

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF**

ACTIVE DECISIONS, INC.

The undersigned, Jeffrey W. Dunn and John V. Bautista, hereby certify that:

1. They are the duly elected and acting President and Secretary, respectively, of Active Decisions, Inc., a Delaware corporation.
2. The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of Delaware on July 30, 1996, and the name under which the Corporation was originally incorporated is "Real Time Research, Inc."
3. The Certificate of Incorporation of this corporation shall be amended and restated to read in full as follows (as amended, the "Restated Certificate"):

ARTICLE ONE

The name of the corporation is Active Decisions, Inc. (the "Corporation").

ARTICLE TWO

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE THREE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE FOUR

A. Authorized Capital Stock.

The Corporation is authorized to issue two classes of shares to be designated, respectively, Preferred Stock ("Preferred Stock") and Common Stock ("Common Stock"). The total number of shares of capital stock that the Corporation is authorized to issue is 78,619,230 shares. The total number of shares of Preferred Stock that the Corporation is authorized to issue is 28,619,230 shares. The total number of shares of Common Stock that the Corporation is authorized to issue is 50,000,000 shares. The Preferred Stock shall have a par value of \$0.0001 per share, and the Common Stock shall have a par value of \$0.0001 per share.

B. Designation of the Preferred Stock.

2,001,736 of the authorized shares of Preferred Stock shall be designated "Series A-1 Preferred Stock" and shall be referred to herein as "Series A-1."

4,474,292 of the authorized shares of Preferred Stock shall be designated "Series A-2 Preferred Stock" and shall be referred to herein as "Series A-2."

14,248,465 of the authorized shares of Preferred Stock shall be designated "Series B-1 Preferred Stock" and shall be referred to herein as "Series B-1."

7,894,737 of the authorized shares of Preferred Stock shall be designated "Series C Preferred Stock" and shall be referred to herein as "Series C."

The powers, preferences, and rights, and the qualifications, limitations or restrictions granted to or imposed upon the Series A-1, Series A-2, Series B-1 and Series C (together, the "Preferred Stock") shall be as follows:

1. Dividends.

(a) Series C and Series B-1. When, as and if declared by the Corporation's Board of Directors and to the extent permitted under the General Corporation Law of Delaware, the Corporation shall pay preferential dividends on a pari passu basis to (i) the holders of the Series C, out of funds legally available therefor, as provided in this Section 1(a), at the rate of \$0.0608 per share per annum on each outstanding share of Series C, payable quarterly; and (ii) the holders of the Series B-1, out of funds legally available therefor, as provided in this Section 1(a), at the rate of \$0.05615 per share per annum on each outstanding share of Series B-1, payable quarterly. Such dividends shall not be cumulative, but shall be adjusted for any stock split, stock dividend, stock combination or other recapitalization occurring after the date of filing of this Restated Certificate (each, a "Recapitalization").

(b) Series A-1 and Series A-2. The holders of issued and outstanding shares of Series A-1 and Series A-2 shall not be entitled to dividends.

(c) In the event the Corporation shall declare a distribution or dividend on or in respect of any shares of Common Stock (other than dividends payable solely in shares of Common Stock) then, in each such case, the holders of shares of Series A-1, Series A-2, Series B-1 or Series C shall be entitled to a proportionate share of any such distribution as though the holders of such shares of Series A-1, Series A-2, Series B-1 or Series C were the holders of the number of shares of Common Stock issuable upon the conversion of their respective shares of Series A-1, Series A-2, Series B-1 or Series C as of the record date fixed for the determination of the holders of shares of Common Stock entitled to receive such distribution.

(d) For purposes of this Section 1, a "distribution" shall mean and refer to the transfer of cash or other property without consideration, whether by way of dividend or otherwise, payable other than in shares of Common Stock, or the purchase or redemption of shares of capital stock of the Corporation (other than repurchases of shares of Common Stock issued to or held by employees, directors or consultants of the Corporation or its Subsidiaries at

no more than the original cost per share, and with respect to vested shares subject to repurchase pursuant to Section 6(d) of the Series D Stock Purchase Agreement dated July 16, 2002 by and between the Corporation and the Investors on Exhibit A thereof ("Series D Purchase Agreement"), a copy of which section will be made available to a stockholder upon written request to the Secretary of the Company, at no more than fair market value if higher than the original cost per share, upon termination of their employment or services pursuant to agreements providing for the right of said repurchase) for cash or property. For purposes of this Article Four, "Subsidiary" means any corporation of which the shares of outstanding capital stock possessing the voting power (under ordinary circumstances) in electing the board of directors are, at the time as of which any determination is being made, owned by the Corporation either directly or indirectly through Subsidiaries.

