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**FIFTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF ATRUA TECHNOLOGIES, INC.**

Anthony Gioeli and John Nesheim hereby certify that:

A. They are the President and Secretary, respectively, of Atrua Technologies, Inc., a California corporation.

B. The Articles of Incorporation of this corporation are amended and restated in their entirety to read as follows:

I

The name of this corporation is ATRUA TECHNOLOGIES, INC.

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

Classes of Stock

1. **Conversion of Existing Preferred Stock and Reverse Stock Split.** Prior to the time of the filing of this Fifth Amended and Restated Articles of Incorporation (the "*Articles of Incorporation*") with the Secretary of State of California (the "*Effective Time*"), the corporation was authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock" and the corporation had authorized and issued shares of Series A-1 Preferred Stock and Series B Preferred Stock, all outstanding shares of which have been converted into Common Stock in accordance with the Fourth Amended and Restated Articles of Incorporation of the corporation (the "*Conversion*"). At the Effective Time each share of Common Stock of the corporation issued and outstanding or held in the treasury of the corporation immediately prior thereto (including with shares of Common Stock issued or issuable in connection with the Conversion) shall be automatically reconstituted and converted into 0.01 shares of Common Stock (the "*Reverse Stock Split*"). No further adjustment of any preference or price set forth in this Article III shall be made as a result of the Reverse Stock Split, as all share amounts per share and per share numbers set forth in these Articles of Incorporation have been appropriately adjusted to reflect the

Reverse Stock Split. No fractional shares shall be issued upon the Reverse Stock Split. If the Reverse Stock Split would result in any fractional share, the corporation shall, in lieu of issuing any such fractional share, pay the holder thereof an amount in cash equal to the fair market value of such fractional share on the date of the Reverse Stock Split, as determined in good faith by the Board of Directors.

2. **Authorized Classes of Stock.** From and after the Effective Time the corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." From and after the occurrence of the Reverse Stock Split the total number of shares which the corporation is authorized to issue will be 35,215,000 shares, each with no par value per share. 20,300,000 shares shall be Common Stock and 14,915,000 shares shall be Preferred Stock. The Preferred Stock shall consist of three series designated (i) Series 1 Preferred Stock (the "*Series 1 Preferred*"), consisting of 2,565,000 shares, (ii) Series 2 Preferred Stock (the "*Series 2 Preferred*") consisting of 1,850,000 shares and (iii) Series 3 Preferred Stock (the "*Series 3 Preferred*") consisting of 10,500,000 shares.

IV.

The relative powers, preferences, special rights, qualifications, limitation, and restrictions granted to or imposed on the respective classes of the shares of capital stock or the holders thereof are as set forth below in this Article IV. All section references in this Article IV will be deemed to be references to sections within this Article IV unless specifically stated otherwise.

1. **Dividends.** The holders of Series 3 Preferred shall be entitled, when and if declared by the Board of Directors of the corporation, to dividends out of assets of the corporation legally available therefor at the annual rate of \$0.084 per share of Series 3 Preferred, subject to adjustment of such fixed dollar amount for any stock splits, stock dividends, combinations, recapitalizations or the like, plus a further amount equal to any dividends declared but unpaid on such shares. Thereafter, the holders of Series 2 Preferred shall be entitled, when and if declared by the Board of Directors of the corporation, to dividends out of assets of the corporation legally available therefor at the annual rate of \$0.6136 per share of Series 2 Preferred, subject to adjustment of such fixed dollar amount for any stock splits, stock dividends, combinations, recapitalizations or the like, plus a further amount equal to any dividends declared but unpaid on such shares. Thereafter, the holders of Series 1 Preferred shall be entitled, when and if declared by the Board of Directors of the corporation, to dividends out of assets of the corporation legally available therefor at the annual rate of \$0.4456 per share of Series 1 Preferred, subject to adjustment of such fixed dollar amount for any stock splits, stock dividends, combinations, recapitalizations or the like, plus a further amount equal to any dividends declared but unpaid on such shares. Dividends on the Preferred Stock shall be payable prior and in preference to any payment of any dividend on the Common Stock. Thereafter, the holders of Common Stock and Preferred Stock shall be entitled, when and if declared by the Board of Directors of the corporation, to dividends out of assets of the corporation legally available therefor, provided, however, that no such dividend may be declared or paid on any shares of Common Stock unless at the same time an equivalent dividend is declared or paid on all outstanding shares of Preferred Stock, and provided further that the dividend on Preferred Stock shall be payable at the same rate per share as would be payable on the shares of Common Stock or other securities into which such Preferred Stock is convertible immediately prior to the record date of such dividend.

