

# F13000000692

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(Requestor's Name)

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(City/State/Zip/Phone #)

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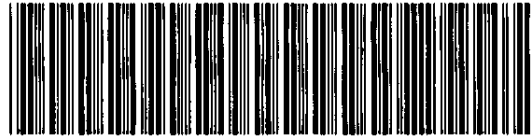
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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**DATE: 9/18/13**

**NAME: DEVELOPER AUCTION, INC**

**TYPE OF FILING: AMENDMENT**

**COST: 35.00**

**RETURN: PLAIN COPY PLEASE**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**

*Abbie Hodge*

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**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F13000000692

(Document number of corporation (if known))

Developer Auction, Inc.

1. \_\_\_\_\_  
(Name of corporation as it appears on the records of the Department of State)

2. Delaware  
(Incorporated under laws of)

3. February 14, 2013  
(Date authorized to do business in Florida)

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**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? September 10, 2013

5. Hired, Inc.  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

N/A  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A  
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Doug Feirstein

(Typed or printed name of person signing)

Treasurer

(Title of person signing)

# 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 CERTIFICATE OF AMENDMENT OF "DEVELOPER AUCTION, INC.", CHANGING ITS NAME FROM "DEVELOPER AUCTION, INC." TO "HIRED, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF SEPTEMBER, A.D. 2013, AT 7:20 O'CLOCK P.M.


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

5199721 8100

131074539



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: 0725967

DATE: 09-11-13

DEVELOPER AUCTION, INC.

CERTIFICATE OF AMENDMENT OF  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

Matt Mickiewicz hereby certifies that:

**ONE:** The date of filing the original Certificate of Incorporation of this Corporation with the Secretary of State of the State of Delaware was August 16, 2012.

**TWO:** He is the duly elected and acting President and Chief Executive Officer of Developer Auction, Inc., a Delaware corporation.

**THREE:** The Board of Directors of the corporation, acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions amending its Amended and Restated Certificate of Incorporation as follows:

1. Article I of the Amended and Restated Certificate of Incorporation, as amended, of this corporation is hereby amended and restated to read as follows:

"I.

The name of this company is **Hired, Inc.** (the "**Company**" or the "**Corporation**")."

2. Article IV(A) of the Amended and Restated Certificate of Incorporation of the Corporation is hereby amended and restated to read in its entirety as follows:

"The Company is authorized to issue two classes of stock to be designated, respectively, "**Common Stock**" and "**Preferred Stock**." The total number of shares that the Company is authorized to issue is 11,310,844 shares, each with a par value of \$0.0001 per share, 8,227,382 shares of which shall be Common Stock (the "**Common Stock**"), 3,083,462 shares of which shall be Preferred Stock (the "**Preferred Stock**")."

3. Article IV(B) of the Amended and Restated Certificate of Incorporation of the Corporation is hereby amended and restated to read in its entirety as follows:

"1,703,333 of the authorized shares of Preferred Stock are hereby designated "**FF Preferred Stock**" (the "**Series FF Preferred**") and 1,380,129 of the authorized shares of Preferred Stock are hereby designated "**Series Seed Preferred Stock**" (the "**Series Seed Preferred**") and, together with the Series FF Preferred, the "**Series Preferred**")."

**FOUR:** All other provisions of the Amended and Restated Certificate of Incorporation, as amended, of this corporation shall remain in full force and effect.

**FIVE:** This Certificate of Amendment of Amended and Restated Certificate of Incorporation has been duly approved by the Board of Directors of this corporation.

**SIX:** This Certificate of Amendment of Amended and Restated Certificate of Incorporation was approved by the holders of the requisite number of shares of said corporation in accordance with Section 228 of the DGCL. This Certificate of Amendment of Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 242 and 245 of the DGCL by the stockholders of the Company.

**[THIS SPACE INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, Developer Auction, Inc. has caused this Certificate to be signed by its duly authorized officer this 10th day of September, 2013.

DEVELOPER AUCTION, INC.

By: /s/ Matt Mickiewicz  
Matt Mickiewicz,  
President and Chief Executive Officer