

ADFIN SOLUTIONS, INC.

WRITTEN CONSENT OF

THE STOCKHOLDERS

April 4, 2013

The undersigned, constituting the holders of outstanding shares of capital stock of AdFin Solutions, Inc., a Delaware corporation (the "Company"), having not less than the minimum number of votes that would be necessary to authorize or take the following actions at a meeting at which all shares of the Company entitled to vote thereon were present and voted, hereby consent that the following actions be taken by written consent without a meeting and without prior notice as authorized by the Bylaws of the Company and Section 228 of the Delaware General Corporation Law:

Certificate of Amendment of the Amended and Restated Certificate of Incorporation.

WHEREAS, the Board of Directors (the "Board") of the Company believes it is in the best interests of the Company and its stockholders to approve a certificate of amendment of the Amended and Restated Certificate of Incorporation as set forth in the Certificate of Amendment in substantially the form attached hereto as Exhibit A (the "Amendment Certificate");

WHEREAS, the Board has approved the Amendment Certificate; and

WHEREAS, it is deemed to be in the best interests of the stockholders that the Amendment Certificate be adopted.

NOW, THEREFORE, BE IT RESOLVED, that the Amendment Certificate in substantially the form attached hereto as Exhibit A is hereby adopted and approved, together with such changes thereto as any officer of the Company may deem necessary and appropriate and as any such officer shall approve, with such approval to be conclusively established by the execution and delivery of the Amendment Certificate.

RESOLVED FURTHER, that the officers of the Company are hereby authorized and directed to execute and file the Amendment Certificate with the Delaware Secretary of State.

Enabling Resolution.

RESOLVED, that the officers of the Company, and any of them, are each hereby authorized and directed to take all other necessary and appropriate actions to carry out the purposes of the foregoing resolutions.

This written consent of the stockholders shall be filed with the minutes of the proceedings of the Board of Directors and the stockholders of the Company and shall have the same force and effect as a vote of the stockholders at a meeting duly held.

This written consent of the stockholders may be executed in counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.



Jonathan Leitersdorf

David J. Mitchell

This written consent of the stockholders may be executed in counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

Jonathan Leitersdorf

A handwritten signature in black ink, appearing to be 'JL', written over a horizontal line.

David J. Mitchell

EXHIBIT A

**CERTIFICATE OF AMENDMENT OF THE AMENDED AND RESTATED CERTIFICATE
OF INCORPORATION**