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**CERTIFICATE OF AMENDMENT OF THE  
ARTICLES OF INCORPORATION OF  
ARAVO SOLUTIONS, INC.**

*DT*  
**FILED**  
In the office of the Secretary of State  
of the State of California

OCT 26 2004

*Kevin Shelley*  
KEVIN SHELLEY, Secretary of State

Tim Albinson certifies that:

(i) He is the President and Secretary of Aravo Solutions, Inc., a California corporation (the "Corporation").

(ii) Article III of the Amended and Restated Articles of Incorporation of this Corporation is hereby amended and restated to read as follows:

"This corporation is authorized to issue two classes of stock to be designated Common Stock and Preferred Stock. The total number of shares of Common Stock that the corporation is authorized to issue is 50,000,000 shares, \$0.001 par value. The total number of shares of Preferred Stock that the corporation is authorized to issue is 18,995,056 shares, \$0.001 par value, 9,556,163 of which shall be designated Series A Preferred Stock and 9,438,893 of which shall be designated Series A Prime Preferred Stock.

(iii) Said Amended and Restated Articles of Incorporation have been duly approved by the Board of Directors of this Corporation.

(iv) Said Amended and Restated Articles of Incorporation have been duly approved by the required vote of the shareholders of the Corporation entitled to vote in accordance with the Articles of Incorporation of this Corporation and Sections 902 and 903 of the California Corporations Code. The total number of shares entitled to vote with respect to the foregoing Amended and Restated Articles of Incorporation was 8,054,288 shares of Common Stock, 4,556,163 shares of Series A Preferred Stock and 5,102,359 shares of Series A Prime Preferred Stock. The number of shares voting in favor of the Amended and Restated Articles of Incorporation equaled or exceeded the vote required. The percentage vote required was (i) a majority of the outstanding shares of Common Stock, voting together as a single class (ii) a majority of the outstanding shares of Preferred Stock, voting together as a single class, (iii) a majority of the outstanding shares of Series A Preferred Stock, voting together as a separate class, and (iv) a majority of the outstanding shares of Series A Prime Preferred Stock, voting together as separate class.

The undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct of his own knowledge.

Date: October 26, 2004  
San Francisco, California

*Tim Albinson*  
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Tim Albinson,  
President and Secretary