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

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
APRISO CORPORATION

JUN 04 2002

*Bill Jones*  
BILL JONES, Secretary of State

Adam Bartkowski and Jeff Kurschner hereby certify that:

A. They are the President and Secretary, respectively, of Apriso Corporation, a California corporation (the "Corporation").

B. The Articles of Incorporation of the Corporation are amended as follows:

I. The first two paragraphs of Article III are amended in their entirety as follows:

"The Corporation is authorized to issue two classes of shares designated "Common Stock" and "Preferred Stock", respectively, each class without par value. The number of shares of Common Stock authorized to be issued is 30,000,000 and the number of shares of Preferred Stock authorized to be issued is 13,114,785.

"The Corporation is authorized to issue 4,389,809 shares of Series A Convertible Preferred Stock and 8,724,976 shares of Series B Convertible Preferred Stock. The rights, preferences, privileges and restrictions of the Preferred Stock and the Common Stock, as well as of the holders of such stock, are as set forth below in this Article III."

II. Clause (v) of Article III, Section 5, subparagraph (h) is amended in its entirety to read as follows:

"(v) "Additional Shares of Common Stock" shall mean all shares of Common Stock issued by the Corporation or deemed issued by the Corporation pursuant to subsection (h)(iii) and (h)(iv) upon or after March 21, 2002 (the "Restatement Date"), whether or not subsequently reacquired or retired by the Corporation, other than shares of Common Stock issued or issuable (A) upon conversion of the Convertible Preferred Stock; provided, however, that shares of Common Stock issuable upon conversion of the Series B Preferred shall be deemed "Additional Shares of Common Stock" solely with respect to the Series A Preferred (such that, except as provided in clause (E) below, the issuance of the Series B Preferred shall be considered an issuance of Additional Shares of Common Stock for purposes of adjusting the Conversion Price applicable to the Series A Preferred); (B) to (1) officers, employees or directors of, or consultants and advisors to, the Corporation or any subsidiary pursuant to any stock purchase or stock option plans or other similar compensatory arrangements outstanding on the date hereof or approved by the Board of Directors after the Restatement Date (without limiting the foregoing and

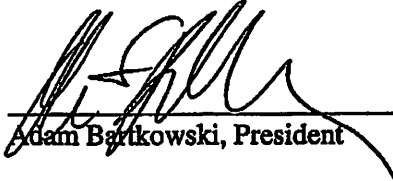
notwithstanding the provisions of this Corporation's Articles of Incorporation as in effect prior to the Restatement Date, any and all grants of such stock options prior to the Restatement Date, and the exercise thereof, shall not result in any adjustment to the Conversion Price of the Series A Preferred); (2) financial institutions, equipment leasing companies or persons with whom the Corporation has a strategic business relationship (such as a customer or vendor) pursuant to arrangements determined by the Board to be in the best business interests of the Corporation; (C) as a dividend or distribution on the Convertible Preferred Stock; (D) in connection with the acquisition of any company, business or assets determined by the Board to be in the best interests of the Corporation; or (E) upon conversion of up to 1,056,636 shares of Series B Preferred issued and sold at a purchase price of \$1.8928 per share after March 28, 2002 but no later than June 30, 2002, which shall not under any circumstances be deemed to be Additional Shares of Common Stock. The "Effective Price" of Additional Shares of Common Stock shall mean the quotient determined by dividing the total number of Additional Shares of Common Stock issued or sold, or deemed to have been issued or sold by the Corporation under this subparagraph (h), into the aggregate consideration received, or deemed to have been received by the Corporation for such issue under this subparagraph (h), for such Additional Shares of Common Stock."


C. The amendments and restatement set forth herein have been duly approved and adopted by the Board of Directors of this Corporation.

D. The amendments set forth herein have been duly approved by the required vote of the shareholders in accordance with Sections 902 and 903 of the California Corporations Code. The Corporation has outstanding 6,881,375 shares of Common Stock, 4,376,475 shares of Series A Convertible Preferred Stock, and 7,446,448 shares of Series B Convertible Preferred Stock. The number of shares voting in favor of the amendments equaled or exceeded the vote required for approval. The percentage vote required for the approval of the amendments was more than 50% of the Common Stock, more than 50% of the Series A Convertible Preferred Stock and more than 50% of the Series B Convertible Preferred Stock.

Each of the undersigned further declares 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 his own knowledge.

Dated: June 3, 2002

  
Adam Bartkowski, President

  
Jeff Kirschner, Secretary