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

SEP 10 2003

Kevin Shelley

KEVIN SHELLEY, Secretary of State

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF ARENA SOLUTIONS, INC.,
a California corporation

The undersigned Michael Topolovac and Eric Larkin hereby certify that:

ONE: They are the duly elected and acting President and Secretary, respectively, of said corporation.

TWO: The Articles of Incorporation of said corporation shall be amended and restated to read in full as follows:

ARTICLE I

The name of this corporation is Arena Solutions, Inc.

ARTICLE II

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

A. Classes of Stock. This corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which this corporation is authorized to issue is 73,387,615 shares. Forty Seven Million Five Hundred Fifty Nine Thousand One Hundred Thirteen 47,559,113 shares shall be Common Stock, and 25,828,502 shares shall be Preferred Stock, 829,545 of which shall be designated Series A Preferred Stock (the "Series A Preferred Stock"), 4,794,616 of which shall be designated Series B Preferred Stock ("Series B Preferred Stock"), 8,576,341 of which shall be designated Series C Preferred Stock ("Series C Preferred Stock") and 11,628,000 of which shall be designated Series D Preferred Stock ("Series D Preferred Stock"). The Series A Preferred Stock, the Series B Preferred Stock, the Series C Preferred Stock and Series D Preferred Stock are hereinafter collectively referred to as the "Preferred Stock."

B. Rights, Preferences and Restrictions of Preferred Stock. The rights, preferences, restrictions and other matters relating to the Preferred Stock are as follows:

1. Dividend Provisions. (a) The holders of shares of Preferred Stock shall be entitled to receive, on an equal priority, pari passu basis, dividends, out of any assets legally available therefor, in the amount of \$0.0352 per share per annum with respect to the Series A Preferred Stock, as adjusted for any stock dividends, combinations or splits with respect to such shares; \$0.073 per share per annum with respect to the Series B Preferred Stock, as adjusted for any stock dividends, combinations or splits with respect to such shares; \$0.0472 per share per annum with respect to the Series C Preferred Stock, as adjusted for any stock dividends,

combinations or splits with respect to such shares; and \$0.0344 per share annum with respect to the Series D Preferred Stock, as adjusted for any stock dividends, combinations or splits with respect to such shares; in each case payable when, as and if declared by the Board of Directors. Such dividends shall not be cumulative. So long as any shares of Preferred Stock shall be outstanding, no dividend, whether in cash or property, shall be paid or declared (payable other than in Common Stock), nor shall any other distribution be made, on the Common Stock, nor shall any shares of Common Stock of the Company be purchased, redeemed, or otherwise acquired for value by the Company (except for acquisitions of Common Stock by the Company pursuant to agreements which permit the Company to repurchase such shares, at the original purchase price for such shares, upon termination of services to the Company or in exercise of the Company's right of first refusal upon a proposed transfer) until all then declared but unpaid dividends on the Preferred Stock shall have been paid or set apart. In the event that dividends are paid on any share of Common Stock, an additional dividend shall be paid with respect to all outstanding shares of Preferred Stock in an amount equal per share (on an as-converted basis) to the amount paid or set aside for each share of Common Stock.

(b) Non-Cash Dividends. Whether a dividend provided for in this Section 2 shall be payable in property other than cash, the value of such dividend shall be deemed to be the fair market value of such property as determined in good faith by the Board.

2. Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of this corporation, either voluntary or involuntary, the holders of Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of this corporation to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the sum of (i) \$0.44 for each outstanding share of Series A Preferred Stock as adjusted for any stock dividends, combinations or splits with respect to such shares, (ii) \$0.73 for each outstanding share of Series B Preferred Stock as adjusted for any stock dividends, combinations or splits with respect to such shares, (iii) \$0.59 for each outstanding share of Series C Preferred Stock as adjusted for any stock dividends, combinations or splits with respect to such shares and (iv) \$0.43 for each outstanding share of Series D Preferred Stock as adjusted for any stock dividends, combinations or splits with respect to such shares, (the "Original Issue Price," respectively for each series of Preferred Stock), plus (iii) any declared but unpaid dividends on such share. If upon the occurrence of such event, the assets and funds thus distributed among the holders of the Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then, the entire assets and funds of this corporation legally available for distribution shall be distributed first, ratably among the holders of the Series D Preferred Stock in proportion to the total preferential amount to which each such holder is entitled, second, ratably among the holders of the Series C Preferred Stock in proportion to the total preferential amount to which each such holder is entitled, and third, ratably among the holders of the Series A Preferred Stock and Series B Preferred Stock in proportion to the total preferential amount to which each such holder is entitled.

(b) Upon the completion of the distribution required by subparagraph (a) of this Section 2, all of the remaining assets of this corporation available for distribution to

shareholders shall be distributed ratably among the holders of Common Stock in proportion to the number of shares of Common Stock owned by each such holder.

(c) (i) For purposes of this Section 2, a liquidation, dissolution or winding up of this corporation shall be deemed to be occasioned by, or to include, (A) the acquisition of this corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation but, excluding any merger effected exclusively for the purpose of changing the domicile of this corporation) that results in the transfer of fifty percent (50%) or more of the outstanding voting power of this corporation; or (B) a sale or other disposition of all or substantially all of the assets of this corporation.

(ii) In any of such events, if the consideration received by this corporation is other than cash, its value will be deemed its fair market value as determined in good faith by this corporation's Board of Directors, except that any securities to be distributed to the shareholders shall be valued as follows:

(A) Securities not subject to investment letter or other similar restrictions on free marketability covered by (B) below:

(1) If traded on a securities exchange or through the Nasdaq National Market, the value shall be deemed to be the average of the closing sale prices of the securities on such quotation system over the thirty (30) day period ending three (3) days prior to the closing;

(2) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the thirty (30) day period ending three (3) days prior to the closing; and

(3) If there is no active public market, the value shall be the fair market value thereof, as mutually determined by this corporation and the holders of at least a majority of the voting power of all then outstanding shares of Preferred Stock.

(B) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a shareholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above in (A) (1), (2) or (3) to reflect the approximate fair market value thereof, as mutually determined by this corporation and the holders of at least a majority of the voting power of all then outstanding shares of such Preferred Stock.

(iii) This corporation shall give each holder of record of Preferred Stock written notice of such impending transaction not later than twenty (20) days prior to the shareholders' meeting called to approve such transaction, or twenty (20) days prior to the closing of such transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such transaction. The first of such notices shall describe the material terms and conditions of the impending transaction and the provisions of this Section 2, and this corporation shall thereafter give such holders prompt notice of any material changes. The

transaction shall in no event take place sooner than twenty (20) days after this corporation has given the first notice provided for herein or sooner than ten (10) days after this corporation has given notice of any material changes provided for herein; provided, however, that such periods may be shortened upon the written consent of the holders of Preferred Stock that are entitled to such notice rights or similar notice rights and that represent at least a majority of the voting power of all then outstanding shares of such Preferred Stock.

3. Redemption. The Preferred Stock is not redeemable.

4. Conversion. The holders of the Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert. Each share of Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of this corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Original Issue Price of the applicable series of Preferred Stock by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. Upon the date of the filing of these Amended and Restated Articles of Incorporation with the California Secretary of State (the "File Date"), the initial Conversion Price per share for shares of (i) Series A Preferred Stock shall be \$0.4369, (ii) Series B Preferred Stock shall be \$0.6377, (iii) Series C Preferred Stock shall be \$0.4300, and (iv) Series D Preferred Stock shall be \$0.4300; provided, however, that the respective Conversion Prices for the Preferred Stock shall be subject to adjustment as set forth in subsection 4(d).

