

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM363099

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Big Head Labs Inc.		04/25/2011	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Disqus, Inc.		
<b>Street Address:</b>	301 Howard Street, 3rd Floor		
<b>City:</b>	San Francisco		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	94105		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3635224	DISQUS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	6506147401		
<i>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.</i>			
<b>Phone:</b>	650 614-7400		
<b>Email:</b>	khamel@orrick.com		
<b>Correspondent Name:</b>	Thomas H. Zellerbach		
<b>Address Line 1:</b>	Orrick, Herrington & Sutcliffe LLP		
<b>Address Line 2:</b>	2050 Main Street, Suite 1100		
<b>Address Line 4:</b>	Irvine, CALIFORNIA 92614		
<b>ATTORNEY DOCKET NUMBER:</b>	24031.6001		
<b>NAME OF SUBMITTER:</b>	Thomas H. Zellerbach		
<b>SIGNATURE:</b>	/Thomas H. Zellerbach/		
<b>DATE SIGNED:</b>	11/19/2015		
<b>Total Attachments: 18</b>			
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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "BIG HEAD LABS INC.", CHANGING ITS NAME FROM "BIG HEAD LABS INC." TO "DISQUS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF APRIL, A.D. 2011, AT 11:56 O'CLOCK A.M.

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

4345004 8100

110448301



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

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8715751

DATE: 04-25-11

TRADEMARK  
REEL: 005673 FRAME: 0289

**FOURTH AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF BIG HEAD LABS INC.**

Daniel Ha and Jason Yan, the President and Secretary, respectively, of Big Head Labs Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Delaware General Corporation Law"), hereby certify:

**First.** That the date of filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware was May 2, 2007 under the name Big Head Labs Inc.

**Second.** That resolutions of the Board of Directors of this corporation (the "Board") were duly adopted setting forth a proposed amendment and restatement of the Third Amended and Restated Certificate of Incorporation of this corporation filed on March 17, 2010 as set forth herein.

**Third.** That the Third Amended and Restated Certificate of Incorporation of this corporation was filed on March 17, 2010.

**Fourth.** That pursuant to the Delaware General Corporation Law the Third Amended and Restated Certificate of Incorporation of this corporation be amended and restated in its entirety as follows:

**ARTICLE I**

The name of the Corporation is Disqus, Inc. (the "Corporation").

**ARTICLE II**

The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

**ARTICLE III**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law, as the same exists or as may hereafter be amended from time to time.

## ARTICLE IV

(A) Classes of Stock. This Corporation is authorized to issue two classes of capital stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is Thirty-One Million, Seven Hundred Eighty-Five Thousand, Eight Hundred Twenty Five (31,785,825). Twenty Million, Six Hundred Fourteen Thousand, Two Hundred Thirty One (20,614,231) shares shall be Common Stock, with a par value of \$0.00001, and Eleven Million, One Hundred Seventy-One Thousand, Five Hundred Ninety-Four (11,171,594) shares shall be Preferred Stock, with a par value of \$0.00001.

(B) Rights, Preferences and Restrictions of Preferred Stock. The Preferred Stock authorized by this Fourth Amended and Restated Certificate of Incorporation may be issued from time to time in series. The rights, preferences, privileges and restrictions granted to or imposed upon the Series A Preferred Stock, which Series shall consist of Two Million, Six Hundred Forty-Five Thousand Nine Hundred Four (2,645,904) shares, the Series A-1 Preferred Stock, which Series shall consist of One Million, Nine Hundred Fifty-One Thousand, Six Hundred Eighty-Three (1,951,683) shares, the Series B Preferred Stock, which Series shall consist of Three Million, One Hundred Thirty-Seven Thousand, Five Hundred Eighty (3,137,580) shares, and the Series C Preferred Stock, which Series shall consist of Three Million, Four Hundred Thirty-Six Thousand, Four Hundred Twenty-Seven (3,436,427) shares, are as set forth below in this Article IV (B). The Series A, Series A-1, Series B and Series C Preferred Stock are at times collectively referred to as the "Series Preferred Stock."

