

00571018

205/320

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
APERIO TECHNOLOGIES, INC.
a California corporation

FILED ✓
In the office of the Secretary of State
of the State of California

OCT 02 2001

Bill Jones
BILL JONES, Secretary of State

Dirk G. Soenksen and Kathleen D. Soenksen certify that:

1. They are the President and the Secretary of Aperio Technologies, Inc., a California corporation.
2. Article IV of the Articles of Incorporation of this corporation is hereby amended to read as follows:

IV

A. This Corporation is authorized to issue two classes of shares to be designated, respectively, "Common Stock" and "Preferred Stock". The total number of shares which this Corporation is authorized to issue shall be One Hundred Million (100,000,000); the total number of shares of Common Stock shall be Sixty Million (60,000,000); the total number of shares of Preferred Stock Shall be Forty Million (40,000,000).

B. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors of this Corporation is hereby authorized to fix or alter by resolution the rights, preferences, privileges and restrictions of any wholly unissued series of Preferred Stock, and the designation thereof, or any or all of them; including the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), the redemption price or prices and liquidation preferences, and to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issuance of shares of such series. In case the number of shares of any series is so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors of said Corporation.

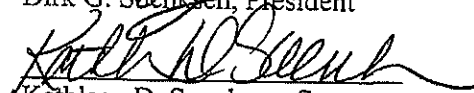
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of the shareholders of said Corporation in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares entitled to vote with respect to the amendment was 7,200,674. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

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: 10/14/2001.



Dirk G. Soenksen, President



Kathleen D. Soenksen, Secretary

N:\2095\54714\Trans\Art Cert of Amend D1 (1648).doc