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in the office of the Secretary of State
of the State of California

MAY 11 2006

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AMYRIS BIOTECHNOLOGIES, INC.**

K. Kinkead Reiling and Tamara L. Tompkins hereby certify that:

ONE: They are the President and Secretary, respectively, of Amyris Biotechnologies, Inc., a California corporation.

TWO: The Articles of Incorporation of the corporation are hereby amended and restated to read in their entirety as follows:

ARTICLE I

The name of the corporation is Amyris Biotechnologies, Inc. (the "Company").

ARTICLE II

The purpose of the Company is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III

A. Classes of Stock. The Company is authorized to issue two classes of shares to be designated respectively Preferred Stock ("Preferred Stock") and Common Stock ("Common Stock"). The total number of shares of capital stock that the Company is authorized to issue is 26,575,000. The total number of shares of Preferred Stock that the Company is authorized to issue is 9,475,000. The total number of shares of Common Stock that the Company is authorized to issue is 17,100,000.

9,475,000 shares of the authorized shares of Preferred Stock are hereby designated "Series A Preferred Stock."

B. The Preferred Stock. The powers, preferences, rights, restrictions, and other matters relating to the Preferred Stock are as follows:

1. Dividends.

a. The holders of the Series A Preferred Stock, in preference to any dividend on the Common Stock, shall be entitled to receive non-cumulative dividends at the rate of 8% of the Series A Issue Price as defined in Section III.B.2.a. (as adjusted for any stock dividends, combinations or splits with respect to such shares) per annum payable out of funds legally available therefor. Such dividends shall be payable only when, as, and if declared by the Board of Directors.

No dividends (other than those payable solely in the Common Stock of the Company) shall be paid or other distribution made on any Common Stock of the Company, or purchase, redemption or other acquisition of Common Stock for value during any fiscal year of the Company until dividends in the amount of 8% of Series A Issue Price as defined in Section III.B.2.a. on the Series A Preferred Stock (as adjusted for any stock dividends, combinations or splits with respect to such shares) shall have been paid or declared and set apart during that fiscal year, except for:

(i) acquisitions of Common Stock by the Company pursuant to agreements which permit the Company to repurchase such shares at cost (or the lesser of cost or fair market value) upon termination of services to the Company;

(ii) acquisitions of Common Stock in exercise of the Company's right of first refusal to repurchase such shares; or

(iii) distributions to holders of Common Stock in accordance with Section 2.

b. In the event the Company shall declare a distribution or dividend on any Common Stock (other than dividends payable solely in Common Stock of the Company), then, in each such case, the holders of the Series A Preferred Stock shall be entitled to a proportionate share of any such distribution as though the holders of the Series A Preferred Stock were the holders of the number of shares of Common Stock of the Company into which their respective shares of Series A Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of the Company entitled to receive such distribution.

2. Liquidation Preference.

a. In the event of any liquidation, dissolution or winding up of the Company (a "Liquidation"), whether voluntary or involuntary, the holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the legally available assets or surplus funds of the Company to the holders of the Common Stock by reason of their ownership thereof, the amount of \$2.174 per share (the "Series A Issue Price"), as adjusted for any stock dividends, combinations or splits with respect to such shares, plus all declared but unpaid dividends on each such share then held by them. If upon the

occurrence of such event, the assets and funds thus distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amount, then the entire assets and funds of the Company legally available for distribution shall be distributed ratably among the holders of the Series A Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive.

b. After payment to the holders of the Series A Preferred Stock of the amounts set forth in Section III.B.2.a above, the entire remaining assets and funds of the Company legally available for distribution, if any, shall be distributed ratably among the holders of the Common Stock pro rata based on the number of shares of Common Stock held by each.