The right to dividends on shares of the Preferred Stock shall not be cumulative, and no right shall accrue to holders of Preferred Stock by reason of the fact that dividends on such shares are not declared or paid in any prior year.

2. Liquidation Preference. In the event of any liquidation, dissolution, or winding up of the corporation, either voluntary or involuntary, distributions to the shareholders of the corporation shall be made in the following manner:

(a) Series 3 Preferred Preference. The holders of Series 3 Preferred shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the corporation to the holders of Series 2 Preferred, Series 1 Preferred or Common Stock of the corporation, an amount equal to \$1.05 per share, subject to adjustment of such fixed dollar amount for any stock splits, stock dividends, combinations, recapitalizations or the like, plus a further amount equal to any dividends declared but unpaid on such shares (the "*Series 3 Preferred Preference*"). If upon such liquidation, dissolution or winding up of the corporation, the assets of the corporation are insufficient to provide for the cash payment of the Series 3 Preferred Preference, then the entire amount of the assets and funds of the corporation legally available for distribution shall be distributed ratably among the holders of Series 3 Preferred in proportion to the full preferential amount each such holder would otherwise be entitled to receive pursuant to this Section 2(a).

(b) Series 2 Preferred Preference. The holders of Series 2 Preferred shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the corporation to the holders of Series 1 Preferred or Common Stock of the corporation, an amount equal to \$7.67 per share, subject to adjustment of such fixed dollar amount for any stock splits, stock dividends, combinations, recapitalizations or the like, plus a further amount equal to any dividends declared but unpaid on such shares (the "*Series 2 Preferred Preference*"). If upon such liquidation, dissolution or winding up of the corporation, the assets of the corporation are insufficient to provide for the cash payment of the Series 2 Preferred Preference, then the entire amount of the assets and funds of the corporation legally available for distribution shall be distributed ratably among the holders of Series 2 Preferred in proportion to the full preferential amount each such holder would otherwise be entitled to receive pursuant to this Section 2(b).

(c) Series 1 Preferred Preference. After the payment or setting apart of payment of the Series 2 Preferred Preference, the holders of Series 1 Preferred shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the corporation to the holders of Common Stock or any further distribution of any of the assets or surplus funds of the corporation to the holders of Series 2 Preferred, an amount equal to \$5.57 per share of Series 1 Preferred held by them, subject to adjustment of such fixed dollar amount for any stock splits, stock dividends, combinations, recapitalizations or the like, plus a further amount equal to any dividends declared but unpaid on such shares (the "*Series 1 Preferred Preference*"). If upon such liquidation, dissolution or winding up of the corporation, the assets of the corporation are, after the payment or setting apart of payment of the Series 2 Preferred Preference, insufficient to provide for the cash payment of the Series 1 Preferred Preference, then the entire remaining amount of the assets and funds of the corporation legally available for distribution shall be distributed ratably among the

holders of the Series 1 Preferred in proportion to the full preferential amount each such holder would otherwise be entitled to receive pursuant to this Section 2(c).

(d) Remaining Assets. After the payment or setting apart of payment of the Series 2 Preferred Preference and the Series 1 Preferred Preference, the holders of Common Stock, Series 3 Preferred and Series 2 Preferred shall be entitled to receive pro rata the remaining assets of the corporation based on the number of shares of Common Stock held by each (assuming conversion of all Series 2 Preferred and Series 3 Preferred); provided, however, that the holders of Series 2 Preferred shall not be entitled to further participate in any distribution of the remaining assets of the corporation pursuant to this Section 2(d) following receipt by such holders of aggregate distributions pursuant to this Section 2 equal to \$15.34 for each outstanding share of Series 2 Preferred (including the Series 2 Preferred Preference and subject to adjustment for any applicable stock splits, reverse stock splits or similar recapitalizations); provided, further, that if the aggregate amount that would be payable with respect to the Series 2 Preferred pursuant to the foregoing provisions of this Section 2 would be less than the amount payable with respect to such stock if it were then converted into Common Stock, then in lieu of the foregoing preferential payments, the holders of the Series 2 Preferred Preference, as applicable, shall receive the amount that they would have received if such stock were then converted into Common Stock.

(e) Shares not Treated as Both Preferred Stock and Common Stock in any Distribution. Shares of Preferred Stock shall not be entitled to be converted into shares of Common Stock in order to participate in any distribution, or series of distributions, as shares of Common Stock, without first foregoing participation in the distribution, or series of distributions, as shares of Preferred Stock.