1. Dividend Provisions. The Corporation shall not declare, pay or set aside any dividends on shares of any other class or series of capital stock of the Corporation (other than dividends on shares of Common Stock payable in shares of Common Stock) unless the holders of the Series Preferred Stock then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of Series Preferred Stock in an amount at least equal to that dividend per share of Series Preferred Stock as would equal the product of (A) the dividend payable on each share of such class or series determined, if applicable, as if all shares of such class or series had been converted into Common Stock and (B) the number of shares of Common Stock issuable upon conversion of a share of Series Preferred Stock, in each case calculated on the record date for determination of holders entitled to receive such dividend.

2. Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary (a "Liquidation Event"), the holders of Series Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the sum of (i) \$0.20598 for each outstanding share of Series A Preferred Stock (as adjusted for stock splits, stock dividends, reclassifications and the like with respect to the Series A Preferred Stock) (the "Original Series A Issue Price"), or \$0.48676 for each outstanding share of Series A-1 Preferred Stock (as adjusted for stock splits, stock dividends, reclassifications and the like with respect to the Series A-1 Preferred Stock) (the "Original Series A-1 Issue Price"), or \$0.95615 for each outstanding share of Series B Preferred Stock (as adjusted for stock splits, stock dividends, reclassifications and the like with respect to

the Series B Preferred Stock) (the "Original Series B Issue Price"), or \$2.91 for each outstanding share of Series C Preferred Stock (as adjusted for stock splits, stock dividends, reclassifications and the like with respect to the Series C Preferred Stock) (the "Original Series C Issue Price"), and (ii) an amount equal to declared but unpaid dividends on each such share of Series Preferred Stock. If, upon the occurrence of such Liquidation Event, the assets and funds thus distributed among the holders of the Series Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then, the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series Preferred Stock 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) After the distribution described in subsection (a) above has been paid, the remaining assets of the Corporation available for distribution to stockholders shall be distributed ratably among all outstanding shares of Common Stock of the Corporation.

(c) Notwithstanding the foregoing Sections 2(a) and 2(b), if, in connection with any Liquidation Event, the amount which the holders of shares of Series Preferred Stock would, if such holders converted such shares of Series Preferred Stock into shares of Common Stock immediately prior to such Liquidation Event, be entitled to receive pursuant to Section 2(b) is greater than the amount which such holders would, if such holders did not so convert such shares of Series Preferred Stock into shares of Common Stock, be entitled to receive pursuant to Section 2(a) above, then such holders of Series Preferred Stock shall be paid such greater amount pursuant to such Liquidation Event in full satisfaction of all amounts to which such holders of Series Preferred Stock are entitled pursuant to this Section 2.

(d) Each of the following shall be deemed to be a Liquidation Event within the meaning of this Section 2, unless the holders of at least a majority of the outstanding shares of Series Preferred Stock, voting together as a single class and on an as-converted basis, elect otherwise by written notice sent to the Corporation at least five (5) days prior to the effective date of any such event:

(i) a merger or consolidation in which the Corporation is a constituent party or 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 holders of capital stock of the Corporation outstanding immediately prior to such merger or consolidation, continue to hold (x) in the aggregate, at least fifty percent (50%) of the voting power of the capital stock of the Corporation or the surviving or acquiring entity entitled to vote in the election of a majority of the directors in substantially the same proportions (relative to all such continuing holders) as immediately prior to such transaction and (y) capital stock of the Corporation, or the surviving or acquiring entity, with rights, preferences, powers and other provisions that are substantially identical to the rights, preferences, powers and other provisions of the capital stock each such holder held immediately prior to such merger or consolidation;

(ii) the sale, lease, transfer, exclusive license 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, or the sale or disposition (whether by merger, consolidation or otherwise) of one or more subsidiaries of the Corporation if substantially all of the assets of the Corporation and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation; or

(iii) the effectuation by the Corporation of a transaction or series of related transactions in which more than 50% of the voting power of the Corporation is disposed of.

