary dissolution, liquidation or winding-up of the Corporation,

then, and in each such case, the Corporation will send or cause to be sent to the holders of the Series A Preferred Stock a notice specifying, as the case may be, (i) the record date for such dividend, distribution or right, and the amount and character of such dividend, distribution or right, or (ii) the effective date on which such reorganization, reclassification, consolidation, merger, transfer, dissolution, liquidation or winding-up is proposed to take place, and the time, if any is to be fixed, as of which the holders of record of Common Stock (or such other stock or securities at the time issuable upon the conversion of the Series A Preferred Stock) shall be entitled to exchange their shares of Common Stock (or such other stock or securities) for securities or other property deliverable upon such reorganization, reclassification, consolidation, merger, transfer, dissolution, liquidation or winding-up, and the amount per share and character of such exchange applicable to the Series A Preferred Stock and the Common Stock. Such notice shall be sent at least 10 days prior to the record date or effective date for the event specified in such notice. Any notice required by the provisions hereof to be given to a holder of shares of Preferred Stock shall be deemed sent to such holder if deposited in the United States mail, postage prepaid, and addressed to such holder at his, her or its address appearing on the books of the Corporation.

5. Mandatory Conversion.

(a) General. Upon the earlier of (A) a Qualified Public Offering (as defined above) or (B) a date specified by vote or written consent of the holders of at least eighty-five percent (85%) of the then outstanding shares of Series A Preferred Stock (the "Mandatory Conversion Date"), (i) all outstanding shares of Series A Preferred Stock shall automatically be converted into shares of Common Stock, at the then effective conversion rate and (ii) such shares may not be reissued by the Corporation as shares of such series.

(b) Payment of Series A Dividends. In connection with any conversion pursuant to this Section C.5, all Series A Dividends shall be immediately due and payable with respect to the shares of Series A Preferred Stock being converted, subject to Section B.1 above.

(c) Mechanics of Conversion. All holders of record of shares of Series A Preferred Stock shall be given written notice of the Mandatory Conversion Date and the place designated for mandatory conversion of all such shares of Series A Preferred Stock pursuant to this Section C.5. Such notice need not be given in advance of the occurrence of the Mandatory Conversion Date. Such notice shall be sent by first class or registered mail, postage prepaid, or given by electronic communication in compliance with the provisions of the DGCL, to each record holder of Series A Preferred Stock. Upon receipt of such notice, each holder of shares of Series A Preferred Stock shall surrender his, her or its certificate or certificates for all such shares to the Corporation at the place designated in such notice, and shall thereafter receive certificates for the number of shares of Common Stock to which such holder is entitled pursuant to this Section C.5. On the Mandatory Conversion Date, all outstanding shares of Series A Preferred Stock shall be deemed to have been converted into shares of Common Stock, which shall be deemed to be outstanding of record, and all rights with respect to the Series A Preferred Stock so converted, including the rights, if any, to receive notices and vote (other than as a holder of Common Stock), will terminate, except only the rights of the holders thereof, upon surrender of their certificate or certificates therefor, to receive certificates for the number of shares of Common Stock into which such Series A Preferred Stock has been converted, and payment of any declared but unpaid dividends thereon. If so required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or by his, her or its attorney duly authorized in writing. As soon as practicable after the Mandatory Conversion Date and the surrender of the certificate or certificates for Series A Preferred Stock, the Corporation shall cause to be issued and delivered to such holder, or on his, her or its written order, a certificate or certificates for the number of full shares of Common Stock issuable on such conversion in accordance with the provisions hereof, together with cash as provided in Subsection C.4(c) in respect of any fraction of a share of Common Stock otherwise issuable upon such conversion and cash with respect to the Series A Dividends.

(d) Retirement of Shares. All certificates evidencing shares of Series A Preferred Stock which are required to be surrendered for conversion in accordance with the provisions hereof shall, from and after the Mandatory Conversion Date, be deemed to have been retired and cancelled and the shares of Series A Preferred Stock represented thereby converted into Common Stock for all purposes, notwithstanding the failure of the holder or holders thereof to surrender such certificates on or prior to such date. Such converted Series A Preferred Stock may not be reissued as shares of such Series, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of Series A Preferred Stock accordingly.

6. Voting.

(a) General. On any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written consent of stockholders in lieu of meeting), each holder of outstanding shares of Series A Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock into which the shares of Series A Preferred Stock held by such holder are convertible as of the record date for determining stockholders entitled to vote on such matter. Except as provided by law or by the provisions of Subsection B.6(b) or 6(c) above, holders of Series A Preferred Stock shall vote together with the holders of Common Stock, and with the holders of any other series of Preferred Stock the terms of which so provide, as a single class. To the extent Delaware law requires a separate class vote of the holders of the Series A Preferred Stock and this Certificate of Incorporation does not otherwise specify a required percentage, the percentage required for approval of such class vote shall be a simple majority.

(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, if, when and as declared by the Board of Directors, out of any assets of the 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 the Corporation, the assets of the Corporation shall be distributed as provided in Section 2 (Liquidation Preference) of Article Four (B).

3. Redemption. The Common Stock shall not have redemption rights.

4. Voting. The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings); provided, however, that, except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to this Certificate of Incorporation that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to this Certificate of Incorporation or pursuant to the DGCL. There shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of stock of the Corporation representing a majority of the votes represented by all outstanding shares of stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the DGCL.

ARTICLE FIVE

The Corporation is to have perpetual existence.

ARTICLE SIX

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter or repeal the bylaws of the Corporation.

ARTICLE SEVEN

Meetings of stockholders may be held within or without the State of Delaware, as the bylaws of the Corporation may provide. The books of the Corporation may be kept 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 the Corporation. Election of directors need not be by written ballot unless the bylaws of the Corporation so provide.

ARTICLE EIGHT

To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the DGCL or any other law of the State of Delaware is amended after approval by the stockholders of this Article Eight 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 the foregoing provisions of this Article Eight by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

ARTICLE NINE

The Corporation shall indemnify its officers, directors and agents to the fullest extent permitted by the DGCL.

ARTICLE TEN

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.

* * * * *

The foregoing Fourth Amended and Restated Certificate of Incorporation has been duly adopted by the Corporation's Board of Directors and stockholders in accordance with the applicable provisions of Sections 228, 242 and 245 of the Delaware General Corporation Law.

Date: September 10, 2015

/s/ Scott McQuigg

Scott McQuigg
Chief Executive Officer

4814-7263-7222, v. 6

Signature Page to Fourth Amended and Restated Certificate of Incorporation

RECORDED: 09/17/2015

TRADEMARK
REEL: 005625 FRAME: 0160