c. Notwithstanding paragraphs (a) and (b) above, solely for purposes of determining the amount each holder of shares of Preferred Stock is entitled to receive with respect to a Liquidation, each series of Preferred Stock shall be treated as if all holders of such series had converted such holder's shares of such series into shares of Common Stock immediately prior to the Liquidation if, as a result of an actual conversion of any series of Preferred Stock (including taking into account the operation of this paragraph (c) with respect to all series of Preferred Stock), holders of such series would receive (with respect to such series), in the aggregate, an amount greater than the amount that would be distributed to holders of such series if such holders had not converted such series of Preferred Stock into shares of Common Stock.

d. For purposes of this Section III.B.2, (i) any acquisition of the Company by means of merger or other form of corporate reorganization in which outstanding shares of the Company are exchanged for securities or other consideration issued, or caused to be issued, by the acquiring company or its subsidiary (other than a transaction effected solely to reincorporate the Company in another jurisdiction) and pursuant to which the holders of the outstanding voting securities of the Company immediately prior to such consolidation, merger or other transaction fail to hold equity securities representing a majority of the voting power of the Company or surviving entity immediately following such consolidation, merger or other transaction (an "Acquisition") or (ii) a sale of all or substantially all of the assets of the Company (an "Asset Sale"), shall be treated as a Liquidation of the Company and shall entitle the holders of Series A Preferred Stock to receive at the closing of such transaction in cash, securities or other property (valued as provided in Section III.B.2.c below) the amounts as specified in Section III.B.2.a above; provided that an Acquisition shall not include any transaction or series of transactions principally for bona fide equity financing purposes in which cash is received by the Company or any successor or indebtedness of the Company is cancelled or converted or a combination thereof.

e. Whenever the distribution provided for in this Section III.B.2 shall be payable in securities or property other than cash, the value of such distribution shall be the fair market value of such securities or other property. Any securities shall be valued as follows:

(i) If traded on a securities exchange or through the Nasdaq National Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange or system over the thirty (30) day period ending three (3) days prior to the closing;

(ii) If actively traded over-the-counter but not on the Nasdaq National Market, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the thirty (30) day period ending three (3) days prior to the closing; and

(iii) If there is no active market, the value shall be the fair market value thereof, as determined in good faith by the Board of Directors of the Company.

3. Voting Rights.

Except as otherwise provided herein or as required by law, the Preferred Stock will be voted equally with the shares of the Common Stock and not as a separate class, at any annual or special meeting of shareholders of the Company, and may act by written consent in the same manner as the Common Stock, in either case upon the following basis: each holder of shares of the Preferred Stock shall be entitled to the number of votes equal to the respective number of shares of Common Stock into which such shares of Preferred Stock could be converted immediately after the close of business on the record date fixed for such meeting or the effective date of such written consent, and shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Company. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

4. Conversion. The holders of the Preferred Stock shall have conversion rights as follows:

a. Right to Convert. Each share of Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Company or any transfer agent for such stock, into fully paid and nonassessable shares of Common Stock. The number of shares of Common Stock to which a holder of Preferred Stock shall be entitled upon conversion shall be determined, in the case of the Series A Preferred Stock, by dividing the Series A Issue Price by the conversion price for the Series A Preferred Stock in effect at the time that such certificate is surrendered for conversion, and then multiplying by the number of shares of Preferred Stock being converted. The conversion price per share for shares of Series A Preferred Stock shall initially be the Series A Issue Price, subject to adjustment as hereinafter provided (the "Series A Conversion Price").

b. Automatic Conversion. Each share of Preferred Stock shall automatically be converted into shares of Common Stock at the then applicable conversion price upon the earlier to occur of (i) the date specified by written consent or agreement of shareholders holding at least a majority of the then outstanding shares of Preferred Stock, voting together as a single class, or (ii) immediately upon the closing of the sale of the Company's Common Stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended (the "Securities Act"), which results in aggregate proceeds to the Company (before deduction for underwriters' discounts and expenses relating to the issuance, including without limitation fees of the Company's counsel) equal to at least \$20,000,000 (a "Qualified IPO").

Upon such automatic conversion, any declared and unpaid dividends shall be paid in accordance with the provisions of Section III.B.1.

Mechanics of Conversion.