2. Liquidation Preference.

(a) Series C. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of shares of Series C 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 C Junior Securities (as defined below) by reason of their ownership thereof, an amount equal to \$0.76 per share (as adjusted for any Recapitalization) (the "Series C Issue Price") plus all accrued but unpaid dividends on such shares of Series C then held by them. If, upon any liquidation, distribution, or winding up of the Corporation, the assets and surplus funds of the Corporation shall be insufficient to make payment in full of the aforesaid preferential amounts to all holders of shares of Series C, such assets and surplus funds shall be distributed ratably among the holders of Series C then outstanding in proportion to the full preferential amounts to which each holder of shares of Series C would otherwise be entitled. The term "Series C Junior Securities" means any capital stock or other equity securities of the Corporation, except for the Series C.

(b) Series B-1. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment in full of all amounts payable to the holders of the Series C pursuant to Section 2(a) above, the holders of shares of Series B-1 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 B-1 Junior Securities (as defined below) by reason of their ownership thereof, an amount equal to \$0.70183 per share (as adjusted for any Recapitalization) (the "Series B-1 Issue Price") plus all accrued but unpaid dividends on such shares of Series B-1 then held by them. If, upon any liquidation, distribution, or winding up of the Corporation, the assets and surplus funds of the Corporation shall be insufficient to make payment in full of the aforesaid preferential amounts to all holders of shares of Series B-1, such assets and surplus funds shall be distributed ratably among the holders of Series B-1 then outstanding in proportion to the full preferential amounts to which each holder of shares of Series B-1 would otherwise be entitled. The term "Series B-1 Junior Securities" means any capital stock or other equity securities of the Corporation, except for the Series C and Series B-1.

(c) Series A-1 and Series A-2. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment in full of all amounts payable to the holders of the Series C and Series B-1 pursuant to

Sections 2(a) and 2(b) above, (i) the holders of shares of Series A-1 shall be entitled to receive, prior and in preference to any distribution of any of the remaining assets or surplus funds of the Corporation to the holders of shares of Common Stock by reason of their ownership thereof, an amount equal to the sum of \$0.249783 per share (as adjusted for any Recapitalization) (the "Series A-1 Issue Price") and (ii), the holders of shares of Series A-2 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 shares of Common Stock by reason of their ownership thereof, an amount equal to \$2.123241 per share (as adjusted for any Recapitalization with respect to shares of Series A-2) (the "Series A-2 Issue Price"). If, upon any liquidation, distribution, or winding up of the Corporation, the assets and surplus funds of the Corporation remaining after the payments to the holders of the Series C and Series B-1 required under Sections 2(a) and 2(b) above shall be insufficient to make payment in full of the aforesaid preferential amounts to all holders of shares of Series A-1 or Series A-2, such assets and surplus funds shall be distributed ratably among the holders of Series A-1 or Series A-2 then outstanding in proportion to the full preferential amounts to which each holder of shares of Series A-1 or Series A-2 would otherwise be entitled.

(d) Following the payment of the preferential amounts required by Sections 2(a), 2(b) and 2(c) hereof, the remaining assets and surplus funds of the Corporation legally available for distribution to stockholders, if any, shall be distributed ratably among the holders of shares of Series B-1, Series A-1, Series A-2 and Common Stock based on the number of shares of Common Stock held by each (assuming conversion of all such Preferred Stock into Common Stock pursuant to Section 4 hereof) until each such holder has received (A) with respect to Series B-1, an aggregate of \$1.40366 per share (excluding all paid and accrued dividends); (B) with respect to Series A-1, an aggregate of \$0.499566 per share; and (C) with respect to Series A-2, an aggregate of \$4.246482 per share, in the case of each of clauses (A), (B), and (C) including the amounts per share received pursuant to Sections 2(b) and 2(c) hereof (but excluding all paid and accrued dividends on the Series B-1 Preferred) and in each case as adjusted for any Recapitalization. Notwithstanding any provision to the contrary, in the event that the amount distributed with respect to the shares of a particular series of Preferred Stock pursuant to this Section 2 would be greater if all such shares were converted into Common Stock pursuant to Section 4 hereof (assuming the simultaneous operation of this sentence with respect to all other series of Preferred Stock), then the holder of each share of such series of Preferred Stock shall receive, in lieu of any other payment pursuant to this Section 2 with respect to such share, the amount such holder would have received had such holder converted such share into Common Stock pursuant to Section 4 hereof. If assets and surplus funds remain in the Corporation after payment of the full preferential amounts to the holders of shares of Series C, Series B-1, Series A-1 and Series A-2 pursuant to Sections 2(a), 2(b) and 2(c) hereof and this Section 2(d), such remaining assets and surplus funds shall be distributed ratably among the holders of shares of Common Stock in proportion to the aggregate number of shares of Common Stock then held by each such holder.