(f) Reorganization or Merger. (i) The acquisition of the corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger, consolidation or stock issuance other than a mere reincorporation transaction) that results in the transfer of fifty percent (50%) or more of the outstanding voting power of the corporation; (ii) a sale or exclusive licensing of all or substantially all of the assets of this corporation; or (iii) a sale of stock by the shareholders of the corporation in any single transaction or series of related transactions that results in the transfer of fifty (50%) or more of the outstanding voting power of the corporation (collectively, a "*Change of Control*") shall be deemed to be a liquidation within the meaning of this Section 2. Notwithstanding the foregoing, a transaction subject to this Section 2(f) shall not be deemed a liquidation within the meaning of this Section 2 if the holders of two thirds (66 2/3%) of the outstanding Preferred Stock, voting together as a single class and not as separate series, waive the treatment of such transaction as a liquidation.

(g) Noncash Distributions. If any of the assets of the corporation are to be distributed other than in cash under subsections (a), (b) (c) or (d) of this Section 2 or for any purpose, then the Board of Directors of the corporation shall promptly engage nationally recognized independent appraisers to determine the value of the assets to be distributed to the holders of Preferred Stock and Common Stock; provided, however, that in the event the Board of Directors and the holders of a majority of the Preferred Stock (voting as a single class and on as-converted to Common Stock basis) agree on the value of the noncash consideration such value shall be used, and an appraiser shall not be engaged. The corporation shall, upon receipt of such appraiser's valuation

or upon the date the valuation is determined by the Board of Directors and agreed to by the holders of Preferred Stock, give prompt written notice to each holder of shares of Preferred Stock of the appraiser's valuation. Notwithstanding the above, any securities to be distributed to the shareholders shall be valued as follows:

(i) If traded on a securities exchange or the Nasdaq National Market or Nasdaq SmallCap Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange, or the last reported sale prices on the Nasdaq National Market or Nasdaq SmallCap Market as the case may be, over the thirty (30)-day period ending three (3) business days prior to the closing;

(ii) If actively traded over-the-counter (other than on the Nasdaq National Market or Nasdaq SmallCap Market), the value shall be deemed to be the average of the closing bid prices or sale prices (whichever is applicable) over the thirty (30)-day period ending three (3) business days prior to the closing; and

(iii) If there is no active public market, the value shall be the fair market value thereof, as mutually determined by the corporation and the holders of not less than a majority of the outstanding shares of Preferred Stock (voting as a single class and on as-converted to Common Stock basis), provided that if the corporation and the holders of a majority of the outstanding shares of Preferred Stock are unable to reach an agreement, then by independent appraisal by an investment banker or independent appraiser hired and paid by the corporation, but acceptable to the holders of at least a majority of the outstanding shares of Preferred Stock (voting as a single class and on as-converted to Common Stock basis).

3. Voting Rights.

(a) Vote Other Than for Directors. The holder of each share of Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which each share of Preferred Stock could be converted on the record date for the vote or consent of shareholders. Except as provided in Sections 3(b) and 5 or as otherwise required by law, the Preferred Stock shall have voting rights and powers equal to the voting rights and powers of the Common Stock. The holder of each share of Preferred Stock shall be entitled to notice of any shareholders' meeting in accordance with the bylaws of the corporation and shall vote with holders of the Common Stock upon any matter submitted to a vote of shareholders, except as otherwise expressly provided herein or as required by law to be submitted to a class vote. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares of Common Stock into which shares of Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half rounded upward to one).

(b) Election of Directors. Subject to the qualifications set forth below, at each election of directors, (i) so long as at least 300,000 shares of Series 2 Preferred are outstanding (as adjusted for any stock splits, stock dividends, recapitalizations or the like) the holders of Series 2 Preferred, voting together as a single class, shall be entitled to elect one (1) member of the corporation's Board of Directors; (ii) so long as at least 300,000 shares of Series 1 Preferred are

outstanding (as adjusted for any stock splits, stock dividends, recapitalizations or the like), the holders of the Series 1 Preferred, voting together as a single class, shall be entitled to elect two (2) members of the corporation's Board of Directors; (iii) the holders of Common Stock, voting together as a single class, shall be entitled to elect two (2) members of the corporation's Board of Directors; and (iv) the holders of Common Stock and Preferred Stock, voting as a single class on an as-converted basis, shall elect the remaining members of the Board of Directors. Except as otherwise provided by law, any director who was elected by a specified series, class or classes of shares may be removed during his or her term of office, either for or without cause, by the affirmative vote of the holders of the shares of the series, class or classes of shares which initially elected such director. Such vote may be given at a special meeting of such shareholders duly called or by an action by written consent for that purpose. Vacancies on the Board of Directors may be filled by (i) the unanimous written consent of the directors then in office, (ii) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with Section 307 of the California Corporations Code, or (iii) a sole remaining director of the Corporation, except that a vacancy created by the removal of a director by court order may be filled by only the vote of the outstanding shares entitled to vote thereon represented at a duly held meeting at which a quorum is present, or by an action by written consent for that purpose. Each director so elected shall hold office until the next annual meeting of shareholders or until a successor has been elected and qualified. The shareholders of the specified series or class entitled to vote upon the election of any director from which a vacancy arose may elect a director at any time to fill such vacancy not filled by the directors.