(e) Valuation of Non-Cash Consideration. If any assets of the Corporation distributed to stockholders in connection with any Liquidation Event are other than cash, then the value of such assets shall be their fair market value as determined in good faith by the Board; *provided* that any publicly-traded securities to be distributed to stockholders in a Liquidation Event shall be valued as follows:

(i) Unless otherwise provided in the definitive agreement related to such Liquidation Event, if the securities are traded on a national securities exchange or the Nasdaq Stock Market, then the value of the securities shall be deemed to be the average of the closing prices of the securities on such exchange or system over the ten (10) trading day period ending five (5) trading days prior to the distribution of the securities.

(ii) Unless otherwise provided in the definitive agreement related to such Liquidation Event, if the securities are actively traded over-the-counter, then the value of the securities shall be deemed to be the average of the closing bid prices of the securities over the ten (10) trading day period ending five (5) trading days prior to the distribution of the securities.

(iii) If there is no active public market, then the value of the securities shall be their fair market value as determined in good faith by the Board.

(iv) If the securities are subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate), an appropriate discount will be made from the market value determined as above in clauses (i), (ii) or (iii) of this Section 2(e), to reflect the approximate fair market value thereof, as determined by the Board.

(v) If the securities are distributed pursuant to the terms of a transaction described in clauses (i), (ii) and (iii) of Section 2(d), the securities shall be deemed to have been distributed on the date such transaction closes.

For the purposes of this Section 2(e), "Trading Day" shall mean any day which the exchange or system on which the securities to be distributed are traded is open and "Closing Prices" shall be deemed to be: (i) for securities traded primarily on the New York Stock Exchange, the American Stock Exchange or the Nasdaq National Market System, the last reported trade price or sale price, as the case may be, at 4:00 p.m., New York time, on that day and (ii) for securities listed or traded on other exchanges, markets and systems, the market price

as of the end of the regular hours trading period that is generally accepted as such for such exchange, market or system. If, after the date hereof, the benchmark times generally accepted in the securities industry for determining the market price of a stock as of a given trading day shall change from those set forth above, the fair market value shall be determined as of such other generally accepted benchmark times.

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

(a) Right to Convert. Subject to subsection 3(d) below, each share of Series Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for the Series Preferred Stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Original Series A Issue Price, the Original Series A-1 Issue Price, the Original Series B Issue Price, or the Original Series C Issue Price, as the case may be, for each outstanding share of Series A Preferred Stock, Series A-1 Preferred Stock, Series B Preferred Stock, or Series C Preferred Stock by the Conversion Price for such series of Series Preferred Stock at the time in effect. The initial Conversion Price per share for shares of Series A Preferred Stock shall be \$0.20598, the initial Conversion Price per share for shares of Series A-1 Preferred Stock shall be \$0.48676, the initial Conversion Price per share for shares of Series B Preferred Stock shall be \$0.95615, and the initial Conversion Price per share for shares of Series C Preferred Stock shall be \$2.91, provided, however, that the Conversion Price for each series of Series Preferred Stock (and the rate at which shares of Series Preferred Stock may be converted into shares of Common Stock) shall be subject to adjustment as set forth in subsection 3(d).

(b) Automatic Conversion. Each share of Series Preferred Stock shall automatically be converted into shares of Common Stock at the Conversion Price at the time in effect for such Series Preferred Stock immediately upon (x) the consummation of the Corporation's sale of shares of Common Stock in a firm commitment underwritten public offering registered under the Securities Act of 1933, as amended (the "Act"), which results in aggregate cash proceeds to the Corporation of not less than \$30,000,000 (net of underwriting discounts and commissions) (a "Qualified IPO"), or (y) the written consent or vote of the holders of a simple majority of the then outstanding shares of Series Preferred Stock, voting together as a single class and on an as-converted basis.

