

Delaware

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The First State

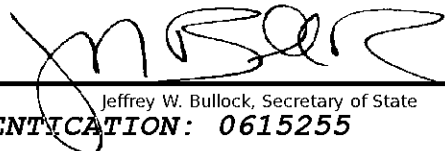
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HUGHES TELEMATICS, INC.", CHANGING ITS NAME FROM "HUGHES TELEMATICS, INC." TO "VERIZON TELEMATICS INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JULY, A.D. 2013, AT 12:17 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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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0615255

DATE: 07-25-13

**CERTIFICATE OF AMENDMENT
OF
THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
HUGHES TELEMATICS, INC.**

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

FIRST: That the Board of Directors of the Corporation, by the unanimous written consent of its members, adopted a resolution proposing and declaring advisable the following amendment to the Amended and Restated Certificate of Incorporation of the Corporation:

RESOLVED, that the Amended and Restated Certificate of Incorporation of the Corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the Corporation is Verizon Telematics Inc. (hereinafter the "**Corporation**")

SECOND: That in lieu of a meeting and vote of the stockholders, the holders of the outstanding shares of common stock not having less than the minimum number of votes which would be necessary to authorize or to take such action at a meeting at which all shares entitled to vote thereon were present and voted, have given their written consent to said amendment in accordance with the applicable provisions of Section 228 and Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the corporation has caused this certificate to be signed this 25th day of July, 2013.

By: _____

Name: Russell G. Wood, Jr.

Title: Assistant Secretary