4. Conversion. The holders of the Preferred Stock 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 the corporation or any transfer agent for the Preferred Stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Issuance Price by the Conversion Price, determined as hereinafter provided, in effect at the time of the conversion (the "*Conversion Rate*"). The Issuance Price for each of the Series 3 Preferred, Series 2 Preferred and Series 1 Preferred shall be \$1.05 per share. The Conversion Price for each of the Series 3 Preferred, Series 2 Preferred and Series 1 Preferred shall initially be its Issuance Price. Such initial Conversion Prices for the Preferred Stock shall be subject to adjustment as hereinafter provided.

(b) Automatic Conversion. Each share of Preferred Stock shall automatically be converted into shares of Common Stock at the then effective Conversion Rate (i) on the date specified by written consent or agreement of the holders of Preferred Stock whose shares of Preferred Stock, when multiplied by their respective Issuance Prices (subject to adjustment for any applicable stock splits, reverse stock splits or similar recapitalizations), exceeds fifty percent (50%) of the product obtained by multiplying (A) the total number of outstanding shares of Preferred Stock by (B) their respective Issuance Prices (subject to adjustment for any applicable stock splits, reverse stock splits or similar recapitalizations), or (ii) immediately prior to the closing of a firm commitment underwritten public offering by the corporation pursuant to an effective registration statement under the Securities Act of 1933, as amended, that is underwritten by a nationally recognized investment bank, results in the listing of the corporation's Common Stock on a major

U.S. stock exchange or the Nasdaq National Market, and results in the issuance by the corporation as part of such offering of shares of Common Stock at a price per share that is not less than three (3) times the Issuance Price of the Series 3 Preferred (subject to adjustment for any applicable stock splits, reverse stock splits or similar recapitalizations) and aggregate proceeds to the corporation (prior to underwriter commissions and discounts) in excess of \$25,000,000 (a "*Qualifying Public Offering*"). In the event of such automatic conversion, the holders of Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of the Qualifying Public Offering.

(c) Mechanics of Conversion. Before any holder of Preferred Stock shall be entitled to convert the same into full shares of Common Stock and to receive certificates therefor, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the corporation or of any transfer agent for the Preferred Stock, and shall give written notice to the corporation at such office that such holder elects to convert the same; provided, however, that in the event of an automatic conversion pursuant to Section 4(b), the outstanding shares of Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the corporation or its transfer agent, and provided further that the corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such automatic conversion unless the certificates evidencing such shares of Preferred Stock are either delivered to the corporation or its transfer agent as provided above, or the holder notifies the corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the corporation to indemnify the corporation from any loss incurred by it in connection with such certificates. The corporation shall, as soon as practicable after such delivery, or such agreement and indemnification in the case of a lost certificate, issue and deliver at such office to such holder of Preferred Stock, a certificate or certificates for the number of shares of Common Stock to which the holder shall be entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock. 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, or in the case of automatic conversion on the date of closing of the offering 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 on such date.

(d) Fractional Shares. In lieu of any fractional shares to which the holder of Preferred Stock would otherwise be entitled, the corporation shall pay cash equal to such fraction multiplied by the then fair market value of one share of the corporation's Common Stock as determined in good faith by the Board of Directors. 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 of each holder at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

(e) Adjustment of Conversion Price. The Conversion Prices of the Series 3 Preferred, Series 2 Preferred and Series 1 Preferred shall be subject to adjustment from time to time as follows:

(i) If the corporation shall issue (or, pursuant to Section 4(e)(ii)(C) hereof, shall be deemed to have issued) any Common Stock other than "*Excluded Stock*" (as defined below) for a consideration per share less than the Conversion Price of the Series 3 Preferred in effect immediately prior to the issuance of such Common Stock (excluding stock dividends, subdivisions, stock splits, combinations, dividends or recapitalizations which are covered by Sections 4(e)(v) and (vi)), the Conversion Price for the Series 3 Preferred in effect immediately after each such issuance shall forthwith (except as otherwise expressly provided in this Section 4(e)) be adjusted by lowering the Conversion Price of the Series 3 Preferred Stock to the amount determined by dividing the aggregate consideration received by the corporation for the issuance or deemed issuance of such Common Stock by the number of shares of Common Stock issued or deemed issued by the corporation in the applicable transaction.

