

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

OCT 31 1997

1855145

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF

CIM VISION INTERNATIONAL CORPORATION

Bill Jones
BILL JONES, Secretary of State

Sundaresh Ramayya and Jeffrey Kurschner hereby certify:

1. They are the President and the Secretary, respectively, of CIM Vision International Corporation, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read in their entirety as follows:

ARTICLE I. Name

The name of the corporation is CIM Vision International Corporation.

ARTICLE II. Purpose

The purpose of this corporation 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. Capital Structure

(a) The aggregate number of shares of capital stock of the Corporation which the Corporation shall have authority to issue is Twenty-Five Million (25,000,000) shares, of which Twenty Million (20,000,000) will be common stock having no par value (the "Common Stock") and Five Million (5,000,000) will be series preferred stock having no par value (the "Preferred Stock").

(b) The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares of any series of Preferred Stock and to determine the designation of any such series. The Board of Directors is also authorized to determine or alter the rights, preferences, privileges, and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock and, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series.

ARTICLE IV.

Upon the filing of this Certificate of Amendment and Restatement of Articles of Incorporation, each outstanding Common share shall be split up and converted into 10 shares of Common Stock.

ARTICLE V. Indemnification

The corporation is authorized to the fullest extent permissible under California law, to indemnify its agents (as defined in Section 317 of the California Corporations Code), whether by bylaw, agreement or otherwise, for breach of duty to this corporation and its shareholders in excess of that expressly permitted in Section 317 and to advance defense expenses to its agents in connection with such matters as they are incurred, subject to the limits on such excess indemnification set forth in Section 204 of the California Corporations Code.

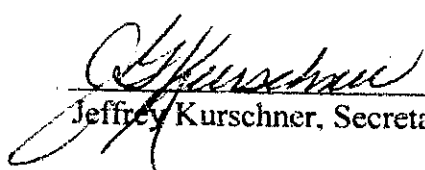
3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares is 1,000,000 shares. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was a majority of the issued and outstanding 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.

October 17, 1997


Sundaresan V. Ramayya, President


Jeffrey Kurschner, Secretary