(c) Mechanics of Conversion. Before any holder of Series Preferred Stock shall be entitled to convert the same into shares of Common Stock, he or she shall surrender the certificate or certificates thereof, duly endorsed, at the office of the Corporation or of any transfer agent for the Series Preferred Stock, and shall give written notice by mail, postage prepaid, to the Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued and the event, if any, upon which such conversion of shares may be contingent. The Corporation shall, as soon as practicable thereafter, (i) issue and deliver at such office to such holder of Series Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid, and (ii) pay in cash such amount as provided in the first



sentence of this paragraph (c) in lieu of any fraction of a share of Common Stock otherwise issuable upon such conversion and (iii) pay all declared but unpaid dividends on the shares of Series Preferred Stock converted. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of such shares of Series Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date. If the conversion is in connection with an underwritten offer of securities registered pursuant to the Act, the conversion may, at the option of any holder tendering Series Preferred Stock for conversion, be conditioned upon the closing with the underwriter of the sale (or other purchaser) of securities pursuant to such offering, in which event the person(s) entitled to receive the Common Stock issuable upon such conversion of the Series Preferred Stock shall not be deemed to have converted such shares until immediately prior to the closing of such sale of securities.

(d) Conversion Price Adjustments of Preferred Stock. The Conversion Price of each series of Series Preferred Stock shall be subject to adjustment from time to time as follows:

(i) Issuance of Additional Stock below Purchase Price. If the Corporation should issue, or be deemed to issue, at any time after the date upon which any shares of Series Preferred Stock were first issued (the "Purchase Date"), any Additional Stock (as defined below) without consideration or for a consideration per share less than the Conversion Price for such series in effect immediately prior to the issuance of such Additional Stock, the Conversion Price for such series in effect immediately prior to each such issuance shall automatically be adjusted as set forth in this Section 3(d)(i), unless otherwise provided in this Section 3(d)(i).

(A) Adjustment Formula. Whenever a Conversion Price is adjusted pursuant to this Section (3)(d)(i), the new Conversion Price shall be determined by multiplying the Conversion Price then in effect by a fraction, (x) the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such issuance (the "Outstanding Common") plus the number of shares of Common Stock that the aggregate consideration received by the Corporation for such issuance would purchase at such existing Conversion Price; and (y) the denominator of which shall be the number of shares of Outstanding Common plus the number of shares of such Additional Stock (as defined below). For purposes of the foregoing calculation, Outstanding Common shall include shares of Common Stock deemed issued pursuant to Section 3(d)(i)(E) below.

(B) Definition of "Additional Stock." For purposes of this Section 3(d)(i), "Additional Stock" shall mean any shares of Common Stock issued (or deemed to have been issued pursuant to Section 3(d)(i)(E)) by the Corporation after the Purchase Date) other than (1) through (8) below, collectively, "Exempted Stock":

(1) Common Stock issued pursuant to stock dividends, stock splits or similar transactions, as described in Section 3(d)(ii) hereof;

(2) Shares of Common Stock issued or issuable to employees, consultants or directors of the Corporation directly or pursuant to a stock option plan, restricted stock plan or agreement and approved by the Board, not to exceed 2,802,637 shares of Common Stock;

(3) Capital stock, or options or warrants to purchase capital stock, issued to financial institutions or lessors in connection with commercial credit arrangements, equipment financings, commercial property lease transactions or similar transactions, in each case that are approved by the Board, including the Preferred Directors (as defined below);

(4) Capital stock, or warrants or options to purchase capital stock, issued in connection with bona fide acquisitions, mergers or similar transactions, the terms of which are approved by the Board, including the Preferred Directors;

(5) Common Stock issued or issuable upon conversion of the Series Preferred Stock;

(6) Shares of Common Stock issued in a public offering in connection with which all outstanding shares of Preferred Stock convert into Common Stock;

(7) Capital stock (or warrants therefore) issued or issuable to an entity as a component of any business relationship with such entity for the purpose of (A) joint venture, technology licensing or development activities, (B) distribution, supply or manufacture of the Corporation's products or services or (C) any other arrangements involving corporate partners that are primarily for purposes other than raising capital, the terms of which business relationship with such entity are approved by the Board, including the Preferred Directors; and

(8) Shares of Common Stock issued or issuable in transactions with respect to which an adjustment to the Conversion Price pursuant to this Section 3(d)(i) shall have been waived by the affirmative vote of at least a majority of the then outstanding shares of Series Preferred Stock, voting together as a class.