(ii) If the corporation shall issue (or, pursuant to Section 4(e)(ii)(C) hereof, shall be deemed to have issued) any Common Stock other than Excluded Stock for a consideration per share less than the Conversion Price of the Series 2 Preferred, or the Conversion Price of the Series 1 Preferred, as the case may be, in effect immediately prior to the issuance of such Common Stock (excluding stock dividends, subdivisions, stock splits, combinations, dividends or recapitalizations which are covered by Sections 4(e)(v) and (vi)), the Conversion Price for the Series 2 Preferred and/or the Conversion Price for the Series 1 Preferred, in effect immediately after each such issuance shall forthwith (except as otherwise expressly provided in this Section 4(e)) be adjusted by multiplying such Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding (including any shares of Common Stock issuable upon conversion of outstanding Preferred Stock, or issuable upon exercise (and, if applicable, conversion) of outstanding options, warrants or other convertible securities or deemed to have been issued pursuant to clause 4(e)(ii)(C)) immediately prior to such issuance plus the number of shares of Common Stock that the aggregate consideration received by the corporation for such issuance would purchase at such Conversion Price, and the denominator of which shall be the number of shares of Common Stock outstanding (including any shares of Common Stock issuable upon conversion of outstanding Preferred Stock, or issuable upon exercise of outstanding options, warrants or other convertible securities or deemed to have been issued pursuant to clause 4(e)(ii)(C)) immediately prior to such issuance plus the number of shares of Common Stock issued in the transaction that resulted in the adjustment pursuant to this Section 4(e)(ii).

(iii) For the purposes of any adjustment of the Series 3 Conversion Price, Series 2 Conversion Price and Series 1 Conversion Price pursuant to clause (i), the following provisions shall be applicable:

(A) In the case of the issuance of Common Stock for cash, the consideration shall be deemed to be the amount of cash paid therefor after deducting any discounts or commissions paid or incurred by the corporation in connection with the issuance and sale thereof.

(B) In the case of the issuance of 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 reasonably determined by the Board of Directors of the corporation in good faith; provided, however, that if, at the time of such determination, the corporation's Common Stock is traded in the over-the-counter market or on a national or regional securities exchange, such

fair market value as determined by the Board of Directors of the corporation shall not exceed the aggregate "*Current Market Price*" (as defined below) of the shares of Common Stock being issued.

(C) In the case of the issuance of (i) options to purchase or rights to subscribe for Common Stock, (ii) securities by their terms convertible into or exchangeable for Common Stock, or (iii) options to purchase or rights to subscribe for such convertible or exchangeable securities:

(1) the aggregate maximum number of shares of Common Stock deliverable upon exercise 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 clauses 4(e)(iii)(A) and 4(e)(iii)(B) above), if any, received by the corporation upon the issuance of such options or rights plus the minimum purchase price provided in such options or rights for the Common Stock covered thereby;

(2) the aggregate maximum number of shares of Common Stock deliverable upon conversion of or in exchange 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 received by the corporation for any such securities and related options or rights (excluding any cash received on account of accrued interest or accrued dividends), plus the additional minimum consideration, if any, to be received by the corporation 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 clauses 4(e)(ii)(A) and 4(e)(iii)(B) above);

(3) on any change in the number of shares of Common Stock deliverable upon exercise of any such options or rights or conversion of or exchange for such convertible or exchangeable securities, or on any change in the minimum purchase price of such options, rights or securities, other than a change resulting from the antidilution provisions of such options, rights or securities, the Series 2 Conversion Price and Series 1 Conversion Price shall forthwith be readjusted to such Series 2 Conversion Price and Series 1 Conversion Price as would have been obtained had the adjustment made upon (x) the issuance of such options, rights or securities not exercised, converted or exchanged prior to such change or (y) the options or rights related to such securities not converted or exchanged prior to such change, as the case may be, been made upon the basis of such change; and

(4) on 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 Series 2 Conversion Price and Series 1 Conversion Price shall forthwith be readjusted to such Series 2 Conversion Price and Series 1 Conversion Price as would have been obtained had the adjustment made upon the issuance of such options, rights, convertible or exchangeable securities or options or rights relate to such convertible or exchangeable securities, as the case may be, been made upon the basis of the issuance of only the

number of shares of Common Stock actually issued upon the exercise of such options or rights, upon the conversion or exchange of such convertible or exchangeable securities or upon the exercise of the options or rights related to such convertible or exchangeable securities, as the case may be.

