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## Articles of Amendment—Business/Professional/Nonprofit

Secretary of State  
Corporation Division  
255 Capitol St. NE, Suite 151  
Salem, OR 97310-1327  
FilingInOregon.com

Check the appropriate box below:

- ☒ BUSINESS/PROFESSIONAL CORPORATION  
(Complete only 1, 2, 3, 4, 6, 7)
- ☐ NONPROFIT CORPORATION  
(Complete only 1, 2, 3, 5, 6, 7)

FILED

JUN 22 2004

OREGON  
SECRETARY OF STATE

Registry Number:

154641-93

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record.  
We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink.

- 1) NAME OF CORPORATION PRIOR TO AMENDMENT: You Software, Inc.
- 2) STATE THE ARTICLE NUMBER(S) AND SET FORTH THE ARTICLE(S) AS IT IS AMENDED TO READ. (Attach a separate sheet if necessary.)  
See attached 1-page Exhibit A.

- 3) THE AMENDMENT WAS ADOPTED ON:
- 05/31/04

(If more than one amendment was adopted, identify the date of adoption of each amendment.)

## BUSINESS/PROFESSIONAL CORPORATION ONLY

## 4) CHECK THE APPROPRIATE STATEMENT

- ☒ Shareholder action was required to adopt the amendment(s). The vote was as follows:

| Class or series of shares | Number of shares outstanding | Number of votes entitled to be cast | Number of votes cast FOR | Number of votes cast AGAINST |
|---------------------------|------------------------------|-------------------------------------|--------------------------|------------------------------|
| see                       | attached                     |                                     |                          |                              |

- ☐ Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the board of directors without shareholder action.
- ☐ The corporation has not issued any shares of stock. Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the incorporators or by the board of directors.

## NONPROFIT CORPORATION ONLY

## 5) CHECK THE APPROPRIATE STATEMENT

- ☐ Membership approval was not required. The amendment(s) was approved by a sufficient vote of the board of directors or incorporators.
- ☐ Membership approval was required. The membership vote was as follows:

| Class(es) entitled to vote | Number of members entitled to vote | Number of votes entitled to be cast | Number of votes cast FOR | Number of votes cast AGAINST |
|----------------------------|------------------------------------|-------------------------------------|--------------------------|------------------------------|
|                            |                                    |                                     |                          |                              |

6) EXECUTION  
Signature

See attached.

Printed Name

Craig W. Barnes

Title

President

## 7) CONTACT NAME (To resolve questions with this filing.)

DAYTIME PHONE NUMBER (Include area code.)

## FEES

Required Processing Fee \$80  
Confirmation Copy (Optional) \$8  
Processing Fees are nonrefundable.Please make check payable to  
"Corporation Division."

## NOTE:

Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

**FIRST AMENDMENT  
TO AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
YOU SOFTWARE, INC.**

Shareholder action was required to adopt the Amendments. The vote was as follows:

- (1) 5,850,00 shares of common stock were outstanding and entitled to vote on the Amendments.
- (2) 3,000,000 shares of common stock voted for the Amendments. 2,850,000 shares of common stock voted against the Amendments.
- (3) 3,394,255 shares of Series A Preferred stock were outstanding and entitled to vote on the Amendments.
- (4) 2,610,966 shares of Series A Preferred stock voted for the Amendments. 783,289 shares of Series A Preferred stock voted against the Amendments.

154441-93

**Exhibit A  
FIRST AMENDMENT  
TO AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
YOU SOFTWARE, INC.**

Pursuant to ORS 65.434 and ORS 65.447, You Software, Inc. (the "Corporation") has adopted amendments to its Amended and Restated Articles of Incorporation (the "Restated Articles").

1. Section 2.1 of the Restated Articles is amended to read in its entirety as follows:

"2.1 **Authorized Capital.** The corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares of stock which the corporation shall have authority to issue shall consist of 15,000,000 shares of Common Stock and 6,527,415 shares of Preferred Stock."

2. Section 2.3.1 of the Restated Articles is amended to read in its entirety as follows:

"One series of Preferred Stock shall be designated "Series A Preferred Stock," and shall consist of 6,527,415 shares. The rights, preferences, restrictions and other matters relating to the Series A Preferred Stock (the "Series A Stock") are as follows:"

3. This First Amendment to the Articles of Incorporation was approved at a meeting of the Board of Directors on May 4, 2004.

4. This Amendment to the Articles of Incorporation was approved by the shareholders of the corporation by written consent effective May 31, 2004.

Dated: June 22, 2004

YOU SOFTWARE, INC.

By: \_\_\_\_\_

Name: Craig W. Barnes

Title: President