(e) For purposes of this Section 2, (i) any acquisition of the Corporation by means of a sale of outstanding capital stock, a merger or other form of corporate reorganization (other than a transaction effected solely to reincorporate the Corporation in another jurisdiction) and pursuant to which the holders of the outstanding voting securities of the Corporation immediately prior to such consolidation, merger or other transaction fail to hold (in substantially the same proportions) equity securities representing a majority of the voting power

and economic rights of the Corporation or surviving entity immediately following such sale, consolidation, merger or other transaction; or (ii) a sale of all or substantially all of the assets of the Corporation, shall be treated as a liquidation, dissolution or winding up of the Corporation and shall entitle the holders of shares of Series A-1, Series A-2, Series B-1 or Series C to receive at the closing of such transaction in cash, securities or other property (valued in accordance with the terms of Section 2(f) hereof) the preferential amounts set forth in Sections 2(a), 2(b), 2(c) and 2(d) hereof.

(f) In the event that any distribution contemplated by 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, valued as follows:

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

(ii) if actively traded over-the-counter but not on the Nasdaq National Stock Market, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the thirty (30) day period ending three (3) days prior to the date of such distribution, and

(iii) if there is no active market, the value shall be the fair market value thereof, as determined in good faith by the Board of Directors of the Corporation.

provided, that no distribution may be made to the Series C in any form other than in cash unless all Series C Junior Securities are also paid in such non-cash consideration, and no distribution may be made to the Series B-1 in any form other than in cash unless all Series B-1 Junior Securities are also paid in such non-cash consideration,

provided, further, that, to the extent practicable, if such distribution with respect to the Series C is comprised of both cash and noncash consideration, distributions upon all Series C Junior Securities shall be comprised of the same ratio of cash to such non-cash consideration, and that, to the extent practicable, if such distribution with respect to the Series B-1 is comprised of both cash and noncash consideration, distributions upon all Series B-1 Junior Securities shall be comprised of the same ratio of cash to such non-cash consideration.

3. Redemption.

(a) Series B-1 and Series C Terms of Redemption.

(i) Optional Redemption. At any time after November 28, 2010, each holder of outstanding shares of Series B-1 or Series C may require that the Corporation redeem all or any portion of the shares held by such holder. For purposes of this Section 3, "Senior Preferred Redemption Date" shall mean the date specified for such redemption in the notice delivered to the Corporation by each such holder of Series B-1 or Series C; provided that except as provided in the following sentence, such date shall be no earlier than

thirty (30) days following the date such notice is delivered to the Corporation. At least fifteen (15) days prior to each Senior Preferred Redemption Date, the Corporation shall inform each other holder of shares of Series B-1 and/or Series C of such notice and invite such holders to require that the Corporation redeem all or any portion of such holder's shares of Series B-1 or Series C on such Senior Preferred Redemption Date by delivering, or causing to be delivered, to each holder of record (at the close of business on the business day next preceding the day on which notice is given) of issued and outstanding shares of Series B-1 and/or Series C by registered first class mail, postage prepaid, at the address last shown on the records of the Corporation for each such holder, notice of the redemption to be effected, the Senior Preferred Redemption Date, the place at which payment may be obtained and, if pursuant to Section 3(a)(iii) below less than all of the Series B-1 and Series C for which redemption has been requested on such Redemption Date to be redeemed, specifying the maximum number of shares of Series B-1 and Series C to be redeemed on such Redemption Date and calling upon each such holder to surrender to the Corporation, in the manner and at the place designated, his, her or its certificate or certificates representing the shares of Series B-1 and/or Series C to be so redeemed (the "Senior Preferred Redemption Notice"), and each holder of Series B-1 or Series C may join in such request for redemption as of such Senior Preferred Redemption Date by delivering notice of such election to the Corporation no later than five (5) days prior to such Senior Preferred Redemption Date.