(iv) "*Excluded Stock*" shall mean:

(A) all shares of Common Stock or options to purchase Common Stock (and Common Stock issued on exercise thereof), issued and outstanding on the date this certificate is filed with the Secretary of State of the State of California;

(B) all shares of Common Stock into which the shares of Preferred Stock are convertible including the shares of Common Stock issued or issuable upon the Conversion as defined in Article III hereof);

(C) (1) all shares of Common Stock or options to purchase Common Stock issued employees, directors, consultants or other service providers pursuant to a stock grant, stock option plan, stock purchase plan or other stock incentive agreement (collectively, the "*Plans*") approved by the Board of Directors, but not exceeding 2,000,000 shares of Common Stock (net of repurchases of such shares by the corporation approved by the Board of Directors and net of shares which become available for issuance as the result of the lapse without exercise of stock options and subject to adjustment for any applicable stock splits, reverse stock splits or similar recapitalizations). and (2) all shares of Common Stock or options to purchase Common Stock or other securities issued to employees, officers or directors of the corporation primarily for compensatory purposes pursuant to any plan or arrangement approved unanimously by the entire Board of Directors;

(D) securities issued in connection with a bona fide business acquisition of the corporation;

(E) securities issued or issuable pursuant to equipment lease financings or bank credit arrangements entered into for primarily non-equity financing purposes;

(F) securities issued in connection with a bona fide strategic partnering arrangement or technology acquisition unanimously approved by the entire Board of Directors;

(G) Common Stock issued pursuant to a stock split, combination, dividend distribution or subdivision; or

(H) Securities issued by the corporation which are expressly deemed prior to their issuance to be Excluded Stock by either (1) the unanimous determination of the Board of Directors of the corporation or (2) holders of at least 66 2/3% of the outstanding Series 1 Preferred, Series 2 Preferred and Series 3 Preferred (calculated on an as-converted to Common Stock basis).

All outstanding shares of Excluded Stock (including shares issuable upon conversion of the Preferred Stock) shall be deemed to be outstanding for all purposes of the computations of Section 4(e)(ii) above.

(v) If the number of shares of Common Stock outstanding at any time after the date hereof is increased by a stock dividend payable in shares of Common Stock or by a subdivision or split-up of shares of Common Stock, then, on the date such payment is made or such change is effective, the Conversion Price of Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of any shares of Preferred Stock shall be increased in proportion to such increase of outstanding shares.

(vi) If the number of shares of Common Stock outstanding at any time after the date hereof is decreased by a combination of the outstanding shares of Common Stock, then, on the effective date of such combination, the Conversion Price of Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of any shares of Preferred Stock shall be decreased in proportion to such decrease in outstanding shares.

(f) Stock Dividends and Distributions. In case the corporation shall declare a cash dividend upon its Common Stock payable otherwise than out of retained earnings or shall distribute to holders of its Common Stock shares of its capital stock (other than Common Stock), stock or other securities of other persons, evidences of indebtedness issued by the corporation or other persons, assets (excluding cash dividends) or options or rights (excluding options to purchase and rights to subscribe for Common Stock or other securities of the corporation convertible into or exchangeable for Common Stock), then, in each such case, the holders of shares of Preferred Stock shall, concurrently with the distribution to holders of Common Stock, receive a like distribution based upon the number of shares of Common Stock into which such Preferred Stock is then convertible.

(g) Adjustment for Reclassification, Exchange and Substitution. In case, at any time after the date hereof, of any capital reorganization, or any reclassification of the stock of the corporation (other than as a result of a stock dividend or subdivision, split-up or combination of shares otherwise specifically provided for in another section), or the consolidation or merger of the corporation with or into another person (other than a consolidation or merger in which the corporation is the continuing entity and which does not result in any change in the Common Stock or a consolidation or merger where Section 2 applies), the shares of Preferred Stock shall, after such reorganization, reclassification, consolidation, merger, sale or other disposition, be convertible into the kind and number of shares of stock or other securities or property of the corporation or otherwise to which such holder would have been entitled if immediately prior to such reorganization, reclassification, consolidation, merger, sale or other disposition such holder had converted its shares of Preferred Stock into Common Stock. The provisions of this subsection (g) shall similarly apply to successive reorganizations, reclassifications, consolidations, mergers, sales or other dispositions.

(h) Calculations. All calculations under this Section 4 shall be made to the nearest cent or to the nearest one hundredth (1/100) of a share, as the case may be.

