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

DEC 21 2006

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AXIOM MICRODEVICES, INC.**

Brett Butler and Bruce Warren certify that:

A. Brett Butler is the President and Chief Executive Officer and Bruce Warren is the Chief Financial Officer of Axiom Microdevices, Inc, a California corporation (the "Corporation");

B. The Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows

ARTICLE I

NAME

The name of this Corporation is Axiom Microdevices, Inc.

ARTICLE II

PURPOSE

The purpose of the 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 under the California Corporations Code.

ARTICLE III

CAPITAL STOCK

1. The Corporation is authorized to issue two classes of stock to be designated, respectively, Preferred Stock ("Preferred Stock") and Common Stock ("Common Stock"). The total number of shares of capital stock that the Corporation shall have authority to issue is two hundred sixty one million five hundred thousand (261,500,000). The total number of shares of Preferred Stock the Corporation shall have authority to issue is one hundred eleven million five hundred thousand (111,500,000). The total number of shares of Common Stock the Corporation shall have authority to issue is one hundred fifty million (150,000,000). The Preferred Stock and the Common Stock shall have a par value of \$0.0001.

2. The Preferred Stock shall be divided into series. The first series shall consist of ten million five hundred thousand (10,500,000) shares and is designated "Series A Preferred Stock." The second series shall consist of nineteen million (19,000,000) shares and is designated "Series B Preferred Stock." The third series shall consist of eighty two million (82,000,000) and is designated "Series C Preferred Stock. Until amendment of these Articles of Incorporation, there shall be no other series of Preferred Stock. The powers, preferences, rights, restrictions, and other matters relating to the Preferred Stock are as set forth in Article IV below.

ARTICLE IV

PREFERRED STOCK

The powers, preferences, rights, restrictions, and other matters relating to the Preferred Stock are as follows:

1. DIVIDENDS AND DISTRIBUTIONS.

1.1 Rate of Dividends.

1.1.1 The holders of the Series C Preferred Stock shall be entitled to receive dividends at the rate of \$0.0245076 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations or the like with respect to the shares) per annum, payable out of funds legally available therefore. Such dividends shall be payable only when, as, and if declared by the Board of Directors of the Corporation (the "Board of Directors"), and shall be non-cumulative.

1.1.2 The holders of the Series B Preferred Stock shall be entitled to receive dividends at the rate of \$0.0816 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations or the like with respect to the shares) per annum, payable out of funds legally available therefore. Such dividends shall be payable only when, as, and if declared by the Board of Directors, and shall be non-cumulative.

1.1.3 The holders of the Series A Preferred Stock shall be entitled to receive dividends at the rate of \$0.08 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations or the like with respect to such shares) per annum, payable out of funds legally available therefor. Such dividends shall be payable only when, as, and if declared by the Board of Directors, and shall be non-cumulative.

1.2 Dividend Priority.

1.2.1 No dividends or other distributions (whether payable in cash, securities, property or other assets) shall be paid on any Preferred Stock or Common Stock of the Corporation until dividends have been paid on the Preferred Stock in that current calendar year in the total amounts per share set forth in Section 1.1, above (as adjusted for any stock dividends, combinations, splits, recapitalizations or the like with respect to such shares); provided, however, that if the amount of a dividend or other distribution is not sufficient to pay the aggregate amount required pursuant to Section 1.1, that dividend or distribution shall be distributed among the holders of the Preferred Stock ratably in proportion to the full preferential amounts each holder would be entitled to receive pursuant to the terms of Section 1.1

1.2.2 In the event dividends or other distributions are paid on any shares of Common Stock, a similar dividend or distribution, in addition to that which may be paid to satisfy the condition precedent of a total amount as set forth in Section 1.1 shall be paid with respect to all outstanding shares of Preferred Stock in an amount equal per share (on an as-if-converted to Common Stock basis) to the amount paid or set aside for each share of Common Stock.

