

**CERTIFICATE OF AMENDMENT  
OF  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
THE INFLUENTIAL NETWORK INC.**

The Influential Network Inc. (the "**Corporation**"), a corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The name of the Corporation is The Influential Network Inc. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on October 1, 2013 under the name WeThePublishers Inc.
2. This Certificate of Amendment (the "**Certificate of Amendment**") amends the provisions of the Corporation's Amended and Restated Certificate of Incorporation filed with the Secretary of State on October 1, 2014 (the "**Certificate of Incorporation**").
3. Article IV of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:

“The total number of shares of stock that the corporation shall have authority to issue is 41,460,902, consisting of 33,230,451 shares of Common Stock, \$0.00001 par value per share (the “**Common Stock**”), and 8,230,451 shares of Preferred Stock, \$0.00001 par value per share (the “**Preferred Stock**”). The first Series of Preferred Stock shall be designated “Flash Seed Preferred Stock” and shall consist of 8,230,451 shares.”
4. This amendment was duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.
5. All other provisions of the Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by Ryan Detert, its Chief Executive Officer, this \_\_\_\_ day of \_\_\_\_\_, 2015.

By: \_\_\_\_\_  
Name: Ryan Detert  
Title: Chief Executive Officer