(i) Except in the case of an automatic conversion pursuant to Section III.B.4.b., before any holder of Preferred Stock shall be entitled to convert the same into shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Company or of any transfer agent for such stock, and shall give written notice to the Company at such office that such holder elects to convert the same and shall state therein the name or names in which such holder wishes the certificate or certificates for shares of Common Stock to be issued. The Company shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Preferred Stock a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid and shall promptly pay (i) in cash or, to the extent sufficient funds are not then legally available therefor, in Common Stock (at the Common Stock's fair market value determined by the Board as of the date of such conversion), any declared and unpaid dividends on the shares of Preferred Stock being converted and (ii) in cash (at the Common Stock's fair market value determined by the Board as of the date of conversion) the value of any fractional share of Common Stock otherwise issuable to any holder of Preferred Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of surrender of the shares of Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

(ii) If the conversion is in connection with an underwritten offering of securities pursuant to the Securities Act, the conversion may, at the option of any holder tendering shares of Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive the Common Stock upon conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such sale of securities.

c. Adjustments to Series A Conversion Price for Certain Diluting Issues.

(i) Special Definitions. For purposes of this Section III.B.4, the following definitions apply:

(1) "Options" shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire either Common Stock or Convertible Securities (as defined below).

(2) "Original Issue Date" shall mean the date on which the first share of Series A Preferred Stock was issued.

(3) "Convertible Securities" shall mean any evidences of indebtedness, shares (other than Common Stock or Series A Preferred Stock) or other

securities convertible into or exchangeable for Common Stock, including securities described in Section III.B.4.d.(i)(4).

(4) "Additional Shares of Common Stock" shall mean all shares of Common Stock issued (or, pursuant to Section III.B.4.d(iii) deemed to be issued) by the Company after the Original Issue Date, other than shares of Common Stock issued or issuable after the Original Issue Date:

(A) upon conversion of shares of Series A Preferred Stock;

(B) up to 462,700 shares (as adjusted for stock splits, stock dividends, combinations, reorganizations and like transactions) of Common Stock, or options or warrants to purchase shares of Common stock (or such greater number as approved by at least 76% of the members of the Board of Directors of the Company), issued to employees, officers, directors or consultants of the Company or a subsidiary pursuant to stock option or stock purchase plans or other arrangements in each case on terms approved by at least 76% of the members of the Board of Directors of the Company;

(C) pursuant to transactions involving research or development funding, technology licensing, joint ventures, strategic alliances, partnering arrangements, bank financings or lease arrangements pursuant to agreements in each case approved by at least 76% of the members of the Board of Directors of the Company;

(D) pursuant to the acquisition of another corporation or entity by the corporation by way of merger, purchase of assets, stock for stock exchange or other reorganization or recapitalization in each case approved by at least 76% of the members of the Board of Directors of the Company;

(E) (i) in a Qualified IPO;

(F) pursuant to a transaction described in Section III.B.4.f; or

(G) for which adjustment of the Series A Conversion Price is made pursuant to this Section III.B.4.

(ii) No Adjustment of Conversion Price. Any provision herein to the contrary notwithstanding, no adjustment in the Series A Conversion Price shall be made in respect of the issuance of Additional Shares of Common Stock unless the consideration per share (determined pursuant to Section III.B.4.d(v) hereof) for an Additional Share of Common Stock issued or deemed to be issued by the Company is less than the Series A Conversion Price in effect immediately prior to such issue.