(b) Automatic Conversion. Each share of Preferred Stock shall automatically be converted into shares of Common Stock at the Conversion Price at the time in effect for such series of Preferred Stock immediately upon the earlier of (i) this corporation's sale of its Common Stock in a firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933 (the "Securities Act"), as amended, the public offering price of which equals or exceeds \$3.50 per share (adjusted to reflect subsequent stock dividends, stock splits or recapitalization), with aggregate gross proceeds to this corporation of at least \$15,000,000, or (ii) the date specified by written consent or approval of the holders of two-thirds of the then outstanding shares of Preferred Stock, voting together as a single class.

(c) Mechanics of Conversion. Before any holder of Preferred Stock shall be entitled to convert the same into shares of Common Stock, the holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of this corporation or of any transfer agent for the Preferred Stock, and shall give written notice to this corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. This corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated

for all purposes as the record holder or holders of such shares of Common Stock as of such date. If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act, the conversion may, at the option of any holder tendering Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive the Common Stock upon conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such sale of securities.

(d) Conversion Price Adjustments of Preferred Stock for Certain Dilutive Issuances, Splits and Combinations. The respective Conversion Prices of the Preferred Stock shall be subject to adjustment from time to time as follows:

(i) (A) Series A and Series B Preferred Stock. If this corporation shall issue or be deemed pursuant to the terms hereof to have issued, after the File Date, any Additional Stock (as defined below) without consideration or for a consideration per share less than the then applicable Conversion Price for the Series A Preferred Stock or Series B Preferred stock in effect immediately prior to the issuance of such Additional Stock, the Conversion Price for the Series A Preferred Stock and/or Series B Preferred Stock in effect immediately prior to each such issuance shall forthwith (except as otherwise provided in this Section 4(d) (i)) be adjusted to a price determined by multiplying the then applicable Conversion Price of the Series A Preferred Stock or Series B Preferred Stock by a fraction, (1) the numerator of which shall be equal to the total computed under clause (x) below and (2) the denominator of which shall be equal to the total computed under clause (y) below:

- (x) an amount equal to the sum of (a) the number of shares of Outstanding Common Stock (as such term is defined below) outstanding immediately prior to such issue or sale, plus (b) the number of shares of Outstanding Common Stock that the aggregate consideration received (or deemed received) by this corporation for the total number of Additional Stock so issued (or deemed issued) would purchase at such Conversion Price, and
- (y) an amount equal to the sum of (a) the number of shares of Outstanding Common Stock outstanding immediately prior to such issue or sale plus (b) the number of such Additional Stock so issued (or deemed issued).

As used herein, the term "Outstanding Common Stock" means all shares of Common Stock that are outstanding plus all shares of Common Stock issuable upon conversion of Preferred Stock, or the exercise of any outstanding options or warrants.

(B) Series C and Series D Preferred Stock. If this corporation shall issue or be deemed pursuant to the terms hereof to have issued, after the File Date, any Additional Stock (as defined below) without consideration or for a consideration per share less than the Series D Conversion Price in effect immediately prior to the issuance of such Additional Stock, the Conversion Price for the Series C Preferred Stock and/or Series D Preferred Stock in effect immediately prior to each such issuance shall (except as otherwise provided in this Section 4(d)(i)) be adjusted, as of the opening of business on the date of such issue or sale, to a price equal to the Effective Price (as defined below) of such issue or sale.

The "Effective Price" shall mean the quotient determined by dividing the total number of Additional Stock issued or sold, or deemed to have been issued or sold by the Company under this Section 4(d)(i)(B), into the aggregate consideration received, or deemed to have been received by the Company for such issue under this Section 4(d)(i)(B), for such Additional Stock

(C) No adjustment of the Conversion Price for the Preferred Stock shall be made in an amount less than one tenth of one cent per share, provided that any adjustments which are not required to be made by reason of this sentence shall be carried forward and shall be either taken into account in any subsequent adjustment made prior to three years from the date of the event giving rise to the adjustment being carried forward, or shall be made at the end of three years from the date of the event giving rise to the adjustment being carried forward; and provided further that in all events any such adjustments which are not required to be made by reason of this sentence (and which have not then been made) shall be made immediately prior to conversion to Common Stock. Except to the limited extent provided for in subsections (F)(3) and (F)(4), no adjustment of such Conversion Price pursuant to this subsection 4(d)(i) shall have the effect of increasing the Conversion Price above the Conversion Price in effect immediately prior to such adjustment; provided, however, that in no case shall the Conversion Price ever exceed the respective applicable Conversion Price in effect as of the File Date except pursuant to the provisions of subsection 4(d)(iv) hereof.