1.3 Non-Applicability of Dividend Priority. The prohibition on payment of dividends and other distributions set forth in Section 1.2 above shall not apply to:

1.3.1 Dividends payable solely in the Common Stock of the Corporation;

1.3.2 Acquisitions of Common Stock by the Corporation from employees, directors or consultants upon termination of their employment or services pursuant to agreements providing for the right of said repurchase at a price not greater than the fair market value of such shares at the time of the repurchase;

1.3.3 Acquisitions of stock in exercise of the Corporation's right of first refusal upon a proposed transfer; or

1.3.4 A distribution described in Section 2 below.

1.4 "Distribution". As used herein, "distribution" means the transfer of cash or property without consideration, whether by way of dividend or otherwise (except a dividend in shares of Common Stock of the Corporation) or the purchase of shares of the Corporation for cash or property.

1.5 Rights Not Implied. Except as otherwise provided no right shall accrue to holders of shares of Preferred Stock by reason of the fact that dividends on said shares are not declared in any prior year, nor shall any undeclared or unpaid dividend bear or accrue any interest.

2. LIQUIDATION PREFERENCE.

2.1 Preferred Stock Preference. In the event of a liquidation, including a "liquidation" as defined in Section 2.2 below, dissolution or winding up of the Corporation (each a "Liquidation") all assets and funds of the Corporation legally available for distribution shall be distributed to the holders of the Preferred Stock and the Common Stock in the following order of priority:

2.1.1 First, ratably among the holders of the Preferred Stock until those holders have received their respective preferential amounts of (x) \$.3063459 per share plus all declared and unpaid dividends thereon (as adjusted for stock splits, stock dividends, combinations recapitalizations or the like), in the case of the Series C Preferred, (y) \$1.02 per share plus all declared and unpaid dividends thereon (as adjusted for stock splits, stock dividends, combinations recapitalizations or the like), in the case of the Series B Preferred, and (z) \$1.00 per share plus all declared and unpaid dividends thereon (as adjusted for stock splits, stock dividends, combinations, recapitalizations or the like), in the case of the Series A Preferred; provided, however, that if the assets and funds thus distributed among the holders of the Preferred Stock are insufficient to permit the payment to those holders of their full preferential amounts, then the entire assets and funds of the Corporation legally available for distribution pursuant to this Section 2.1.1 shall be distributed among

the holders of the Preferred Stock ratably in proportion to the full preferential amounts each holder would be entitled to receive pursuant to this Section 2.1.1;

2.1.2 Second, in addition to the amounts received in Section 2.1.1 above, ratably among the holders of the Preferred Stock and the Common Stock according to the number of shares of Common Stock (A) then held, with respect to holders of the Common Stock and (B) in which the outstanding shares of Preferred Stock are then convertible, until the holders of the Preferred Stock have received an additional amount of (x) \$0.6126918 per share plus all declared and unpaid dividends thereon, in the case of the Series C Preferred, (y) \$2.04 per share plus all declared and unpaid dividends thereon, in the case of the Series B Preferred, and (z) \$2.00 per share plus all declared and unpaid dividends thereon, in the case of the Series A Preferred.

2.1.3 Third, ratably among the holders of the Common Stock.

2.2 Liquidation. For purposes of this Section 2, but subject to waiver as provided in Section 5.7.2 below, a liquidation shall include:

2.2.1 any consolidation or merger of the Corporation with or into any other corporation or other entity or person, or any other corporate reorganization or sale of voting control, in which the shareholders of the Corporation immediately prior to such consolidation, merger or reorganization, own less than fifty percent (50%) of the surviving entity's voting power immediately after such consolidation, merger or reorganization, or any transaction or series of related transactions to which the Corporation is a party in which in excess of fifty percent (50%) of the Corporation's voting power is transferred, excluding any consolidation or merger effected exclusively to change the domicile of the Corporation; or

2.2.2 a sale, lease, license or other disposition of all or substantially all of the assets of the Corporation.

2.3 Liquidation Distribution. All consideration payable to the shareholders of the Corporation (in the case of a merger or sale of voting control), or all consideration payable to the Corporation, together with all other available assets of the Corporation (in the case of an asset sale), shall be distributed to the holders of capital stock of the Corporation in accordance with Section 2.1 above. The amount deemed distributed to the holders of Preferred Stock upon any such merger or sale shall be the cash or the value of the property, rights or securities distributed to such holders by the acquiring person, firm or entity.