(ii) Redemption Payments. On or before each Senior Preferred Redemption Date, each holder of shares of Series B-1 or Series C electing to have shares of Series B-1 or Series C redeemed by the Corporation pursuant to this Section 3(a) will surrender to the Corporation the certificate or certificates representing such shares in the manner and at the place designated in the Senior Preferred Redemption Notice. For each share of Series B-1 and Series C so surrendered on or before such Senior Preferred Redemption Date, the Corporation shall be obligated on such Senior Preferred Redemption Date to pay to the order of the holder whose name appears on such certificate or certificates as the owner thereof an amount in cash equal to the Series B-1 Issue Price (plus all declared, accrued and unpaid dividends thereon) or Series C Issue Price (plus all declared, accrued and unpaid dividends thereon) for each such share, as the case may be, and each surrendered certificate shall be cancelled. In the event that less than all the shares of Series B-1 or Series C represented by any such certificate are redeemed pursuant to this Section 3(a), a new certificate representing the unredeemed shares of Series B-1 or Series C, as the case may be, shall be issued and delivered by the Corporation or its designated transfer agent to the holder whose name appears on such certificate or certificates as the owner thereof.

(iii) Priority. In the case of any request for redemption made prior to May 28, 2011, if the funds of the Corporation legally available for redemption of shares of Series B-1 or Series C on any Senior Preferred Redemption Date are insufficient to redeem the total number of shares of Series B-1 and Series C to be redeemed on such date, those funds which are legally available shall be used to redeem the maximum possible number of such shares pro rata among the holders of the shares of Series B-1 and Series C to be redeemed based upon the aggregate Series B-1 Issue Price and Series C Issue Price of such shares held by each such holder (plus all declared, accrued and unpaid dividends thereon). Following such Senior Preferred Redemption Date, the Corporation shall use its best efforts to complete such redemption as promptly as practicable, and notwithstanding any other provision of this Restated

Certificate, no capital stock of the Corporation (including, without limitation, any other Preferred Stock) shall be redeemed on any subsequent Senior Preferred B-1 Redemption Date or Series A Redemption Date (as defined below) until all shares of Series B-1 and Series C for which redemption was previously properly requested as of an earlier Senior Preferred Redemption Date have been redeemed. In the case of any request for redemption made on or after May 28, 2011, those funds which are then legally available or which shall become legally available from time to time thereafter, shall immediately be used to redeem first, all shares of Series C, Series B-1, Series A-1 or Series A-2 for which redemption was properly requested as of an earlier Senior Preferred Redemption Date or Series A Redemption Date, with priority in order of time (meaning that all shares for which redemption was requested on the earlier of any such dates shall be redeemed in full prior to the redemption of any shares for which redemption was requested as of a later date), and thereafter the maximum possible number of such shares of Series B-1 and Series C and all such shares of Series A-1 and Series A-2 redeemed as of such date pursuant to Section 3(b) below pro rata among such holders of the shares of Series C, Series B-1, Series A-1 and Series A-2 based upon the aggregate Series C Issue Price, Series B-1 Issue Price, Series A-1 Issue Price or Series A-2 Issue Price, as the case may be, of such shares of Series C, Series B-1, Series A-1 or Series A-2 held by each such holder.

(iv) Dividends After Senior Preferred Redemption Date. No shares of Series B-1 or Series C shall be entitled to any dividends accruing after the date on which the Series B-1 Issue Price or Series C Issue Price, as the case may be, of such share (plus all declared, accrued and unpaid dividends thereon) is paid to the holder of such share. On such date, all rights of the holder of such share shall cease, and such share shall no longer be deemed to be issued and outstanding.

(b) Series A-1 and Series A-2 Terms of Redemption.

