

ADFIN SOLUTIONS, INC.  
WRITTEN CONSENT OF  
THE SOLE STOCKHOLDER

December 28, 2012

The undersigned, constituting the sole holder of outstanding shares of capital stock of Company, 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:

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 an amendment and restatement of the Certificate of Incorporation of the Company to (1) increase the number of authorized shares of Common Stock to 22,250,000 shares, and (ii) authorize the issuance of a newly created series of preferred stock to be designated Series A Preferred Stock, consisting of 10,250,000 authorized shares, with the rights, preferences and privileges as more fully set forth in the Restated and Amended Certificate of Incorporation in substantially the form attached hereto as Exhibit A (the "Restated Certificate");

WHEREAS, the Board has approved the Restated Certificate; and

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

NOW, THEREFORE, BE IT RESOLVED, that the Restated 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 Restated Certificate.

RESOLVED FURTHER, that the officers of the Company are hereby authorized and directed to execute and file the Restated 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 sole stockholder 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 sole stockholder at a meeting duly held.

This written consent of the sole stockholder 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

**EXHIBIT A**

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**