(iii) Deemed Issue of Additional Shares of Common Stock. In the event the Company at any time or from time to time after the Original Issue Date shall issue any Options or Convertible Securities or shall fix a record date for the determination of holders of any class of securities then entitled to receive any such Options or Convertible Securities, then

the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein designed to protect against dilution) of Common Stock issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such record date, provided further that in any such case in which Additional Shares of Common Stock are deemed to be issued:

(1) no further adjustments in the Series A Conversion Price shall be made upon the subsequent issue of Convertible Securities or shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

(2) if such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase in the consideration payable to the Company, or decrease in the number of shares of Common Stock issuable, upon the exercise, conversion or exchange thereof, the Series A Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities (provided, however, that no such adjustment of the Series A Conversion Price shall affect Common Stock previously issued upon conversion of the Series A Preferred Stock);

(3) upon the expiration of any such options or rights, the termination of any such rights to convert or exchange or the expiration of any options or rights related to such convertible or exchangeable securities, the Series A Conversion Price to the extent in any way affected by or computed using such options, rights or securities or options or rights related to such securities, shall be recomputed to reflect the issuance of only the number of shares of Common Stock (and convertible or exchangeable securities which remain in effect) actually issued upon the exercise of such options or rights, upon the conversion or exchange of such securities or upon the exercise of the options or rights related to such securities;

(4) no readjustment pursuant to clause (2) or (3) above shall have the effect of increasing the Series A Conversion Price to an amount which exceeds the lower of (a) the Series A Conversion Price on the original adjustment date or (b) the Series A Conversion Price that would have resulted from any issuance of Additional Shares of Common Stock between the original adjustment date and such readjustment date.

(iv) Adjustment of Series A Conversion Price Upon Issuance of Additional Shares of Common Stock. In the event the Company, at any time after the Original Issue Date shall issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Section III.B.4.d(iii)) without consideration or for a consideration per share less than the Series A Conversion Price in effect on the date of and immediately prior to such issue, then, and in such event, the Series A Conversion Price shall be reduced, concurrently with such issue, to a price (calculated to the nearest cent) determined by multiplying the Series A Conversion Price by a fraction, the numerator of which shall be the

number of shares of Common Stock deemed outstanding (as defined below) immediately prior to such issuance plus the number of shares of Common Stock which the aggregate consideration received by the Company for the total number of Additional Shares of Common Stock so issued would purchase at the Series A Conversion Price in effect immediately prior to such issuance, and the denominator of which shall be the number of shares of Common Stock deemed outstanding (as defined below) immediately prior to such issuance plus the number of such Additional Shares of Common Stock so issued. For the purpose of the above calculation, the number of shares of Common Stock outstanding immediately prior to such issue shall be calculated on a fully diluted basis, as if all shares of Series A Preferred Stock and all outstanding Convertible Securities had been fully converted into shares of Common Stock and any outstanding warrants, outstanding options or other rights outstanding for the purchase of shares of stock or convertible securities had been fully exercised (and the resulting securities fully converted into shares of Common Stock, if so convertible) as of such date.

(v) Determination of Consideration. For purposes of this Section III.B.4.d, the consideration received by the Company for the issue of any Additional Shares of Common Stock shall be computed as follows:

(1) Cash and Property. Such consideration shall:

(A) insofar as it consists of cash, be computed at the aggregate amount of cash received by the Company, excluding amounts paid or payable for accrued interest or declared but unpaid dividends;

(B) insofar as it consists of property other than cash, be computed at the fair value thereof at the time of such issue, as determined in good faith by the Board of Directors; and

(C) in the event Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Company for consideration which covers both, be the proportion of such consideration so received, computed as provided in clauses (A) and (B) above, as determined in good faith by the Board of Directors.

(2) Options and Convertible Securities. The consideration per share received by the Company for Additional Shares of Common Stock deemed to have been issued pursuant to Section III.B.4.d(iii), relating to Options and Convertible Securities shall be determined by dividing

(A) the total amount, if any, received or receivable by the Company as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein designed to protect against dilution) payable to the Company upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities by

(B) the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein designed to protect against the dilution) issuable upon the exercise of each Options or conversion or exchange of such Convertible Securities.