(D) In the case of the issuance of Common Stock for cash, the consideration shall be deemed to be the amount of cash paid therefor before deducting any reasonable discounts, commissions or other expenses allowed, paid or incurred by this corporation for any underwriting or otherwise in connection with the issuance and sale thereof.

(E) In the case of the issuance of the Common Stock for a consideration in whole or in part other than cash, the consideration other than cash shall be deemed to be the fair value thereof as determined by the Board of Directors irrespective of any accounting treatment.

(F) In the case of the issuance (whether before, on or after the File Date) of options to purchase or rights to subscribe for Common Stock, securities by their terms convertible into or exchangeable for Common Stock or options to purchase or rights to subscribe for such convertible or exchangeable securities, the following provisions shall apply for all purposes of this subsection 4(d)(i) and subsection 4(d)(ii):

(1) The aggregate maximum number of shares of Common Stock deliverable upon exercise (assuming the satisfaction of any conditions to exercisability, including without limitation, the passage of time, but without taking into account potential antidilution adjustments) of such options to purchase or rights to subscribe for Common Stock shall be deemed to have been issued at the time such options or rights were issued and for a consideration equal to the consideration (determined in the manner provided in subsections 4(d)(i)(D) and (d)(i)(E)), if any, received by this corporation upon the issuance of such options or rights plus the minimum exercise price provided in such options or rights (without taking into account potential antidilution adjustments) for the Common Stock covered thereby.

(2) The aggregate maximum number of shares of Common Stock deliverable upon conversion of or in exchange (assuming the satisfaction of any conditions to convertibility or exchangeability, including, without limitation, the passage of time, but without taking into account potential antidilution adjustments) for any such convertible or exchangeable securities or upon the exercise of options to purchase or rights to subscribe for such convertible or exchangeable securities and subsequent conversion or exchange thereof shall be deemed to have been issued at the time such securities were issued or such options or rights were issued and for a consideration equal to the consideration, if any, received by this corporation for any such securities and related options or rights (excluding any cash received on account of accrued interest or accrued dividends), plus the minimum additional consideration, if any, to be received by this corporation (without taking into account potential antidilution adjustments) upon the conversion or exchange of such securities or the exercise of any related options or rights (the consideration in each case to be determined in the manner provided in subsections 4(d)(i)(D) and (d)(i)(E)).

(3) In the event of any change in the number of shares of Common Stock deliverable or in the consideration payable to this corporation upon exercise of such options or rights or upon conversion of or in exchange for such convertible or exchangeable securities, including, but not limited to, a change resulting from the antidilution provisions thereof, the Conversion Price of the Preferred Stock, to the extent in any way affected by or computed using such options, rights or securities, shall be recomputed to reflect such change, but no further adjustment shall be made for the actual issuance of Common Stock or any payment of such consideration upon the exercise of any such options or rights or the conversion or exchange of such securities.

(4) Upon the expiration of any such options or rights, the termination of any such rights to convert or exchange or the expiration of any options or rights related to such convertible or exchangeable securities, the Conversion Price of the Preferred Stock, to the extent in any way affected by or computed using such options, rights or securities or options or rights related to such securities, shall be recomputed to reflect the issuance of only the number of shares of Common Stock (and convertible or exchangeable securities which remain in effect) actually issued upon the exercise of such options or rights, upon the conversion or exchange of such securities or upon the exercise of the options or rights related to such securities.

