

CERTIFICATE OF MERGER

MERGING

**WC ACQUISITION SUB, INC.,
a Delaware corporation**

WITH AND INTO

**METHODICS HOLDINGS, INC.,
a Delaware corporation**

Pursuant to Title 8, Section 251(c) of
the General Corporation Law of the State of Delaware

METHODICS HOLDINGS, INC., a Delaware corporation (the “*Company*”), hereby certifies as follows:

FIRST: The names and state of incorporation of the constituent corporations are:

<u>Name</u>	<u>State of Incorporation</u>
WC Acquisition Sub, Inc.	Delaware
Methodics Holdings, Inc.	Delaware

SECOND: The Agreement and Plan of Merger, dated as of July 8, 2020 (the “*Merger Agreement*”), by and among the Company, WC Acquisition Sub, Inc., a Delaware corporation (“*Merger Sub*”), Perforce Software, Inc., a Delaware corporation, and Fergus Slorach, solely in his capacity as the representative for the Company’s stockholders, has been approved, adopted, certified, executed and acknowledged by the constituent corporations in accordance with subsection (c) of Section 251 of the Delaware General Corporation Law.

THIRD: The name of the surviving corporation following the merger is “Methodics Holdings, Inc.” (the “*Surviving Corporation*”).

FOURTH: Upon filing of this Certificate of Merger, the Certificate of Incorporation of the Surviving Corporation shall be amended and restated in its entirety to read as set forth on **EXHIBIT A** hereto.

FIFTH: The merger contemplated by the Merger Agreement is to become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

SIXTH: An executed copy of the Merger Agreement is on file at Methodics Holdings, Inc., 400 North First Avenue, Suite 200, Minneapolis, Minnesota 55401, the principal place of business of the Surviving Corporation.

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation on request and without cost, to any stockholder of any constituent corporation.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Methodics Holdings, Inc. has caused this Certificate of Merger to be executed by an authorized officer this 8th day of July, 2020.

METHODICS HOLDINGS, INC.

By: _____
Name: Simon Butler
Title: Chief Executive Officer

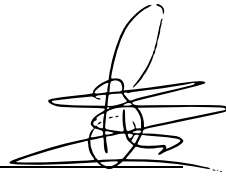
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EXHIBIT A

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
METHODICS HOLDINGS, INC.**

Methodics Holdings, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the “**DGCL**”) does hereby certify:

1. That the name of this corporation is Methodics Holdings, Inc. (the “**Corporation**”).
2. The date of filing of the original Certificate of Incorporation of the Corporation with the Secretary of State of Delaware was June 12, 2020.
3. The Certificate of Incorporation of the Corporation is hereby amended and restated to read in full as follows:

I.

The name of this corporation is **METHODICS HOLDINGS, INC.**

II.

The registered office of the Corporation in the State of Delaware shall be Corporation Service Company, 251 Little Falls Drive, City of Wilmington, DE 19808, County of New Castle, and the name of the registered agent of the Corporation in the State of Delaware at such address is Corporation Service Company.

III.

The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the DGCL.

IV.

This Corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is 1,000, each having a par value of \$0.0001.

V.

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws.

B. No person entitled to vote at an election for directors may cumulate votes to which such person is entitled unless required by applicable law at the time of such election. During such time or times that applicable law requires cumulative voting, every stockholder entitled to vote at an election for directors may cumulate such stockholder’s votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which such stockholder’s shares are otherwise entitled, or distribute the stockholder’s votes on the same principle among as many candidates as such stockholder desires. No stockholder, however, shall be entitled to so cumulate such stockholder’s votes

unless (A) the names of such candidate or candidates have been placed in nomination prior to the voting and (B) the stockholder has given notice at the meeting, prior to the voting, of such stockholder's intention to cumulate such stockholder's votes. If any stockholder has given proper notice to cumulate votes, all stockholders may cumulate their votes for any candidates who have been properly placed in nomination. Under cumulative voting, the candidates receiving the highest number of votes, up to the number of directors to be elected, are elected.

C. The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the Corporation. The stockholders shall also have power to adopt, amend or repeal the Bylaws of the Corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by this Certificate of Incorporation, such action by stockholders shall require the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

VI.

A. The liability of the directors for monetary damages shall be eliminated to the fullest extent under applicable law.

B. To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which applicable law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise in excess of the indemnification and advancement otherwise permitted by such applicable law. If applicable law is amended after approval by the stockholders of this Article VI to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director to the Corporation shall be eliminated or limited to the fullest extent permitted by applicable law as so amended.

C. Any repeal or modification of this Article VI shall only be prospective and shall not affect the rights or protections or increase the liability of any officer or director under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

VII.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

VIII.

Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery in the State of Delaware shall be the sole and exclusive forum for any stockholder (including a beneficial owner) to bring (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim against the Corporation, its directors, officers or employees arising pursuant to any provision of the DGCL or the Corporation's certificate of incorporation or bylaws or (iv) any action asserting a claim against the Corporation, its directors, officers or employees governed by the internal affairs doctrine, except for, as to each of (i) through (iv) above, any claim as to which the Court of Chancery determines that there is an

indispensable party not subject to the jurisdiction of the Court of Chancery (and the indispensable party does not consent to the personal jurisdiction of the Court of Chancery within ten days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery, or for which the Court of Chancery does not have subject matter jurisdiction. If any provision or provisions of this Article IX shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Article IX (including, without limitation, each portion of any sentence of this Article IX containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

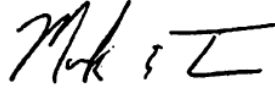
4. The foregoing amendment and restatement was approved by the holders of the requisite number of shares of the Corporation in accordance with Section 228 of the DGCL.

5. This Amended and Restated Certificate of Incorporation, which restates and integrates and further amends the provisions of the Corporation's Certificate of Incorporation, has been duly adopted in accordance with Sections 242 and 245 of the DGCL.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been subscribed as of July 8, 2020 by the undersigned who affirms that the statements made herein are true and correct.

METHODICS HOLDINGS, INC.

A handwritten signature in black ink, appearing to read "Mark E. Ties", written over a horizontal line.

Mark E. Ties
Chief Executive Officer