d. Adjustments for Stock Dividends and for Combinations or Subdivisions of Common Stock. In the event that this Company at any time or from time to time after the Original Issue Date shall declare or pay, without consideration, any dividend on the Common Stock payable in Common Stock or in any right to acquire Common Stock for no consideration, or shall effect a subdivision of the outstanding shares of Common Stock into a greater number of shares of Common Stock (by stock split, reclassification or otherwise than by payment of a dividend in Common Stock or in any right to acquire Common Stock), or in the event the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a lesser number of shares of Common Stock, then the conversion price for any series of Preferred Stock in effect immediately prior to such event shall, concurrently with the effectiveness of such event, be proportionately decreased or increased, as appropriate. In the event that the Company shall declare or pay, without consideration, any dividend on the Common Stock payable in any right to acquire Common Stock for no consideration then the Company shall be deemed to have made a dividend payable in Common Stock in an amount of shares equal to the maximum number of shares issuable upon exercise of such rights to acquire Common Stock.

e. Adjustments for Reclassification and Reorganization. If the Common Stock issuable upon conversion of any series of Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for in Section III.B.4.e above or a merger or other reorganization referred to in Section III.B.2.c above), the Conversion Price for any series of Preferred Stock then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted so that the Preferred Stock shall be convertible into, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock equivalent to the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of the Preferred Stock immediately before that change, respectively.

f. Certificates as to Adjustments. Upon the occurrence of each adjustment or readjustment of any conversion price pursuant to this Section III.B.4, the Company at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Preferred Stock a certificate executed by the Company's President or a Vice President setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Company shall, upon the written request at any time of any holder of Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the conversion price for such series of Preferred Stock at the time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of the Preferred Stock.

g. Notices of Record Date. In the event that the Company shall propose at any time (i) to declare any dividend or distribution upon its Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus, (ii) a Liquidation or any voluntary or involuntary dissolution or winding up of the Company, or (iii) to offer for subscription pro rata to the holders of any class or series of its stock any additional shares of stock of any class or series or other rights, then, in connection with each such event, unless otherwise waived by a majority of Preferred Stock, the Company shall send to the holders of Preferred Stock at least twenty (20) days' prior written notice of the date on which a record shall be taken for such dividend, distribution, Liquidation, dissolution, winding up or subscription rights.

h. Reservation of Stock Issuable Upon Conversion. The Company shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock, the Company will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to these Articles.

i. Fractional Shares. No fractional share shall be issued upon the conversion of any share or shares of Preferred Stock. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Series A Preferred Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of a fraction of a share of Common Stock, the Company shall, in lieu of issuing any fractional share, pay the holder otherwise entitled to such fraction a sum in cash equal to the fair market value of such fraction on the date of conversion (as determined in good faith by the Board of Directors).

j. Notices. Any notice required by the provisions of this Section III.B.4 shall be in writing and shall be deemed effectively given: (i) upon personal delivery to the party to be notified, (ii) when sent by confirmed electronic mail or facsimile if sent during normal business hours of the recipient; if not, then on the next business day, (iii) five (5) days after deposit in the United States mail, by registered or certified mail, postage prepaid and properly addressed to the party to be notified, or (iv) one (1) day after deposit with a nationally recognized overnight courier, specifying next day delivery, with written verification of receipt. All notices shall be addressed to each holder of record at the address of such holder appearing on the books of the Company.

5. Board Representation. In addition to the rights of the holders of Preferred Stock to vote on an as converted basis with holders of Common Stock pursuant to Section III.B.3 above, with respect to election of directors:

a. For so long as any shares of Series A Preferred Stock remain outstanding, the holders of Series A Preferred Stock, voting as a separate class, shall be entitled to elect three (3) members of the Board of Directors (the "Series A Director") at each meeting or pursuant to each consent of the Company's shareholders for the election of directors, and to remove from office such directors and to fill any vacancy caused by the resignation, death or removal of such directors.

b. The holders of Common Stock, voting as a separate class, shall be entitled to elect two (2) members of the Board (the "Common Directors") at each meeting or pursuant to each consent of the Company's shareholders for the election of directors, and to remove from office such directors and to fill any vacancy caused by the resignation, death or removal of such directors.

c. The holders of Series A Preferred Stock and the holders of Common Stock, voting together as a singleclass on an as-if converted basis, shall be entitled to elect any additional members of the Board (the "Independent Directors"), and to remove from office such directors and to fill any vacancy caused by the resignation, death or removal of such directors.