(5) The number of shares of Common Stock deemed issued and the consideration deemed paid therefor pursuant to subsections 4(d)(i)(F)(1) and (2) shall be appropriately adjusted to reflect any change, termination or expiration of the type described in either subsection 4(d)(i)(F)(3) or (4).

(ii) "Additional Stock" shall mean any shares of Common Stock issued (or deemed to have been issued pursuant to subsection 4(d)(i)(F)) by this corporation after the File Date other than:

(A) shares of Common Stock issued pursuant to a transaction described in subsection 4(d)(iii) hereof;

(B) up to 5,046,500 shares of Common Stock and/or options therefore (net of repurchases, expirations, cancellations and the like, and as adjusted for any stock dividends, combinations or splits with respect to such shares) issued or issuable to employees, officers, directors; consultants or advisors of this corporation directly or pursuant to a stock option plan or restricted stock plan or other arrangement approved by the Board of Directors of this corporation;

(C) shares of Common Stock issued upon conversion of shares of Preferred Stock; or

(D) up to 500,000 shares of stock and/or warrants therefore (net of repurchases, expirations, cancellations and the like, and as adjusted for stock dividends, combinations or splits) issued to leasing companies, landlords, lenders and other providers of goods or services to the Company, provided such issuances are for other than primarily equity financing purposes and that the issuance of such securities is approved by this corporation's Board of Directors; or issued to parties providing this corporation with equipment leases, real property leases, loans, credit lines or guarantees of indebtedness; provided, the issuance of such warrants is approved by this corporation's Board of Directors; or

(E) shares of Series D Preferred Stock issued pursuant to that certain Series D Preferred Stock Purchase Agreement dated on or about the File Date, as such agreement may be amended from time-to-time.

(iii) In the event this corporation should at any time or from time to time after the File Date fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (hereinafter referred to as "Common Stock Equivalents") without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Conversion Price of the Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase of the aggregate of shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents.

(iv) If the number of shares of Common Stock outstanding at any time after the File Date is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Conversion Price for the Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in outstanding shares.

(e) Other Distributions. In the event this corporation shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by this corporation or other persons, assets (excluding cash dividends) or options or rights not referred to

in subsection 4(d)(iii), then, in each such case for the purpose of this subsection 4(e), the holders of the Preferred Stock shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of this corporation into which their shares of Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of this corporation entitled to receive such distribution.

(f) Recapitalizations. If at any time or from time to time there shall be a recapitalization of the Common Stock (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this Section 4 or Section 2) provision shall be made so that the holders of the Preferred Stock shall thereafter be entitled to receive upon conversion of the Preferred Stock the number of shares of stock or other securities or property of the Company or otherwise, to which a holder of Common Stock deliverable upon conversion would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 4 with respect to the rights of the holders of the Preferred Stock after the recapitalization to the end that the provisions of this Section 4 (including adjustment of the Conversion Price then in effect and the number of shares purchasable upon conversion of the Preferred Stock) shall be applicable after that event as nearly equivalent as may be practicable.

(g) No Impairment. Without the consent of the holders of Preferred Stock as specified in Section 6, this corporation will not, by amendment of its Amended and Restated Articles of Incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by this corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 4 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Preferred Stock against impairment.

(h) No Fractional Shares and Certificate as to Adjustments.

(i) No fractional shares shall be issued upon the conversion of any share or shares of the Preferred Stock, and the number of shares of Common Stock to be issued shall be rounded down to the nearest whole share and this corporation shall pay in cash the fair value of such fractional shares, as determined in good faith by this corporations' board of directors when those entitled to receive such fractional shares are determined. Whether or not fractional shares are issuable upon such conversion shall be determined on the basis of the total number of shares of Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

(ii) Upon the occurrence of each adjustment or readjustment of the Conversion Price of Preferred Stock pursuant to this Section 4, this corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. This corporation shall, upon the written request at any time of any holder of Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (A) such adjustment and readjustment, (B) the Conversion Price for such series of Preferred

Stock at the time in effect, and (C) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of a share of Preferred Stock.

