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

JAN 23 2007

2007-10-17

CERTIFICATE OF AMENDMENT
OF SEVENTH AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
ALL COVERED, INC.
a California corporation

The undersigned, Timothy Mott and Kevin Laughlin, hereby certify that:

ONE: They are the duly elected Chief Executive Officer and Secretary, respectively, of All Covered, Inc., a California corporation (the "*Company*").

TWO: That Section B 4(d)(i)(A)(1) of Article III of the Seventh Amended and Restated Articles of Incorporation of the Company is amended in its entirety to read as follows:

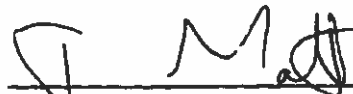
"(1) With respect to any issuance (including a deemed issuance pursuant to subsection 4(d)(i)(E) below) by the Company of Additional Stock occurring during the one year period following January 23, 2007 (the "**Purchase Date**"), the Conversion Price of the Series A-1 Preferred Stock shall be reduced, concurrently with such issuance, to a price equal to the consideration per share received by the Company for such shares of Additional Stock so issued; and"

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

FOUR: The foregoing amendment was duly approved by the holders of the requisite number of shares of said corporation in accordance with Sections 902 and 903 of the California General Corporation Law. The total number of outstanding shares of each class entitled to vote with respect to the foregoing amendment was 12,929,949 shares of Common Stock and 3,660,834 shares of Series A-1 Preferred Stock. The number of shares voting in favor of the foregoing amendment equaled or exceeded the vote required. The percentage votes required were (a) a majority of the voting power of the outstanding shares of capital stock of the Company; (b) a majority of the outstanding shares of Series A-1 Preferred Stock, voting separately as a class; and (c) a majority of the outstanding shares of Common Stock, voting separately as a class.

The undersigned further certify under penalty of perjury under the laws of the State of California that they have read the foregoing amendment to the Seventh Amended and Restated Articles of Incorporation and know the contents thereof, and that the statements therein are true and correct of their own knowledge.

IN WITNESS WHEREOF, this Certificate of Amendment of Seventh Amended and Restated Articles of Incorporation has been executed by the Chief Executive Officer and Secretary of the Company this 23 day of January, 2007.



Timothy Mott, Chief Executive Officer



Kevin Laughlin, Secretary