6. Redemption. The Series A Preferred Stock shall not be redeemable.

7. Restrictions and Limitations. So long as at least 20% of the shares of Series A Stock sold by the Company (as adjusted for stock splits, dividends, combinations, recapitalizations and the like) remain outstanding, consent of the holders of at least the majority of the Preferred Stock shall be required for any action that:

a. alters or changes the rights, preferences or privileges of the Common Stock or the Series A Preferred Stock,

b. increases or decreases the authorized number of shares of Common or Preferred Stock,

c. creates (by reclassification or otherwise) any new class or series of shares having rights, preferences or privileges senior to or on a parity with the Series A Preferred Stock,

d. results in the redemption of any shares of Preferred Stock or Common Stock (other than pursuant to equity incentive agreements with employees and other service providers giving the Company the right to repurchase shares upon the termination of employment or such other service relationship, at their original cost),

e. results in a Liquidation or other corporate reorganization, including any reorganization or other transaction involving any parent or subsidiary of the Company.

f. amends or waives any provision of the Company's Amended and Restated Articles of Incorporation or Bylaws,

g. increases or decreases the authorized size of the Company's Board of Directors, or

h. results in the payment or declaration of any dividend on any shares of Common or Series A Preferred Stock.

8. No Reissuance of Preferred Stock. No share or shares of Preferred Stock acquired by the Company by reason of redemption, purchase, conversion, or otherwise shall be reissued; and, in addition, the Articles of Incorporation shall be appropriately amended to effect the corresponding reduction in the Company's authorized stock.

C. The Common Stock.

1. Dividend Rights. Subject to the prior rights of the holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Company legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. Upon the liquidation, dissolution or winding up of the Company, the assets of the Company shall be distributed as provided in Section III.B.2.

3. Redemption. The Common Stock shall not be redeemable (other than repurchases by the Company of unvested shares of Common Stock issued pursuant to a restricted stock purchase agreement or the Company's Stock Plan, or exercises of the Company's right of first refusal).

4. Voting Rights. The holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Company, and shall be entitled to vote upon such matters and in such manner as may be provided herein or by law.

ARTICLE IV

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

B. The Company is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with the agents, votes of shareholders or disinterested directors, or otherwise in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to applicable California Corporations Code provisions with respect to actions for breach of duty to the Company and its shareholders. If, after the effective date of this Article IV, California law is amended in a manner that permits a corporation to limit the monetary or other liability of its directors or to authorize indemnification of, or advancement of defense expenses to, its directors or other persons, in any such case to a greater extent that is permitted on such

effective date, the references in this Article to "California law" shall to that extent be deemed to refer to California law as so amended.


C. Any repeal or modification of this Article shall be prospective only and shall not effect the rights under this Article in effect at the time of the alleged occurrence of any action or omission to act giving rise to liability.


* * *

THREE: The foregoing Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors.

FOUR: The foregoing Amended and Restated Articles of Incorporation (other than omissions required by Section 910 of the California Corporations Code) has been duly approved by the required vote of the shareholders of the corporation in accordance with Section 902 and Section 903 of the California Corporations Code. The corporation has one class of stock; the total number of outstanding shares entitled to vote with respect to the Amended and Restated Articles of Incorporation was 4,490,417 shares of Common Stock. The number of shares voting in favor of the Amended and Restated Articles of Incorporation set forth herein equaled or exceeded the vote required, such required vote being a majority of the outstanding shares of Common Stock.


IN WITNESS WHEREOF, the undersigned have executed this document on
May 11, 2006 in Emeryville, California.



K. Kinkead Reiling, President


Tamara L. Tompkins, Secretary

The undersigned 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.

Executed this 11th day of May, 2006, in Emeryville, Alameda County, California.


K. Kinkead Reiling, President


Tamara L. Tompkins, Secretary