(i) Optional Redemption. At any time after May 28, 2011, each holder of outstanding shares of Series A-1 or Series A-2 may require at any time thereafter that the Corporation redeem all or any portion of such shares. For purposes of this Section 3, "Series A Redemption Date" shall mean the date specified for such redemption in the notice delivered to the Corporation by such holders of either Series A-1 or Series A-2; provided that except as provided in the following sentence, such date shall be no earlier than thirty (30) days following the date such notice is delivered to the Corporation. At least fifteen (15) days prior to each Series A Redemption Date, the Corporation shall inform each other holder of shares of Series C, Series B-1, Series A-1 or Series A-2 of such notice and invite such holders to require that the Corporation redeem all or any portion of such holder's shares of Series C, Series B-1, Series A-1 or Series A-2, as the case may be, on such Series A Redemption Date by delivering, or causing to be delivered, to each holder of record (at the close of business on the business day next preceding the day on which notice is given) of issued and outstanding shares of Series C, Series B-1, Series A-1 or Series A-2 by registered first class mail, postage prepaid, at the address last shown on the records of the Corporation for each such holder, notice of the redemption to be effected and, if pursuant to Section 3(b)(iii) below less than all of the Series A-1 or Series A-2 for which redemption has been requested on such Redemption Date to be redeemed, specifying the maximum number of shares of Series C, Series B-1, Series A-1 or Series A-2, as the case may be, that may be redeemed from each such holder, the Series A Redemption Date, the place at which payment may be obtained and calling upon each such holder to surrender to the

Corporation, in the manner and at the place designated, his, her or its certificate or certificates representing the shares of Series C, Series B-1, Series A-1 or Series A-2 to be so redeemed (the "Series A Redemption Notice"), and each holder of Series A-1, Series A-2, Series B-1 or Series C may join in such request for redemption as of such Series A Redemption Date by delivering notice of such election to the Corporation no later than five (5) days prior to such Series A Redemption Date.

(ii) Redemption Payments. On or before each Series A Redemption Date, each holder of shares of Series C, Series B-1, Series A-1 or Series A-2 electing to have shares of Series C, Series B-1, Series A-1 or Series A-2 redeemed by the Corporation pursuant to this Section 3(b) will surrender to the Corporation the certificate or certificates representing such shares in the manner and at the place designated in the Series A Redemption Notice. For each share of Series C, Series B-1, Series A-1 or Series A-2 so surrendered on or before such Series A Redemption Date, the Corporation shall be obligated on such Series A Redemption Date to pay to the order of the holder whose name appears on such certificate or certificates as the owner thereof an amount in cash equal to the Series C Issue Price (plus all declared, accrued and unpaid dividends thereon), Series B-1 Issue Price (plus all declared, accrued and unpaid dividends thereon), Series A-1 Issue Price or Series A-2 Issue Price for each such share, as the case may be, and each surrendered certificate shall be cancelled. In the event that less than all the shares of Series C, Series B-1, Series A-1 or Series A-2 represented by any such certificate are redeemed pursuant to this Section 3(b), a new certificate representing the unredeemed shares of Series C, Series B-1, Series A-1 or Series A-2, as the case may be, shall be issued and delivered by the Corporation or its designated transfer agent to the holder whose name appears on such certificate or certificates as the owner thereof.

(iii) Priority. If the funds of the Corporation remaining after completion of all redemptions requested as of earlier dates but not yet paid and legally available for redemption of shares of Series C, Series B-1, Series A-1 or Series A-2 on any Series A Redemption Date are insufficient to redeem the total number of shares of Series C, Series B-1, Series A-1 or Series A-2 to be redeemed on such date, those remaining funds which are then legally available or which shall become legally available from time to time thereafter, shall immediately be used to redeem the maximum possible number of such shares *pro rata* among the holders of the shares of Series C, Series B-1, Series A-1 and Series A-2 to be so redeemed based upon the aggregate Series C Issue Price (or portion thereof not yet paid pursuant to Section 3(a) above, if applicable), Series B-1 Issue Price (or portion thereof not yet paid pursuant to Section 3(a) above, if applicable), Series A-1 Issue Price or Series A-2 Issue Price, as the case may be, of such shares of Series C, Series B-1, Series A-1 or Series A-2 held by each such holder; provided, that notwithstanding any other provision of this Restated Certificate, no such shares shall be redeemed until all shares for which redemption was previously properly requested as of an earlier Senior Preferred Redemption Date or Series A Redemption Date have been redeemed. Following such Series A Redemption Date the Corporation shall use its best efforts to complete such redemption as promptly as practicable.