(i) Current Market Price. For the purpose of any computation pursuant to this Section 4(e), the "*Current Market Price*" at any date of one share of Common Stock, shall be deemed to be the average of the highest reported bid and the lowest reported offer prices or the last reported sale price on the preceding business day as furnished by the National Quotation Bureau, Incorporated (or equivalent recognized source of quotations); provided, however, that if the Common Stock is not traded in such manner that the quotations referred to in this subsection (i) are available for the period required hereunder, Current Market Price shall be determined in good faith by the Board of Directors of the corporation, but if challenged by the holders of more than fifty percent (50%) of the outstanding Preferred Stock (voting as a single class and on an as-converted to Common Stock basis), then as determined by a nationally recognized independent appraiser selected by the Board of Directors of the corporation, the cost of such appraisal to be split between the corporation and the challenging parties; provided that if the appraiser determines the value to be closer to that claimed by the holders than that claimed by the corporation, the corporation shall pay the full cost of such appraisal without any contribution by the challenging parties.

(j) Minimal Adjustments. No adjustment in the Conversion Price for any series of Preferred Stock need be made if such adjustment would result in a change in the Conversion Price of less than \$0.01. Any adjustment of less than \$0.01 that is not made shall be carried forward and shall be made at the time of, and together with, any subsequent adjustment which, on a cumulative basis, amounts to an adjustment of \$0.01 or more in the Conversion Price.

(k) No Impairment. The corporation will not 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 the corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Article IV 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 Preferred Stock against impairment. This provision shall not restrict the corporation's right to amend its Articles of Incorporation with the requisite shareholder consent.

(l) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Rate for Preferred Stock pursuant to this Section 4, the 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. The corporation shall, upon 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 (i) all such adjustments and readjustments, (ii) the Conversion Rate at the time in effect, and (iii) 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 such holder's shares of Preferred Stock.

(m) Notices of Record Date and Proposed Liquidation Distribution. In the event of any taking by the 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, the corporation shall deliver to each holder of Preferred Stock at least thirty (30) days prior to such record date, a notice specifying the date on which any such record is to

be taken for the purpose of such dividend or distribution, and the amount and character of such dividend or distribution. In the event of a liquidation distribution pursuant to Section 2 hereof, the corporation shall mail to each holder of Preferred Stock at least thirty (30) days prior to the date of such distribution a notice (i) specifying (A) the anticipated aggregate proceeds available for distribution to holders of Preferred Stock and Common Stock, (B) the amount expected to be distributed pursuant to Section 2 in respect of each share of each outstanding series of Preferred Stock and each share of Common Stock and (C) the amount expected to be distributed pursuant to Section 2 in respect of each share of Preferred Stock if the holder of each such share of Preferred Stock converted such share of Preferred Stock into Common Stock immediately prior to the liquidation distribution and (ii) stating that in connection with such liquidation distribution the holders of shares of each series of Preferred Stock may prior to such liquidation distribution convert their shares of such series of Preferred Stock into Common Stock at the applicable Conversion Rate.

(n) Notices. Any notice required by the provisions of this Section 4 to be given to the holders of shares of the Preferred Stock shall be deemed given the earlier of (i) when received, (ii) when delivered personally, (iii) one (1) business day after being delivered by facsimile (with receipt of appropriate confirmation), (iv) one (1) business day after being deposited with an overnight courier service or (v) five (5) days after being deposited in the U.S. mail, First Class with postage prepaid, and addressed to each holder of record at such holder's address appearing on the corporation's books.

(o) Reservation of Stock Issuable Upon Conversion. The 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 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 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 Preferred Stock, the 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 purpose.

(p) Reissuance of Converted Shares. No shares of Preferred Stock that have been converted into Common Stock after the original issuance thereof shall ever again be reissued, and all such shares so converted shall upon such conversion cease to be a part of the authorized shares of the corporation.

5. Protective Provisions.

(a) Approval of Preferred Stock. In addition to any other rights provided by law, for so long as at least an aggregate of 300,000 shares of Series 3 Preferred, Series 2 Preferred and Series 1 Preferred shall be outstanding (subject to adjustment for any applicable stock splits, reverse stock splits or similar recapitalizations), this corporation shall not, without first obtaining the affirmative vote or written consent of the holders of a majority of the outstanding shares of the Series 3 Preferred, Series 2 Preferred and Series 1 Preferred, voting together as a single class on an as-converted to Common Stock basis, take or adopt any of the following:

(i) agree to, or consummate, a merger, sale or consolidation of the corporation or any subsidiary; or effect, approve or authorize any Change of Control, or any recapitalization or reorganization of the corporation or any subsidiary;

(ii) make any amendment, addition, repeal or waiver of provisions of the corporation's Articles of Incorporation or Bylaws or the articles of incorporation or bylaws of any subsidiary of the corporation or any partnership agreement, operating agreement, certificate of formation or other governing document of any subsidiary of the corporation;

(iii) subdivide, reclassify or effect any other similar change in. any class or series of capital stock;

(iv) adversely alter or change the rights, preferences or privileges of any series of Preferred Stock in a manner that is different than any other series of Preferred Stock: or

(v) create (by reclassification or otherwise) any new class or series of shares having rights, preferences or privileges senior to or on a parity with any series of Preferred Stock.

