

A0624151

2218520

FILED AM
Office of the Secretary of State
of the State of California

FEB 23 2005

Kim Shelby
SHELLEY, Secretary of State

**CERTIFICATE OF AMENDMENT
TO THE RESTATED ARTICLES OF INCORPORATION OF
ARENA SOLUTIONS, INC.**

The undersigned Michael Topolovac and Eric Larkin certify that:

1. They are the President and Secretary, respectively, of Arena Solutions, Inc., a California corporation.

2. Article III Section A of the Articles of Incorporation of this corporation is hereby amended to read in its entirety as follows:

"Classes of Stock. This corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which this corporation is authorized to issue is 84,580,643 shares. 53,414,927 shares shall be Common Stock, and 31,165,716 shares shall be Preferred Stock, 829,545 of which shall be designated Series A Preferred Stock (the "Series A Preferred Stock"), 4,794,616 of which shall be designated Series B Preferred Stock ("Series B Preferred Stock"), 8,576,341 of which shall be designated Series C Preferred Stock ("Series C Preferred Stock") and 16,965,214 of which shall be designated Series D Preferred Stock ("Series D Preferred Stock"). The Series A Preferred Stock, the Series B Preferred Stock, the Series C Preferred Stock and Series D Preferred Stock are hereinafter collectively referred to as the "Preferred Stock.""

3. Article III Section B 4.(d)(ii)(D) of the Articles of Incorporation is hereby amended to read in its entirety as follows:

"(D) up to 1,250,000 shares of stock and/or warrants therefore (net of repurchases, expirations, cancellations and the like, and as adjusted for stock dividends, combinations or splits) issued to leasing companies, landlords, lenders and other providers of goods or services to the Company, provided such issuances are for other than primarily equity financing purposes and that the issuance of such securities is approved by this corporation's Board of Directors; or issued to parties providing this corporation with equipment leases, real property leases, loans, credit lines or guarantees of indebtedness; provided, the issuance of such warrants is approved by this corporation's Board of Directors; or"

4. Article III Section B 4.(d)(ii) of the Articles of Incorporation is hereby amended to add a new subsection (F) which shall read as follows:

"(F) shares of Series D Preferred Stock issuable or issued upon conversion of subordinated convertible notes issued by this corporation pursuant to that certain Subordinated Convertible Note and Warrant Purchase Agreement dated on or about March 1, 2005 as such agreement may be amended from time to time, including (i) related warrants to purchase shares of Series D Preferred Stock issued under such agreement

and all shares of Series D Preferred Stock issuable or issued upon exercise of such warrants; and (ii) all shares of Common Stock issued or issuable upon conversion of all such shares of Series D Preferred Stock."

5. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.

6. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of the corporation is 11,232,463 shares of Common Stock and 26,388,857 shares of Preferred Stock, including 12,188,355 shares of Series D Preferred Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the shares of Common Stock, more than 50% of the Series D Preferred Stock and more than 50% of the Preferred Stock.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: February 15, 2005



Michael Topolovac, President

Eric Larkin, Secretary