(i) Notices of Record Date. In the event of any taking by this corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, this corporation shall mail to each holder of Preferred Stock, at least twenty (20) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.

(j) Reservation of Stock Issuable Upon Conversion. This corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock, in addition to such other remedies as shall be available to the holder of such Preferred Stock, this corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to these articles.

(k) Notices. Any notice required by the provisions of this Section 4 to be given to the holders of shares of Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of this corporation.

(l) Taxes. The Corporation shall pay any and all issue and other similar taxes that may be payable as a result of any issue or delivery of shares of Common Stock on conversion of Preferred Stock pursuant hereto; provided, however, that the Corporation shall not be obligated to pay any transfer taxes resulting from any transfer requested by any holder in connection with any such conversion.

5. Voting Rights.

(a) General Voting Rights. The holder of each share of Preferred Stock shall have the right to one vote for each share of Common Stock into which such Preferred Stock could then be converted, and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled, notwithstanding any provision hereof, to notice of any shareholders' meeting in accordance with the bylaws of this corporation, and shall be entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote. Fractional votes shall not, however, be permitted and any fractional voting

rights available on an as-converted basis (after aggregating all shares into which shares of Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

(b) Voting for the Election of Directors. The authorized number of directors of the corporation shall be five (5). The holders of Series C Preferred Stock, voting as a separate series, shall be entitled to elect one director. The holders of Preferred Stock, voting as a separate class, shall be entitled to elect two directors. The holders of Common Stock, voting as a separate class, shall be entitled to elect two directors.

(c) Vacancy. If there shall be any vacancy in the office of a director elected or to be elected by the holders of any specified class or series of stock under Section 5(b) above (the "Specified Stock"), then a director to hold office for the unexpired term of such directorship may be elected by the required vote of holders of the shares of such Specified Stock specified in Section 5(b) above that are entitled to elect such director.

(d) Removal. Any director who shall have been elected by the holders of any Specified Stock or by any director or directors elected by holders of any Specified Stock as provided in Section 5(b) may be removed during his or her term of office, without cause, by, and only by, the affirmative vote, on an as-converted basis, of Specified Stock representing the percentage vote required by Section 303 of the California Corporations Code, given either at a meeting of such shareholders duly called for that purpose or pursuant to a written consent of shareholders without a meeting, and any vacancy created by such removal may be filled only in the manner provided in Section 5 (c) above.

(e) Procedures. Any meeting of the holders of any Specified Stock, and any action taken by the holders of any Specified Stock by written consent without a meeting, in order to elect or remove a director under this Section 5, shall be held in accordance with the procedures and provisions of the Corporation's Bylaws, the California Corporations Code and applicable law regarding shareholder meetings and shareholder actions by written consent, as such are then in effect (including but not limited to procedures and provisions for determining the record date for shares entitled to vote).

6. Protective Provisions.

(a) So long as at least 250,000 shares of Preferred Stock are outstanding (as adjusted for any stock dividends, combinations or splits with respect to such shares), this corporation shall not without first obtaining the approval (by vote or written consent, as provided by law) of the holders of a majority of the then outstanding shares of Preferred Stock, voting as a single class:

(i) liquidate or dissolve this corporation;

(ii) amend its Amended and Restated Articles of Incorporation or its By-laws either to change the number of authorized directors of this corporation or to increase the specified number of shares of stock excluded from Additional Stock under Section 4(d)(ii)(B) or Section 4(d)(ii)(D) of these Amended and Restated Articles of Incorporation;

(iii) sell, convey, or otherwise dispose of or encumber all or substantially all of its property or business or merge into or consolidate with any other corporation (other than a wholly-owned subsidiary corporation) or effect any transaction or series of related transactions in which more than fifty percent (50%) of the voting power of this corporation is disposed of;

(iv) pay or declare any dividend, whether in cash or property, on the Company's Common Stock;

(v) form any subsidiary corporation; or

(vi) redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any share or shares of Preferred Stock or Common Stock; provided, however, that this restriction shall not apply to the repurchase of shares of Common Stock from employees, officers, directors, consultants or other persons performing services for the Company or any subsidiary pursuant to agreements which have been approved by the Board of Directors and under which the Company has the option to repurchase such shares at cost or at cost upon the occurrence of certain events, such as the termination of employment.

