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FILED *DME*

In the office of the Secretary of State
of the State of California

FEB 14 2006

**AMENDED STATEMENT BY
FOREIGN CORPORATION**

FACEBOOK, INC., WHICH WILL DO BUSINESS IN CALIFORNIA AS DELAWARE
(Name of Corporation)

FACEBOOK, INC., a corporation organized

and existing under the laws of Delaware, and which is presently
(State or Place of Incorporation)

qualified for the transaction of intrastate business in the State of California, makes the
following statement:

That the name of the corporation has been changed to that hereinabove set forth and
that the name relinquished at the time of such change was _____

THEFACEBOOK, INC., WHICH WILL DO BUSINESS IN CALIFORNIA AS DELAWARE

THEFACEBOOK, INC.

Facebook, Inc.
(Name of Corporation)

MR ZUCK

(Signature of Corporate Officer)

Mark Zuckerberg, Chief Executive Officer
(Typed Name and Title of Officer Signing)

Delaware

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The First State

I, HARRIET SMITH WINDSOR, 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 "THEFACEBOOK, INC.", CHANGING ITS NAME FROM "THEFACEBOOK, INC." TO "FACEBOOK, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF SEPTEMBER, A. D. 2005, AT 1:30 O'CLOCK P.M.

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



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4197585

DATE: 09-30-05

CERTIFICATE OF AMENDMENT OF
THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
THEFACEBOOK, INC.

The undersigned, Mark Zuckerberg, hereby certifies that:

1. He is the duly elected Chief Executive Officer of TheFacebook, Inc., a Delaware corporation.
2. The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of Delaware on July 29, 2004.
3. Pursuant to Section 242 of the General Corporation Law of the State of Delaware, this Certificate of Amendment of Third Amended and Restated Certificate of Incorporation amends Article I of this corporation's Certificate of Incorporation to read in its entirety as follows:

"The name of the corporation shall be "Facebook, Inc."

4. The foregoing Certificate of Amendment has been duly adopted by this corporation's Board of Directors and stockholders in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Executed at Palo Alto, California, on September 30, 2005.



Mark Zuckerberg, Chief Executive Officer