

Delaware

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The First State

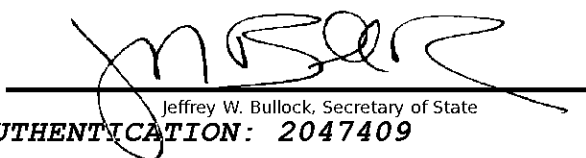
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "INOVALON HOLDINGS, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF JANUARY, A.D. 2015, AT 5:46 O'CLOCK P.M.

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: 2047409

DATE: 01-16-15

**CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
INOVALON HOLDINGS, INC.**

Inovalon Holdings, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does, by Shauna L. Vernal, its Secretary, hereby certify that:

FIRST: The name of the Corporation is Inovalon Holdings, Inc.

SECOND: That the Corporation's original Certificate of Incorporation and the Amended and Restated Certificate of Incorporation were filed with the Secretary of State of the State of Delaware on September 11, 2014 and September 19, 2014, respectively.

THIRD : Pursuant to Sections 141 and 242 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation found that the following proposed amendment to the Amended and Restated Certificate of Incorporation of the Corporation was advisable and in the best interests of the Corporation, authorized and approved such amendment, and directed that the following proposed amendment be submitted for consideration and action thereon by the stockholders of the Corporation:

1. Section A and Section B of Article IV of the Amended and Restated Certificate of Incorporation of the Corporation shall be deleted in their entirety and the following paragraphs shall be substituted in lieu thereof:

"A. Classes of Stock. The total number of shares of all classes of stock that the Corporation is authorized to issue is 1,900,000,000, consisting of:

1. 750,000,000 shares of Class A common stock, with a par value of \$0.000005 per share (the "*Class A Common Stock*");

2. 150,000,000 shares of Class B common stock, with a par value of \$0.000005 per share (the "*Class B Common Stock*");

3. 900,000,000 shares of Common Stock, with a par value of \$0.000005 per share (the "*Common Stock*"); and

4. 100,000,000 shares of preferred stock, with a par value of \$0.0001 per share (the "*Preferred Stock*").

B. Stock Split. Upon effectiveness of this Certificate of Amendment of the Amended and Restated Certificate of Incorporation, (i) each one share of Class B common stock issued and outstanding immediately before effectiveness shall, by

virtue hereof and without any action on the part of the holder thereof, be split and converted into five (5) shares of Class B common stock, \$0.000005 par value, and (ii) each one share of Class A common stock held in the treasury of the Corporation immediately before effectiveness shall, by virtue hereof and without any action on the part of the holder thereof, be split and converted into five (5) shares of Class A common stock, \$0.000005 par value (collectively, the "*Stock Split*"). Each certificate for shares of Class B common stock issued and outstanding and each certificate for shares of Class A common stock held in the treasury of the Corporation immediately before effectiveness of this Certificate of Amendment (each an "*Old Certificate*") shall hereupon and hereafter be deemed to be a certificate for shares of Class B common stock or Class A common stock, as applicable, in such number of shares as is equal to the number of shares set forth on the face of each respective Old Certificate multiplied by five (5). Each holder of record of shares of Class B common stock issued and outstanding immediately before effectiveness of this Certificate of Amendment shall hereupon be entitled to receive, in exchange for any Old Certificates, a new certificate or certificates representing the number of outstanding shares of Class B common stock held by such holder upon the occurrence of the Stock Split. All references to the "Restated Certificate" shall mean the "Amended and Restated Certificate of that became effective as of September 19, 2014 as amended by the Certificate of Amendment."

FOURTH: The foregoing amendment of the Amended and Restated Certificate of Incorporation of the Corporation was duly adopted by the holders of a requisite number of the outstanding shares of capital stock of the Corporation entitled to vote thereon in accordance with the General Corporation Law of the State of Delaware and the Amended and Restated Certificate of Incorporation of the Corporation, as in effect immediately prior to the filing of this Certificate of Amendment.

[Signature Next Page]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer, as of January 16, 2015.

INOVALON HOLDINGS, INC.

By: *Shauna L. Vernal*
Name: Shauna L. Vernal
Title: Secretary