(b) So long as at least 250,000 shares of Preferred Stock are outstanding (as adjusted for any stock dividends, combinations or splits with respect to such shares), this corporation shall not without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least two-thirds (2/3) of the then outstanding shares of Preferred Stock, voting together as a class:

(i) alter or change the rights, preferences or privileges of the shares of the Preferred Stock (by merger, reorganization or otherwise) or amend its Amended and Restated Articles of Incorporation or its By-laws so as to affect adversely the rights of the shares of Preferred Stock; provided, however, that in the event that any such alteration or change, or any such amendment would materially and adversely affect one series of Preferred Stock in a different manner than other shares of Preferred Stock, then, so long as at least 250,000 shares of such series of Preferred Stock are outstanding (as adjusted for any stock dividends, combinations or splits with respect to such shares), such alteration, change or amendment shall also require the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the then outstanding shares of such series of Preferred Stock;

(ii) authorize or issue, or obligate itself to issue, any other equity security, including any other security convertible into or exercisable for any equity security, having a preference over, or being on a parity with, any of the series of the Preferred Stock, including as to dividends, liquidation preference or voting.

7. Status of Converted or Redeemed Stock. In the event any shares of Preferred Stock shall be redeemed or converted pursuant to Section 3 or Section 4 hereof, the shares so converted or redeemed shall be canceled and shall not be issuable by this corporation. The Articles of Incorporation of this corporation shall be appropriately amended to effect the corresponding reduction in this corporation's authorized capital stock.

C. Common Stock.

1. Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of this corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. Upon the liquidation, dissolution or winding up of this corporation, the assets of this corporation shall be distributed as provided in Section 2 of Division (b) of this Article III hereof.

3. Redemption. The Common Stock is not redeemable.

4. Voting Rights. The holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any shareholders' meeting in accordance with the bylaws of this corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

ARTICLE IV

1. The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. Unless applicable law otherwise provides, any amendment, repeal or modification of the immediately preceding sentence shall not adversely affect any right or protection of a director thereunder that existed at or prior to the time of such amendment, repeal or modification.

2. This corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with the agents, vote of shareholders or disinterested directors, or otherwise in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to this corporation and its shareholders. Unless applicable law otherwise requires, any amendment, repeal or modification of any provision of the immediately preceding sentence shall not adversely affect any contract or other right to indemnification of any agent of the corporation that existed at or prior to the time of such amendment, repeal or modification.

* * *

THREE: The foregoing amendment has been approved by the Board of Directors of said corporation.


FOUR: The foregoing amendment was 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

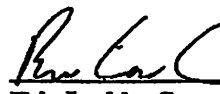
with respect to the foregoing amendment was 9,935,000 shares of Common Stock; 829,545 shares of Series A Preferred Stock, 4,794,616 shares of Series B Preferred Stock and 8,576,3431 shares of Series C Preferred Stock. The number of shares voting in favor of the foregoing amendment equaled or exceeded the vote required, such required vote being a majority of the outstanding shares of Common Stock, voting as a separate class, sixty-six and two-thirds percent of the outstanding shares of Preferred Stock, voting separately as a class, and a majority of the outstanding shares of Series B Preferred Stock, voting as a separate series.

[Remainder of page left intentionally blank.]

The undersigned certify under penalty of perjury that they have read the foregoing Restated Articles of Incorporation and know the contents thereof, and that the statements therein are true.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been signed by the President and Secretary of this corporation under the laws of the State of California this 9th day of September, 2003.



Michael Topolovac, President

Eric Larkin, Secretary