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FILED

In the Office of the Secretary of State
of the State of California

APR 25 2000

Bill Jones

BILL JONES, Secretary of State

ARTICLES OF INCORPORATION
of
Aperio Technologies

I

The name of this corporation is:

Aperio Technologies

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.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

Dirk G. Soenksen
3386 Avenida Nieve, Suite G
Carlsbad, California 92009

IV

This corporation is authorized to issue only one class of shares of stock and the total number of shares which this corporation is authorized to issue is One Hundred Million (100,000,000).

V

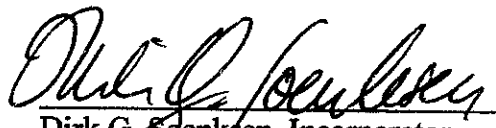
The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permitted under California law.

VI

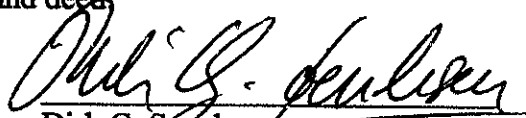
The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code,

subject only to the applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the corporation and its shareholders.

DATED: April 21, 2000.


Dirk G. Soenksen, Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation and that said instrument is my act and deed.


Dirk G. Soenksen

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