(C) No Fractional Adjustments. No adjustment of the Conversion Price for any Series Preferred Stock shall be made in an amount less than one one-tenth cent per share, provided that any adjustments which are not required to be made by reason of this sentence shall be carried forward and shall be either taken into account in any subsequent adjustment made prior to three years from the date of the event giving rise to the adjustment being carried forward, or shall be made at the end of three years from the date of the event giving rise to the adjustment being carried forward.

(D) Determination of Consideration. In the case of the issuance of Common Stock for cash, the consideration shall be deemed to be the cash received by the Corporation therefor. 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 market value thereof as determined in good faith by the Board irrespective of any accounting treatment.

(E) Deemed Issuances of Common Stock. In the case of the issuance (whether before, on or after the applicable Purchase Date) of securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (the "Common Stock Equivalents"), the following provisions shall apply for all purposes of this Section 3(d)(i):

(1) The aggregate maximum number of shares of Common Stock deliverable upon conversion, exchange or exercise (assuming the satisfaction of any conditions to convertibility, exchangeability or exercisability, including, without limitation, the passage of time, but without taking into account potential antidilution adjustments) of any Common Stock Equivalents shall be deemed to have been issued at the time such Common Stock Equivalents were issued and for a consideration equal to the consideration, if any, received by the Corporation for any such Common Stock Equivalents (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, exchange or exercise of any Common Stock Equivalents (the consideration in each case to be determined in the manner provided in Section 3(d)(i)(D).

(2) In the event of any change in the number of shares of Common Stock deliverable or in the consideration payable to the Corporation upon conversion, exchange or exercise of any Common Stock Equivalents, other than a change resulting from the antidilution provisions thereof, the Conversion Price of any series of Series Preferred Stock, to the extent in any way affected by or computed using such Common Stock Equivalents, 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 conversion, exchange or exercise of such Common Stock Equivalents.

(3) Upon the termination or expiration of the convertibility, exchangeability or exercisability of any Common Stock Equivalents, the Conversion Price of any series of Series Preferred Stock, to the extent in any way affected by or computed using such Common Stock Equivalents, shall be recomputed to reflect the issuance of only the number of shares of Common Stock (and Common Stock Equivalents that remain convertible, exchangeable or exercisable) actually issued upon the conversion, exchange or exercise of such Common Stock Equivalents.

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

(F) No Increased Conversion Price. Notwithstanding any other provisions of this Section 3(d)(i), (1) except to the limited extent provided for in Sections 3(d)(i)(E)(2) and 3(d)(i)(E)(3), no adjustment of a Conversion Price

pursuant to this Section 3(d)(i) shall have the effect of increasing such Conversion Price above the Conversion Price in effect immediately prior to such adjustment, and (2) no readjustment pursuant to subsections 3(d)(i)(E)(1) and 3(d)(i)(E)(2) above shall have the effect of increasing a Conversion Price for such series of Series Preferred Stock to an amount in excess of the lower of (x) the Conversion Price immediately following the original adjustment and (y) the Conversion Price for such series of Series Preferred Stock that would have resulted from any issuance of Additional Stock between the original adjustment and such readjustment.

(ii) Stock Splits and Dividends. In the event the Corporation should at any time or from time to time fix a record date for (x) the effectuation of a split or subdivision of the outstanding shares of Common Stock or (y) the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or Common Stock Equivalents without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Conversion Price of each series of Series Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase of the aggregate of shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents.

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

(e) Other Distributions. In the event the Corporation shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by the Corporation or other persons, assets (excluding cash dividends) or options or rights not referred to in subsection 3(d)(i), then, in each such case for the purpose of this subsection 3(e), the holders of Series Preferred Stock shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of the Corporation into which their shares of Series Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of the Corporation entitled to receive such distribution.

(f) Recapitalization. If at any time or from time to time there shall be a recapitalization of the Common Stock (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this Section 3); provision shall be made so that the holders of the Series Preferred Stock shall thereafter be entitled to receive upon conversion of such Series Preferred Stock the number of shares of stock or other securities or property of the Corporation or otherwise, to which a holder of Common Stock deliverable upon conversion would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 3 with respect to the rights of the holders of Series Preferred Stock after the recapitalization to the end that the provisions of this

Section 3 (including adjustment of the Conversion Price then in effect and the number of shares purchasable upon conversion of Series Preferred Stock) shall be applicable after that event as nearly equivalent as may be practicable.