2.4 Fair Market Value of Distribution. Whenever the distribution provided for in this Section 2 shall be payable in securities or property other than cash, the value of such distribution shall be the fair market value of such securities or other property as determined in good faith by the Board of Directors. Any securities shall be valued as follows:

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

2.4.2 If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid prices over the thirty (30) day period ending three (3) days prior to the distribution;

2.4.3 If there is no active public market, the value shall be the fair market value thereof, as determined in good faith by the Board of Directors; and

2.4.4 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 in good faith as above to reflect the approximate fair market value thereof, as determined by the Board of Directors.

3. REDEMPTION. The holders of Preferred Stock shall have no right to require the Corporation to redeem any of their shares of Preferred Stock.

4. VOTING RIGHTS.

4.1 Each holder of Common Stock shall be entitled to one (1) vote for each share of Common Stock held. Each holder of shares of Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Preferred Stock could be converted and shall have voting rights and powers equal to the voting rights and powers of the Common Stock (except as otherwise expressly provided herein, in which case the Preferred Stock shall vote together as a single class, or as required by law), voting together with the Common Stock as a single class, and shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation. Fractional votes shall not be permitted, and any fractional voting rights resulting from the above formula (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).

4.2 The authorized number of directors of the Board of Directors shall be five (5). The holders of the Preferred Stock, voting together as a single class, shall have the right to elect three (3) directors of the Corporation. The holders of the Common Stock shall have the right to elect two (2) directors of the Corporation.

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

5.1 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 such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$0.3063459 by the Conversion Price (as defined below) applicable to such share, determined as hereinafter provided, in effect on the date the certificate is surrendered for conversion. The price at which shares of Common Stock shall be deliverable upon conversion of shares of the Preferred Stock (the "Conversion Price") shall initially be \$0.3063459 per share of Common Stock. Such initial Conversion Price shall be adjusted as hereinafter provided.

5.2 Automatic Conversion.

5.2.1 Each share of the Preferred Stock shall automatically be converted into shares of Common Stock at the then-effective Conversion Price immediately upon the closing of the sale of the Corporation's Common Stock in a firm commitment, underwritten public offering

registered under the Securities Act of 1933, as amended (the "Securities Act"), other than a registration relating solely to a transaction under Rule 145 under such Act (or any successor thereto) or to an employee benefit plan of the Corporation, (x) at a public offering price (prior to underwriters' discounts and expenses) that, when attributed to the number of shares of Common Stock outstanding prior to the public offering or issuable upon the conversion of any Preferred Stock (or other security of the Corporation then outstanding that is convertible or exchangeable into Common Stock or purchasable upon the exercise of any rights, warrants, options or the like that are exercisable into Common Stock or into a security convertible into Common Stock) imputes an aggregate value of such stock of at least \$150,000,000 and (y) and providing aggregate proceeds to the Corporation and/or any selling shareholders (after deduction for underwriters' discounts and expenses relating to the issuance, including without limitation fees of the Corporation's counsel) that exceed \$30,000,000 (a "Qualified Public Offering").

5.2.2 Each share of Preferred Stock will automatically convert upon the agreement by the written consent of the holders of a majority of the Preferred Stock, voting together as a single class.

5.3 Mechanics of Conversion.

5.3.1 Before any holder of Preferred Stock shall be entitled to convert the same into shares of Common Stock, it shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for such stock, and shall give written notice to the Corporation at such office that it elects to convert the same and shall state therein the name or names in which it wishes the certificate or certificates for shares of Common Stock to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver to such holder a certificate or certificates for the number of shares of Common Stock to which it shall be entitled as aforesaid; and at the same time, if there are declared but unpaid dividends with respect to such shares of Preferred Stock being converted, the Corporation shall pay the same to the holder thereof. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of 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 on such date; provided, however, that in the event of an automatic conversion pursuant to Section 5.2, the outstanding shares of Preferred Stock shall be converted automatically without any further action by the holders of such Preferred Stock 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 evincing the shares of Common Stock issuable upon such automatic conversion unless the certificates evincing such shares of Preferred Stock are either delivered to the Corporation or its transfer agent as provided above, or such holder of Preferred Stock 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 such holder of Preferred Stock shall be entitled and a check payable to such holder of Preferred Stock in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock.

5.3.2 If the conversion is in connection with a Qualified Public Offering, the conversion may, at the option of any holder tendering shares of 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 Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such sale of securities.