4. Conversion.

(a) Right to Convert. Each share of Series A-1, Series A-2, Series B-1 and Series C, 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 fully paid and nonassessable shares of Common Stock. The number of shares of Common Stock issuable upon the conversion of each share of Series A-1 shall be determined by dividing \$0.70183 by the conversion price for the Series A-1 in effect at the time that any certificate representing shares of Series A-1 is surrendered to the Corporation for conversion pursuant to this Section 4. The conversion price per share for each share of Series A-1 shall initially be \$0.70183, subject to adjustment after the date of filing of this Restated Certificate as hereinafter provided (the "Series A-1 Conversion Price"). The number of shares of Common Stock issuable upon the conversion of each share of Series A-2 shall be determined by dividing \$0.70183 by the conversion price for the Series A-2 in effect at the time that any certificate representing shares of Series A-2 is surrendered to the Corporation for conversion pursuant to this Section 4. The conversion price per share for each share of Series A-2 shall initially be \$0.70183, subject to adjustment after the date of filing of this Restated Certificate as hereinafter provided (the "Series A-2 Conversion Price"). The number of shares of Common Stock issuable upon the conversion of each share of Series B-1 shall be determined by dividing \$0.70183 by the conversion price for the Series B-1 in effect at the time that any certificate representing shares of Series B-1 is surrendered to the Corporation for conversion pursuant to this Section 4. The conversion price per share for each share of Series B-1 initially shall be \$0.70183, subject to adjustment as hereinafter provided (the "Series B-1 Conversion Price"). The number of shares of Common Stock issuable upon the conversion of each share of Series C shall be determined by dividing \$0.76 by the conversion price for the Series C in effect at the time that any certificate representing shares of Series C is surrendered to the Corporation for conversion pursuant to this Section 4. The conversion price per share for each share of Series C initially shall be \$0.76, subject to adjustment as hereinafter provided (the "Series C Conversion Price"). Upon conversion of any share of Series B-1 or Series C, any accrued but unpaid dividends thereon will be paid in cash or in Common Stock (valued at its then fair market value as determined in good faith by the Board of Directors) as elected by the Corporation.

(b) Automatic Conversion. Each share of Series C and Series B-1 shall be converted automatically into shares of Common Stock at the then applicable conversion price thereof upon the earlier to occur of (i) the date specified by written consent or agreement of stockholders holding at least (A) 60% of the then outstanding shares of Series B-1, voting together as a single class, and (B) 60% of the then outstanding shares of Series C, voting together as a single class; or (ii) immediately upon the closing of the sale of shares of Common Stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended (the "Securities Act"), with a total public offering price of not less than \$25,000,000 (before deduction for underwriters' discounts and commissions relating to such offering) and a per share of Common Stock price of at least \$2.1055 (as adjusted for any Recapitalization) (a "Qualified Public Offering"). Each share of Series A-1 and Series A-2 shall be converted automatically into shares of Common Stock at the then applicable conversion price thereof upon the earlier to occur of (i) the date specified by written consent or agreement of stockholders holding at least 70% of the then outstanding shares of Series A-1 and Series A-2, voting together as a single class based upon the respective number of shares of Common Stock issuable upon conversion thereof; or (ii) immediately upon the closing of a Qualified Public Offering.

(c) Mechanics of Conversion.

(i) Before any holder of shares of Series A-1, Series A-2, Series B-1 or Series C shall be entitled to convert such shares into shares of Common Stock, such holder shall surrender the certificate or certificates representing such shares of Series A-1, Series A-2, Series B-1 or Series C, duly endorsed, at the office of the Corporation or of any transfer agent for such shares of Series A-1, Series A-2, Series B-1 or Series C, and shall give written notice thereof to the Corporation at such office stating that such holder is electing to convert such shares of Series A-1, Series A-2, Series B-1 or Series C and further stating the name or names in which such holder wishes the certificate or certificates for shares of Common Stock issuable upon such conversion to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver to such holder of shares of Series A-1, Series A-2, Series B-1 or Series C a certificate or certificates representing the number of shares of Common Stock issuable upon the conversion of such shares of Series A-1, Series A-2, Series B-1 or Series C. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of surrender of the certificate or certificates representing the shares of Series A-1, Series A-2, Series B-1 or Series C to be so converted, and the holder or holders 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.