(b) Approval of Board of Directors or Preferred Stock. In addition to any other rights provided by law, for so long as at an aggregate of 300,000 shares of Series 3 Preferred, Series 2 Preferred and Series 1 Preferred shall be outstanding (subject to adjustment for any applicable stock splits, reverse stock splits or similar recapitalizations), this corporation shall not, without first obtaining either the authorization of the Board of Directors or the affirmative vote or written consent of a majority of the then outstanding shares of Preferred Stock, voting as a single class on an as-converted to Common Stock basis, take or adopt any of the following:

(i) incur any indebtedness for borrowed money or issue any bonds, notes or other obligations, other than customary working capital lines and capitalized leases entered into in the ordinary course of business in an aggregate amount not in excess of \$1,000,000;

(ii) pay or declare any dividend or make any distribution upon, or redeem or repurchase, any shares of capital stock, other than repurchases of unvested stock from option holders at cost;

(iii) approve any operating or capital budget, or make any capital expenditures not in the approved capital budget above \$100,000 in the aggregate;

(iv) enter into any financial transaction with, or for the benefit of: (A) any stockholder, director, officer or employee of the corporation or of any affiliate of the corporation or (B) any stockholder, director, officer or employee of such affiliate of the corporation;

(v) materially alter or change the business of the corporation or any subsidiary of the corporation, or enter into any new material line of business or permit any subsidiary of the corporation to enter into any new material line of business;

(vi) issue options to any directors or executive officers. increase the number of shares reserved for issuance to employees, consultants or directors beyond the number authorized in the corporation's stock option plans in effect on the date that the first share of Series 3 Preferred is issued; or adopt or alter any equity or other incentive or bonus plan for directors or officers;

(vii) elect or hire any officers;

(viii) change auditors or effect a material change in accounting practices;

(ix) purchase any capital stock or other interest in, or any material portion of the assets of, any other corporation. limited liability company, partnership or other entity or person;

(x) sell, license or otherwise transfer (A) any of its material intellectual property other than in the ordinary course of business, consistent with past practice or (B) any material assets of the corporation or any subsidiary other than in the course of business consistent with past practice;

(xi) agree to, or consummate, an initial public offering of shares of the corporation, under the Securities Act of 1933, as amended (or any similar laws of any other country), or any other transaction in which the corporation becomes a reporting corporation under the Securities Exchange Act of 1934, as amended (or any similar laws of any other country); or

(xii) change the size of the corporation's Board of Directors or the Board of Directors of any subsidiary.

6. Residual Rights. All rights accruing to the outstanding shares of the corporation not expressly provided for to the contrary herein shall be vested with the Common Stock.

7. Redemption. The Common Stock and the Preferred Stock are not redeemable except as provided for in Section 8.

8. Approval of Certain Repurchases of Common Stock. Each holder of an outstanding share of Preferred Stock shall be deemed to have consented, for purposes of Sections 502 and 503 of the California General Corporation Law, to distributions made by the corporation in connection with any repurchases of shares of Common Stock issued to or held by officers, directors, employees or consultants upon termination of their employment or services pursuant to agreements providing for the right of repurchase between the corporation and such persons. Notwithstanding anything to the contrary in these Articles of Incorporation, no consent or approval by the holders of the Preferred Stock shall be required for any repurchase described in this Section 8.

V

1. Limitation of Directors' Liability. The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

2. Indemnification of Corporate Agents. This 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 on indemnification set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the corporation or its shareholders.

3. Repeal or Modification. Any repeal or modification of this Article V, or the adoption of any provision of the Articles of Incorporation inconsistent with this Article V, shall only be prospective and shall not adversely affect the rights under this Article V in effect at the time of the alleged occurrence of any action or omission to act giving rise to indemnification.


C. The Board of Directors has duly approved the foregoing Amended and Restated Articles of Incorporation.

D. The foregoing Amended and Restated Articles of Incorporation has been duly approved by the required vote of the shareholders in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares entitled to vote with respect to the amendment and restatement is 239,816 shares of Common Stock. The number of shares voting in favor of the amendment and restatement equaled or exceeded the vote required. The percentage vote required was a majority of the outstanding shares of Common Stock.

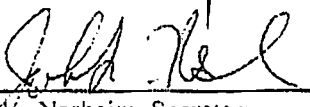
[Signatures on Next Following Page]

The undersigned further declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing articles are true and correct to their own knowledge.

Executed on May 22, 2006.



Anthony Gioeli, President



John Nesheim, Secretary