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FILED

In the office of the Secretary of State
of the State of California

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
ARENA SOLUTIONS, INC.**

APR 07 2004



KEVIN SHELLEY, Secretary of State

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 73,969,015 shares. 47,559,113 shares shall be Common Stock, and 26,409,902 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 12,209,400 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.""

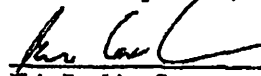
3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.

4. 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 9,935,104 shares of Common Stock and 14,200,502 shares of Preferred Stock, including 11,627,892 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: 3/16/04



Michael Topolovac, President

Eric Larkin, Secretary