5.3.3 If the conversion is in connection with a Liquidation described in Section 2.2 above, the conversion may, at the option of any holder tendering shares of Preferred Stock for conversion, be conditioned upon the consummation of the Liquidation described in Section 2.2, in which event the person(s) entitled to receive the Common Stock upon conversion of Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the consummation of the Liquidation.

5.4 Adjustments to Conversion Price for Certain Diluting Issues.

5.4.1 Special Definitions. For purposes of this Section 5.4, 5.5 and 5.7, the following definitions apply:

5.4.1.1 "Options" shall mean rights, options, or warrants to subscribe for, purchase or otherwise acquire Common Stock, Preferred Stock, or Convertible Securities (defined below).

5.4.1.2 "Convertible Securities" shall mean any evidences of indebtedness, shares (other than Common Stock or Preferred Stock) or other securities convertible into or exchangeable for Common Stock, directly or indirectly.

5.4.1.3 "Filing Date" shall mean the date on which these Amended and Restated Articles of Incorporation are filed with the Secretary of State of the State of California.

5.4.1.4 "Additional Shares of Common Stock" shall mean all shares of Common Stock issued (or, pursuant to Section 5.4.4, deemed to be issued) by the Corporation on or after the Filing Date, other than shares of Common Stock issued or issuable:

5.4.1.4.1 upon conversion of shares of Preferred Stock;

5.4.1.4.2 as a dividend or distribution on Preferred Stock;

5.4.1.4.3 to service providers to the Corporation pursuant to stock option or stock purchase plans or agreements on terms approved unanimously by the Board of Directors, however, notwithstanding the foregoing, any shares of Common Stock issued or deemed to be issued primarily for equity financing purposes shall be Additional Shares of Common Stock;

5.4.1.4.4 upon exercise or conversion of options or warrants outstanding as of the Filing Date;

5.4.1.4.5 in connection with commercial borrowing, capital equipment leases, technology acquisitions and other comparable transactions approved unanimously by the Board of Directors; provided, notwithstanding the foregoing, any shares of Common Stock

issued or deemed to be issued primarily for equity financing purposes shall be Additional Shares of Common Stock;

5.4.1.4.6 issuances in a Qualified Public Offering;

5.4.1.4.7 in connection with the acquisition of another entity by the Corporation where the Corporation is the surviving entity; or

5.4.1.4.8 for which adjustment of the Conversion Price is made pursuant to Section 5.5 below.

5.4.2 No Adjustment of Conversion Price. Any provision herein to the contrary notwithstanding, no adjustment in the Conversion Price for any series of Preferred Stock shall be made in respect of the issuance of Additional Shares of Common Stock unless the consideration per share (determined pursuant to Section 5.4.6 hereof) for an Additional Share of Common Stock issued or deemed to be issued by the Corporation is without consideration or for a consideration per share less than the Conversion Price for such series of Preferred Stock in effect on the date of, and immediately prior to, such issue.

5.4.3 Multiple Closing Dates. In the event the Corporation shall issue on more than one date Additional Shares of Common Stock which are comprised of shares of the same series or class of stock, and such issuance dates occur within a period of no more than 120 days, then, upon the final such issuance, the Conversion Price for a series of Preferred Stock shall be adjusted to give effect to all such issuances as if they occurred on the date of the final such issuance (and without giving effect to any adjustments as a result of such prior issuances within such period).

5.4.4 Deemed Issue of Additional Shares of Common Stock. In the event the Corporation at any time or from time to time on or after the Filing Date shall issue any Options or Convertible Securities or shall fix a record date for the determination of holders of any class of securities then entitled to receive any such Options or Convertible Securities, then the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein designed to protect against dilution) of Common Stock issuable upon the exercise of Options or, in the case of Convertible Securities and Options for Convertible Securities or for Preferred Stock, the conversion or exchange of such Convertible Securities or Preferred Stock, shall be deemed to be Additional Shares of Common Stock issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such record date, provided that in any such case in which Additional Shares of Common Stock are deemed to be issued:

5.4.4.1 no further adjustments in the Conversion Price shall be made upon the subsequent issue of such Convertible Securities, or Preferred Stock or shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities or Preferred Stock;