(ii) If a conversion of shares of Series A-1, Series A-2, Series B-1 or Series C is effected in connection with an underwritten offering of securities pursuant to the Securities Act or any event that would constitute a liquidation as described in Section 2(d) hereof, the conversion may, at the option of any holder tendering shares of Series A-1, Series A-2, Series B-1 or Series C for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering or the closing of such liquidation event, as appropriate, in which event the holder or holders entitled to receive shares of Common Stock issuable upon such conversion of Series A-1, Series A-2, Series B-1 or Series C shall not be deemed to have converted such shares of Series A-1, Series A-2, Series B-1 or Series C until immediately prior to such closing.

(d) Adjustments to Series A-1, Series A-2, Series B-1 and Series C Conversion Price for Certain Diluting Issues.

(i) Special Definitions. For purposes of this Section 4, the following definitions shall apply:

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

(2) "Original Issue Date" shall mean the date on which shares of Series C were first issued by the Corporation.

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

(4) "Additional Shares of Common Stock" shall mean all shares of Common Stock issued (or deemed to be issued pursuant to Section 4(d)(iii) hereof) by the Corporation after the Original Issue Date, other than:

(A) shares of Common Stock issued or issuable upon the conversion of shares of Series A-1, Series A-2, Series B-1 or Series C;

(B) shares of Common Stock issued or issuable to employees, officers, directors or consultants of the Corporation or a subsidiary pursuant to stock option or stock purchase plans or other arrangements on terms approved by the Board of Directors of the Corporation;

(C) shares of Common Stock issued or issuable as a dividend or distribution for which an adjustment is made under Section 4(e) hereof upon outstanding shares of Common Stock;

(D) shares of Capital Stock, or options or warrants to purchase Capital Stock issued or issuable pursuant to joint ventures, strategic alliances, partnering arrangements, commercial lending or equipment lease arrangements pursuant to agreements not having equity financings as a primary purpose, and approved by the Board of Directors of the Corporation;

(E) shares of Common Stock or Preferred Stock issued or issuable pursuant to a transaction described in Section 4(e) hereof; or

(F) shares of Common Stock or Preferred Stock issued or issuable upon exercise of warrants outstanding as of the date of the filing of this Restated Certificate.

(ii) No Adjustment of Conversion Price. Any provision herein to the contrary notwithstanding (i) no adjustment in the Series A-1, Series A-2, Series B-1, or Series C Conversion Price shall be made in respect of the issuance of Additional Shares of Common Stock unless the consideration per share (determined pursuant to Section 4(d)(v) hereof) for an Additional Share of Common Stock issued or deemed to be issued by the Corporation is less than the Series C Conversion Price (or, if less, the applicable Conversion Price for such series) in effect immediately prior to such issuance.

(iii) Deemed Issuance of Additional Shares of Common Stock. In the event the Corporation at any time or from time to time after the Original Issue Date shall issue any Options or Convertible Securities (other than shares of Series C issued pursuant to that certain Series C Preferred Stock Purchase Agreement dated on or about the date hereof, a copy of which will be made available to a stockholder upon written request to the Secretary of the Company (the "Purchase Agreement")), 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 such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall

be deemed to be Additional Shares of Common Stock issued as of the time of such issuance of Options or Convertible Securities or, in case such a record date shall have been fixed, as of the close of business on such record date; provided, however, that in any such case in which Additional Shares of Common Stock are deemed to be issued:

(1) no further adjustments to the Series A-1, Series A-2, Series B-1, or Series C shall be made upon the subsequent issue of Convertible Securities or shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

(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 increase or decrease in the number of shares of Common Stock issuable, upon the exercise, conversion or exchange thereof, the Series A-1, Series A-2, Series B-1, and Series C 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 Series A-1, Series A-2, Series B-1, and Series C Conversion Price shall affect Common Stock previously issued upon conversion of Series A-1, Series A-2, Series B-1 or Series C;