(g) No Impairment. The Corporation will not, by amendment of its Fourth Amended and Restated Certificate of Incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 3 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of Series Preferred Stock against impairment.

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

(i) No fractional shares shall be issued upon conversion of shares of Series Preferred Stock, and the number of shares of Common Stock to be issued shall be rounded to the nearest whole share. Whether or not fractional shares are issuable upon such conversion shall be determined on the basis of the total number of shares of Series Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

(ii) Upon the occurrence of each adjustment or readjustment of the Conversion Price of a series of Series Preferred Stock pursuant to this Section 3, the Corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of such series of Series Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (x) such adjustment and readjustment, (y) the Conversion Price at the time in effect, and (z) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of a share of Series Preferred Stock.

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

(j) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of Series Preferred Stock

such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series 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 Series Preferred Stock, in addition to such other remedies as shall be available to the holder of such Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes.

(k) Notices. Any notice required by the provisions of this Section 3 to be given to the holders of shares of Series Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his or her address appearing on the books of the Corporation.

#### 4. Voting Rights.

(a) General Voting Rights. The holder of each share of Series Preferred Stock shall have the right to one vote for each share of Common Stock into which such Series Preferred Stock could then be converted (with, any fractional share determined on an aggregate conversion basis being rounded to the nearest whole share), and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled, notwithstanding any provision hereof, to notice of any stockholders meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote.

(b) Voting for the Election of Directors. The holders of outstanding Common Stock, voting as a separate class, shall be entitled to elect two (2) directors of this Corporation at any election of directors. The holders of Series Preferred Stock, voting together as a single class, shall be entitled to elect two (2) directors of this Corporation (the "Preferred Directors") at any election of directors. The holders of Series Preferred Stock and Common Stock (voting together as a single class and on an as-converted basis) shall be entitled to elect any remaining directors of the Corporation.

Notwithstanding the provisions of Section 223(a)(1) and 223(a)(2) of the Delaware General Corporation Law, any vacancy, including newly created directorships resulting from any increase in the authorized number of directors or amendment of this Fourth Amended and Restated Certificate of Incorporation, and vacancies created by removal or resignation of a director, may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced; provided, however, that where such vacancy occurs among the directors elected by the holders of a class or series of stock, the holders of shares of such class or series may override the Board of Director's action to fill such vacancy by (i) voting for their own designee to fill such vacancy at a meeting of this corporation's stockholders or (ii) written consent, if the consenting stockholders hold a sufficient number of shares to elect their designee at a meeting of the stockholders. Any

director may be removed during his or her term of office, either with or without cause, by, and only by, the affirmative vote of the holders of the shares of the class or series of stock entitled to elect such director or directors, given either at a special meeting of such stockholders duly called for that purpose or pursuant to a written consent of stockholders, and any vacancy thereby created may be filled by a vote of the holders of a majority of the then outstanding shares of that class or series of stock represented at the meeting or pursuant to written consent.

5. Protective Provisions. So long as shares of Series Preferred Stock are outstanding, the Corporation shall not (by amendment, merger, consolidation or otherwise) without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the then outstanding shares of Series Preferred Stock, voting together as a class and on an as-converted basis:

(a) amend, alter, repeal, nullify, render inapplicable or waive any provision of the Corporation's Certificate of Incorporation in a manner that would adversely affect the rights, preferences and privileges of the shares of any Series Preferred Stock or amend, alter, repeal, nullify, render inapplicable or waive any rights, preferences or privileges of the shares of any Series Preferred Stock;

(b) increase or decrease (other than by conversion of such shares) the number of authorized shares of Series Preferred Stock;

(c) enter into any transaction with any officer or director of the Corporation or any other person that beneficially owns, together with such person's affiliates, securities representing ten percent (10%) or more of the outstanding Common Stock (calculated in the manner contemplated by Section 3(d)(i)(A)), other than employment, proprietary information, redemption of unvested stock on termination of employment with approval by the non-interested members of the Board, indemnification and similar agreements with, and loans to cover the travel, relocation or business expenses of, any such person on reasonable and customary terms in the ordinary course of business;