5.4.4.2 if such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase or decrease in the consideration payable to the Corporation, or decrease or increase in the number of shares of Common Stock issuable, upon the exercise, conversion or exchange thereof, the Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective,

be recomputed to reflect such increase or decrease insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities (provided, however, that no such adjustment of the Conversion Price shall affect Common Stock previously issued upon conversion of the Preferred Stock);

5.4.4.3 upon the expiration of any such Options or any rights of conversion or exchange under such Convertible Securities which shall not have been exercised, the Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon such expiration, be recomputed as if:

5.4.4.3.1 in the case of Convertible Securities or Options for Common Stock, the only Additional Shares of Common Stock issued were the shares of Common Stock, if any, actually issued upon the exercise of such Options or the conversion or exchange of such Convertible Securities; and the consideration received therefor was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration actually received by the Corporation upon such exercise, or for the issue of all such Convertible Securities which were actually converted or exchanged, plus the additional consideration, if any, actually received by the Corporation upon such conversion or exchange; and

5.4.4.3.2 in the case of Options for Convertible Securities or Preferred Stock, only the Convertible Securities or Preferred Stock, if any, actually issued upon the exercise thereof were issued at the time of such Options; and the consideration received by the Corporation for the Additional Shares of Common Stock deemed to have been then issued was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration deemed to have been received by the Corporation upon the issue of the Convertible Securities or Preferred Stock with respect to which such Options were actually exercised; and

5.4.4.4 no readjustment pursuant to subsection 5.4.4.2 or 5.4.4.3 above shall have the effect of increasing the Conversion Price to an amount which exceeds the lower of (a) the Conversion Price for that series on the original adjustment date, or (b) the Conversion Price for that series that would have resulted from any issuance of Additional Shares of Common Stock between the original adjustment date and such readjustment date; and

5.4.4.5 in the case of any Options that expire by their terms not more than 30 days after the date of issue thereof, no adjustment of the Conversion Price shall be made except as to shares of Preferred Stock converted in such period until the expiration or exercise of all such Options, whereupon such adjustment shall be made.

5.4.5 Adjustment of Conversion Price Upon Issuance of Additional Shares of Common Stock. In the event the Corporation, at any time on or after the Filing Date shall issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Section 5.4.4) without consideration or for a consideration per share less than the Conversion Price with respect to any series of Preferred Stock in effect on the date of and immediately prior to such issue, then and in such event, the Conversion Price for such series of Preferred Stock shall be reduced, concurrently with such issue, to a price (calculated to the nearest cent) determined by multiplying that Conversion Price by a fraction:

(1) the numerator of which shall be

(a) the number of shares of Common Stock outstanding immediately prior to such issue plus (b) the number of shares of Common Stock that the aggregate consideration received by the Corporation for the total number of Additional Shares of Common Stock so issued would purchase at such Conversion Price; and

(2) the denominator of which shall be

(a) the number of shares of Common Stock outstanding immediately prior to such issue, plus (b) the number of such Additional Shares of Common Stock so issued.

For the purpose of the above calculation, the number of shares of Common Stock outstanding immediately prior to such issue shall be calculated on a fully diluted basis, as if all shares of Preferred Stock and all Convertible Securities had been fully converted into shares of Common Stock immediately prior to such issuance and any outstanding Options had been fully exercised immediately prior to such issuance (and the resulting securities fully converted into shares of Common Stock, if so convertible). However, the above calculation shall not take into account any additional shares of Common Stock issuable with respect to shares of Preferred Stock, Convertible Securities, or outstanding Options solely as a result of the adjustment of the Conversion Price (or other conversion ratios) resulting from the issuance of the Additional Shares of Common Stock causing the adjustment in question.

5.4.6 Determination of Consideration. For purposes of this Section 5.4, the consideration received by the Corporation for the issue of any Additional Shares of Common Stock shall be computed as follows:

5.4.6.1 Cash and Property. Such consideration shall:

5.4.6.1.1 insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation excluding amounts paid or payable for accrued interest or accrued dividends;

5.4.6.1.2 insofar as it consists of property other than cash, be computed at the fair value thereof at the time of such issue, as determined in good faith by the Board of Directors; and

5.4.6.1.3 in the event Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration which covers both, be the proportion of such consideration so received, computed as provided in subsections 5.4.6.1.1 and 5.4.6.1.2 above, as determined in good faith by the Board of Directors.

