

Delaware

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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 CERTIFICATE OF AMENDMENT OF "FOUNDATION MEDICINE, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2012, AT 9:43 O'CLOCK A.M.

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

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0103765

DATE: 12-28-12

EFTA01092107

**CERTIFICATE OF AMENDMENT TO
FIFTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
FOUNDATION MEDICINE, INC.**

Foundation Medicine, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify:

1. Pursuant to Section 242 of the DGCL, this Certificate of Amendment to Fifth Amended and Restated Certificate of Incorporation (this "Amendment") amends the provisions of the Fifth Amended and Restated Certificate of Incorporation of the Corporation (the "Certificate").

2. Pursuant to Section 228(a) of the DGCL, the holders of outstanding shares of the Corporation, having not less than the minimum number of votes that would be necessary to authorize or take such actions at a meeting at which all shares entitled to vote thereon were present and voted, consented to the adoption of the amendments without a meeting, without a vote and without prior notice and that written notice of the taking of such actions is being given in accordance with Section 228(e) of the DGCL.

3. The Certificate is hereby amended as follows:

(a) The first paragraph of Section A of Article IV is hereby amended and restated in its entirety to read as set forth below:

"1. Authorized Shares. The total number of shares of all classes of stock which the Corporation shall have authority to issue is:

(a) 96,000,000 shares of Common stock, par value of \$0.0001 per share ("**Common Stock**"); and

(b) 68,712,134 shares of Preferred Stock of the Corporation, par value of \$0.0001 per share (the "**Preferred Stock**")."

(b) The first sentence of the first paragraph of Section C of Article IV is hereby amended and restated in its entirety to read as set forth below:

"43,950,000 shares of the authorized Preferred Stock of the Corporation are hereby designated Series A Convertible Preferred Stock (the "**Series A Preferred Stock**") and 24,762,134 shares of the authorized Preferred Stock of the Corporation are hereby designated Series B Convertible Preferred Stock (the "**Series B Preferred Stock**"), in each case with the following rights, preferences, powers, privileges and restrictions, qualifications and limitations."

* _ * _ * _ *

IN WITNESS WHEREOF, the undersigned authorized officer of the Corporation, has executed this Certificate of Amendment to Fifth Amended and Restated Certificate of Incorporation as of December 28, 2012.

FOUNDATION MEDICINE, INC.

By: /s/ Michael Pellini
Michael Pellini
President and Chief Executive Officer