(d) consummation, or entering into an agreement to consummate, a Liquidation Event;

(e) create, or authorize the creation of, or issue, or obligate itself to issue shares of, or increase the authorized number of shares of, any additional class or series of capital stock unless the same ranks pari passu with or junior to the Series Preferred Stock with respect to the distribution of assets on the liquidation, dissolution or winding up of the Corporation, the payment of dividends and rights of redemption;

(f) reclassify, alter or amend any existing security of the Corporation that is junior to or on parity with, the Series Preferred Stock in respect of the distribution of assets on the liquidation, dissolution or winding up of the Corporation, the payment of dividends or rights of redemption, if such reclassification, alteration or amendment would render such other security senior to or on parity with the Series Preferred in respect of any such right, preference or privilege;

(g) purchase or redeem (or permit any subsidiary to purchase or redeem) or pay or declare any dividend or make any distribution on, any shares of capital stock of the Corporation other than (i) dividends or other distributions payable on the Common Stock solely in the form of additional shares of Common Stock and (ii) repurchases of stock described in Section 7 below of this Article IV(B); or

(h) create, or authorize the creation of, or issue, or authorize the issuance of, any indebtedness, or permit any subsidiary to take any such action with respect to any debt security, if the aggregate indebtedness of the Corporation and its subsidiaries for borrowed money following such action would exceed \$250,000;

(i) pay or declare any dividends on or declare or make any other distribution on account of any shares of Preferred Stock or Common Stock.

6. Status of Converted Stock. In the event any shares of Series Preferred Stock shall be converted pursuant to Section 3 hereof, the shares so converted shall be canceled and shall not be issuable by the Corporation. The Fourth Amended and Restated Certificate of Incorporation of the Corporation shall be appropriately amended to effect the corresponding reduction in the Corporation's authorized capital stock.

7. Repurchase of Shares. In connection with repurchases by the Corporation of its Common Stock pursuant to its agreements with certain of the holders thereof, limitations on distributions to junior shares shall not apply in whole or in part with respect to such repurchases, provided that such repurchases are from employees, officers, directors, consultants or other persons performing services for this Corporation or any subsidiary pursuant to agreements under which this Corporation has the option to repurchase such shares, at the lower of the original purchase price or the then current fair market value thereof in a transaction approved by a majority of the Board, upon the occurrence of certain events, such as the termination of employment or service, or pursuant to a right of first refusal.

8. Notices. Except as otherwise provided herein, any notice required by the provisions of this Article IV(B) to be given to the holders of shares of Series Preferred Stock shall be deemed given (i) if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his, her or its address appearing on the books of the Corporation, (ii) if such notice is provided by electronic transmission in a manner permitted by Section 232 of the Delaware General Corporation Law, or (iii) if such notice is provided in another manner then permitted by the Delaware General Corporation Law.

(C) Common Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Common Stock are as set forth below in this Article IV(C).

1. Dividend Rights. Subject to the prior rights of holders of Series Preferred Stock, the holders of the Common Stock shall be entitled to receive, when, as and if declared by the Board, out of any assets of this Corporation legally available therefor, any dividends as may be declared from time to time by the Board.



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

3. Redemption. The Common Stock is not redeemable at the option of the holder.

4. Voting Rights. The holder of each share of Common Stock shall have the right to one vote for each such share, and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of this Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law. Subject to Article IV(B)(5) hereof, 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 a majority of the stock of this Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the Delaware General Corporation Law.

#### ARTICLE V

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

#### ARTICLE VI

Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

#### ARTICLE VII

(A) Limitation of Director Liability. To the fullest extent that the Delaware General Corporation Law, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors, a director of the Corporation shall not be liable to the Corporation or its stockholders for any monetary damages for conduct as a director. Neither any amendment to or repeal of this Fourth Amended and Restated Certificate of Incorporation or amendment to the Delaware General Corporations Law nor the adoption of any provision of this Fourth Amended and Restated Certificate of Incorporation inconsistent with this Fourth Amended and Restated Certificate of Incorporation shall adversely affect any right or protection of a director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If the Delaware General Corporation Law or any other law of the State of Delaware is amended after approval by the stockholders of this Article VII 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 Delaware General Corporation Law as so amended.