5.4.6.2 Options and Convertible Securities. The consideration per share received by the Corporation for Additional Shares of Common Stock deemed to have been issued pursuant to Section 5.4.4 relating to Options and Convertible Securities, shall be determined by dividing:

(1) the total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein designed to protect against dilution) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities; or in the case of Options for Convertible Securities or Preferred Stock, the exercise of such Options for Convertible Securities or Preferred Stock and the conversion or exchange of such Convertible Securities or Preferred Stock; by

(2) the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein designed to protect against the dilution) issuable upon the exercise of such Options or conversion or exchange of such Convertible Securities.

5.5 Adjustments to Conversion Price for Stock Dividends and for Combinations or Subdivisions of Common Stock. In the event that the Corporation at any time or from time to time on or after the Filing Date (a) shall declare or pay, without consideration, any dividend on the Common Stock payable in Common Stock or in any right to acquire Common Stock for no consideration, or (b) shall effect a subdivision of the outstanding shares of Common Stock into a greater number of shares of Common Stock (by stock split, reclassification or otherwise than by payment of a dividend in Common Stock or in any right to acquire Common Stock), or (c) in the event the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a lesser number of shares of Common Stock, then the Conversion Price for any series of Preferred Stock in effect immediately prior to such event shall, concurrently with the effectiveness of such event, be proportionately decreased or increased, as appropriate. In the event that the Corporation shall declare or pay, without consideration, any dividend on the Common Stock payable in any right to acquire Common Stock for no consideration, then the Corporation shall be deemed to have made a dividend payable in Common Stock in an amount of shares equal to the maximum number of shares issuable upon exercise of such rights to acquire Common Stock.

5.6 Adjustments for Reclassification and Reorganization. If the Common Stock issuable upon conversion of the Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for in Section 5.5 above or a merger or other reorganization referred to in Section 2.2.1 above), the Conversion Price then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted so that the Preferred Stock shall be convertible into a number of shares of such other class or classes of stock equivalent to the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of the Preferred Stock immediately before that change.

5.7 Reorganizations, Mergers, Consolidations or Sales of Assets. If at any time or from time to time on or after the Filing Date, there is a Capital Reorganization (as defined below) (other than a Liquidation, of the type described in Section 2.2, or as a recapitalization, subdivision, combination, reclassification, exchange or substitution of shares provided for elsewhere in this Section 5), provision shall be made as a part of such Capital Reorganization to the effect 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 Corporation to which a holder of the number of shares of Common Stock deliverable upon conversion would have been

entitled on such Capital Reorganization, subject to adjustment in respect of such stock or securities by the terms thereof. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 5 with respect to the rights of the holders of Preferred Stock after the Capital Reorganization to the end that the provisions of this Section 5 (including adjustment of the Conversion Prices then in effect and the number of shares issuable upon conversion of the Preferred Stock) shall be applicable after that event and be as nearly equivalent as practicable.

5.7.1 For purposes of this Section 5.7, a "Capital Reorganization" shall mean a 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 capital reorganization of the Common Stock (other than as a recapitalization, subdivision, combination, reclassification, exchange or substitution of shares provided for elsewhere in this Section 5).

5.7.2 Notwithstanding the foregoing, in the event of any Capital Reorganization that constitutes a Liquidation, of the type described in Section 2.2, the holders of Preferred Stock shall be entitled to elect, by providing written notice to the Corporation of such election by the holders of two thirds (2/3) of the then-outstanding Preferred Stock within twenty (20) days of receiving notice of such Capital Reorganization, to treat such transaction as a Capital Reorganization and not as a Liquidation, in which event the provisions of this Section 5.7 shall apply. In the absence of such an election, a Capital Reorganization that constitutes a Liquidation shall be treated as a Liquidation and not as a Capital Reorganization.

5.8 Adjustments for Other Distributions. In the event the Corporation at any time or from time to time makes or fixes a record date for the determination of holders of Common Stock entitled to receive any distribution payable in securities of the Corporation other than shares of Common Stock and other than as otherwise adjusted in this Section 5, then and in each such event provision shall be made so that the holders of Preferred Stock shall receive upon such distribution the amount of securities of the Corporation which they would have received had their Preferred Stock converted into Common Stock on the date of such event and had they thereafter, during the period from the date of such event to and including the date of conversion, retained such securities receivable by them as aforesaid during such period, subject to all other adjustments called for during such period under this Section 5 with respect to the rights of the holders of the Preferred Stock.

5.9 No Impairment. The Corporation will not, by amendment of its Articles of Incorporation or through any reorganization, 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 Section 5 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.

5.10 Certificates as to Adjustments. Upon the occurrence of each adjustment or readjustment of any Conversion Price pursuant to this Section 5, 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 executed by the Corporation's Chief Executive Officer or Chief Financial Officer setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The 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 (i) such adjustments and readjustments, (ii) the Conversion Price for such series of Preferred Stock 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 the Preferred Stock.

5.11 Notices of Record Date. In the event that the Corporation shall propose at any time: (i) to declare any dividend or distribution upon its Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus; (ii) to offer for subscription pro rata to the holders of any class or series of its stock any additional shares of stock of any class or series or other rights; (iii) to effect any reclassification or recapitalization of its Common Stock outstanding involving a change in the Common Stock; or (iv) to merge or consolidate with or into any other corporation or other entity, or sell, lease or convey all or substantially all of its assets, or to liquidate, dissolve or wind up; then, in connection with each such event, the Corporation shall send to the holders of Preferred Stock:

5.11.1 at least twenty (20) days' prior written notice of the date on which a record shall be taken for such dividend, distribution or subscription rights (and specifying the date on which the holders of Common Stock shall be entitled thereto) or for determining rights to vote, if any, in respect of the matters referred to in (iii) and (iv) above; and

5.11.2 in the case of the matters referred to in (iii) and (iv) above, at least twenty (20) days' prior written notice of the date when the same shall take place (and specifying the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for securities or other property deliverable upon the occurrence of such event).

5.12 Issue Taxes. The Corporation shall pay any and all issue and other taxes (other than taxes based upon income) that may be payable in respect 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.

5.13 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 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. 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, 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, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to these Articles.

5.14 Fractional Shares. No fractional share shall be issued upon the conversion of any share or shares of Preferred Stock. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Preferred Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional shares. If, after the aforementioned aggregation, the conversion would result in the issuance of a fraction of a share of Common Stock, the Corporation shall, in lieu of issuing any

fractional share, pay the holder otherwise entitled to such fraction a sum in cash equal to the fair market value of such fraction on the date of conversion (as determined in good faith by the Board of Directors).

5.15 Notices. Any notice required by the provisions of this Section 5 to be given to the holders of shares of Preferred Stock shall be in writing, shall be addressed to each holder of record at such holder's address or facsimile number appearing in the records of the Corporation, and shall be deemed effectively given (a) upon actual delivery, when delivered personally, (b) upon receipt when sent by confirmed telegram or fax if sent during normal business hours, and if not, then on the next business day, (c) one day after deposit with a nationally recognized overnight courier, specifying next day delivery, with written verification of receipt, or (d) four business days after being deposited in the U.S. mail, as certified mail, return receipt requested, postage prepaid.

6. PROTECTIVE PROVISIONS.

6.1 The Corporation shall not, without the vote or written consent by the holders of more than fifty percent (50%) of the then outstanding shares of Preferred Stock:

6.1.1 Redeem, purchase or otherwise acquire for value (or pay into or set aside for a sinking fund for such purpose) any shares of Preferred Stock otherwise than by conversion in accordance with Section 5 hereof, or permit any subsidiary to redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any shares of Preferred Stock;

6.1.2 Redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose), or permit any subsidiary to redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose), any shares of other capital stock other than the repurchase of shares of stock from employees of, or service providers to, the Corporation or any of its subsidiaries pursuant to agreements under which the Corporation has the option to repurchase such shares at cost upon the occurrence of certain events, such as the termination of employment;

6.1.3 Pay, declare or set aside for payment any dividend or other distribution on any shares of Common Stock other than a dividend payable only in shares of Common Stock;