(B) Indemnification. To the fullest extent not prohibited by law, the Corporation: (i) shall indemnify any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the

person is or was an officer or director of the Corporation, or is serving at the request of the Corporation as an officer or director of any affiliate of the Corporation, and (ii) may indemnify any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was an employee or agent of the Corporation, or a fiduciary (within the meaning of the Employee Retirement Income Security Act of 1974), with respect to any employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, officer, employee or agent of, or as a fiduciary (as defined above) of an employee benefit plan of, another corporation, partnership, joint venture, trust or other enterprise. This Fourth Amended and Restated Certificate of Incorporation shall not be deemed exclusive of any other provision for the indemnification of directors, officers, employees, or agents that may be included in any statute, bylaw, agreement, resolution of stockholders or directors or otherwise, both as to action in any official capacity and action in any other capacity while holding office, or while an employee or agent of the Corporation. Neither any amendment nor repeal of this Article, nor the adoption of any provision of this Fourth Amended and Restated Certificate of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

#### ARTICLE VIII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Fourth Amended and Restated Certificate of Incorporation, in any manner now or hereafter prescribed by statute and all rights conferred upon stockholders herein are granted subject to this reservation, subject, however, to the rights of the holders of Series Preferred Stock expressly set forth herein.

#### ARTICLE IX

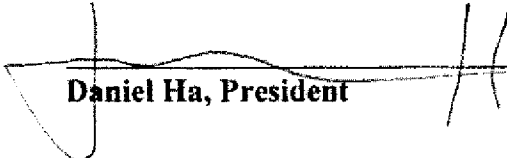
The Corporation renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, an Excluded Opportunity. An "Excluded Opportunity" is any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of, (i) any director of the Corporation who is not an employee of the Corporation or any of its subsidiaries, or (ii) any holder of Series Preferred Stock or any partner, member, director, stockholder, employee or agent of any such holder, other than someone who is an employee of this corporation or any of its subsidiaries (collectively, "Covered Persons"), unless such matter, transaction or interest is presented to, or acquired, created or developed by, or otherwise comes into the possession of, a Covered Person expressly and solely in such Covered Person's capacity as a director of the Corporation.

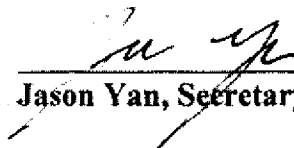
**Fifth.** The stockholders and Board resolved by written consent to adopt and approve the aforementioned Fourth Amended and Restated Certificate of Incorporation.

**Sixth.** This Fourth Amended and Restated Certificate of Incorporation is duly adopted in accordance with the provisions of Sections 242 and 245 of the Delaware General Corporation Law.

**Seventh.** The capital of the Corporation shall not be reduced under or by reason of foregoing amendment.

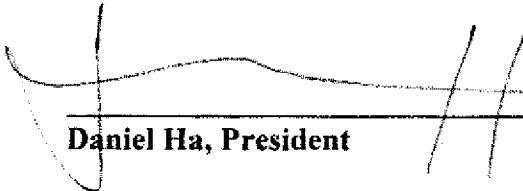
IN WITNESS WHEREOF, the Corporation has caused this Fourth Amended and Restated Certificate of Incorporation to be signed by its authorized officers effective as of the 25 day of April, 2011.

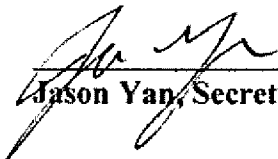
  
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**Daniel Ha, President**

  
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**Jason Yan, Secretary**

The undersigned certify under penalty of perjury that they have read the foregoing Fourth Amended and Restated Certificate of Incorporation and know the contents thereof, and that the statements therein are true.

Executed at San Francisco, California effective as of the 25 day of April, 2011.

  
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**Daniel Ha, President**

  
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**Jason Yan, Secretary**