6.1.4 Pay, declare or set aside for payment any dividend or other distribution on any shares of Preferred Stock;

6.1.5 Authorize or issue, or obligate itself to issue, any equity security (including any security convertible into or exercisable for any equity security) senior to or on parity with the Series B Preferred Stock;

6.1.6 Increase or decrease (other than by redemption or conversion) the total number of authorized shares of Preferred Stock or of any series thereof;

6.1.7 Amend, alter or change its Articles of Incorporation or Bylaws, as in effect from time to time, or any of the powers, rights, preferences or privileges of the Preferred Stock

if such amendment would materially adversely affect any of the powers, preferences, rights or privileges provided for the benefit of the shares of any series of Preferred Stock;

6.1.8 Effect any reclassification or other change of any stock, or any recapitalization of the Corporation;

6.1.9 Permit any subsidiary to issue or sell, or obligate itself to issue or sell, except to the Corporation or any of its wholly-owned subsidiaries, any stock of such subsidiary;

6.1.10 Effect any Liquidation of the Corporation;

6.1.11 Effect any sale, lease, license, assignment, transfer or other conveyance of all or substantially all of the assets of the Corporation or any of its subsidiaries;

6.1.12 Effect any consolidation or merger involving the Corporation or any of its subsidiaries (other than a consolidation or merger involving only the Corporation and one or more of its wholly-owned subsidiaries and no other entities, or a consolidation or merger involving only two or more of the Corporation's wholly-owned subsidiaries and no other entities);

6.1.13 Effect any transaction or series of transactions by which the Corporation issues securities having voting power in excess of fifty percent (50%) of the total voting power of all securities of the Corporation immediately prior to such transaction or transactions, or otherwise have the effect of transferring in excess of fifty percent (50%) of the total voting power of all securities of the Corporation immediately prior to such transaction or transactions (for purposes of determining voting power for this subsection, all securities convertible into Common Stock shall be assumed to have been converted, and all options, warrants and other rights to acquire Common Stock or other securities convertible into Common Stock, whether then or at some time in the future, shall be assumed to have been exercised);

6.1.14 Change the name of the Corporation; or

6.1.15 Cause the Corporation to incur any indebtedness in excess of \$1,000,000.

7. **NO REISSUANCE OF PREFERRED STOCK.** No share or shares of Preferred Stock acquired by the Corporation by reason of redemption, purchase, conversion or otherwise shall be reissued, and all such shares shall be cancelled, retired and eliminated from the shares which the Corporation shall be authorized to issue.

ARTICLE V

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 the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.
2. LIQUIDATION RIGHTS. Upon a Liquidation, the assets of the Corporation shall be distributed as provided in Section 2 of Article IV.
3. REDEMPTION. The holders of Common Stock shall have no right to require the Corporation to redeem any of their shares of Common Stock.
4. VOTING RIGHTS. Each holder of Common Stock shall have the right to one vote per share of Common Stock, and shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

ARTICLE VI

DIRECTOR LIABILITY

The liability of the directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

ARTICLE VII

INDEMNIFICATION

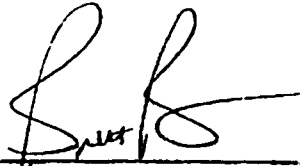
This Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) for breaches of duty to this Corporation and its shareholders through bylaw provisions, through agreements with the agents, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject to the limits on such excess indemnification set forth in Section 204 of the California Corporations Code.

C. The foregoing Amendment and Restatement of the Articles of Incorporation of the Corporation has been duly approved by the Board of Directors.

D. The amendments set forth herein have been duly approved by the required vote of the shareholders in accordance with Section 902 and 903 of the California Corporations Code. The Corporation has outstanding 6,103,062 shares of Common Stock, 10,500,000 shares of Series A Preferred Stock, and 15,696,081 shares of Series B 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 fifty percent (50%) of the Common Stock and more than fifty percent (50%) of the Series A Preferred Stock and Series B Preferred Stock, voting together as a single class.

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 my own knowledge.

Dated: December 21, 2006

A handwritten signature in black ink, appearing to read "Brett Butler", written over a horizontal line.

Brett Butler
President and Chief Executive Officer

A handwritten signature in black ink, appearing to read "Bruce Warren", written over a horizontal line.

Bruce Warren
Chief Financial Officer