(3) upon the expiration of any such Options, the termination of any such rights to convert or exchange Convertible Securities, or the expiration of any rights related to such Convertible Securities, the Series A-1, Series A-2, Series B-1, or Series C Conversion Price to the extent in any way affected by or computed using such Options or Convertible Securities, or rights related to such Convertible Securities, shall be recomputed to reflect the issuance of only the number of shares of Common Stock (and convertible or exchangeable securities which remain in effect) actually issued upon the exercise of such Options, and upon the conversion or exchange of such Convertible Securities, or upon the exercise of the rights related to such Convertible Securities; provided, however, that no such adjustment of the Series A-1, Series A-2, Series B-1, and Series C Conversion Price shall affect Common Stock previously issued upon conversion of Series A-1, Series A-2, Series B-1 or Series C;

(4) no readjustment pursuant to clause (2) or (3) of this Section 4(d)(iii) shall have the effect of increasing the Series C Conversion Price to an amount which exceeds the lower of (i) the Series C Conversion Price on the original adjustment date; and (ii) the Series C Conversion Price that would have resulted from any issuance of Additional Shares of Common Stock between the original adjustment date and such readjustment date;

(5) no readjustment pursuant to clause (2) or (3) of this Section 4(d)(iii) shall have the effect of increasing the Series B-1 Conversion Price to an amount which exceeds the lower of (i) the Series B-1 Conversion Price on the original adjustment date; and (ii) the Series B-1 Conversion Price that would have resulted from any issuance of Additional Shares of Common Stock between the original adjustment date and such readjustment date;

(6) no readjustment pursuant to clause (2) or (3) of this Section 4(d)(iii) shall have the effect of increasing the Series A-2 Conversion Price to an amount which exceeds the lower of (i) the Series A-2 Conversion Price on the original adjustment date; and (ii) the Series A-2 Conversion Price that would have resulted from any issuance of Additional Shares of Common Stock between the original adjustment date and such readjustment date; and

(7) no readjustment pursuant to clause (2) or (3) of this Section 4(d)(iii) shall have the effect of increasing the Series A-1 Conversion Price to an amount which exceeds the lower of (i) the Series A-1 Conversion Price on the original adjustment date; and (ii) the Series A-1 Conversion Price that would have resulted from any issuance of Additional Shares Common Stock between the original adjustment date and such readjustment date.

(iv) Adjustment of Preferred Stock Conversion Prices Upon Issuance of Additional Shares of Common Stock. In the event this Corporation, at any time after the Original Issue Date shall issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Section 4(d)(iii) hereof) for a consideration per share less than the Series C Conversion Price (or, if less, the Conversion Price applicable to such series) in effect on the date of and immediately prior to such issue, then and in such event, the Series A-1 Conversion Price, the Series A-2 Conversion Price, the Series B-1 Conversion Price, and the Series C Conversion Price shall each be reduced, concurrently with such issue, to a price (calculated to the nearest cent) determined by multiplying each such Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock deemed to be outstanding (as defined below) immediately prior to such issuance, plus the number of shares of Common Stock which the aggregate consideration received by the Corporation for the total number of Additional Shares of Common Stock so issued would purchase at each such Conversion Price in effect immediately prior to such issuance, and the denominator of which shall be the number of shares of Common Stock deemed to be outstanding (as defined below) immediately prior to such issuance, plus 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 deemed to be outstanding immediately prior to such issuance shall be calculated on a fully diluted basis, as if all shares of Preferred Stock and all Convertible Securities had been fully converted into or exchanged for shares of Common Stock, and any outstanding Options or any Options reserved for issuance under any stock option or stock purchase plans or other arrangements on terms approved by the Board of Directors of the Corporation, had been fully exercised (and the resulting securities fully converted into shares of Common Stock, if so convertible) as of such date.

(v) Determination of Consideration. For purposes of this Section 4(d), the consideration received by the Corporation for the issue of any Additional Shares of Common Stock shall be computed as follows:

(1) Cash and Property: Such consideration shall:

(A) 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 declared but unpaid dividends;

(B) 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

(C) 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 clauses (A) and (B) above, as determined in good faith by the Board of Directors of the Corporation.

(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 4(d)(iii) hereof relating to Options and Convertible Securities shall be quotient obtained by dividing:

(A) 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, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities; by

(B) 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.

(e) Adjustments 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 after the date of filing of this Restated Certificate shall declare or pay, without consideration, any dividend on or other distribution in respect of shares of Common Stock payable in shares of Common Stock, or in any right to acquire shares of Common Stock for no consideration, or 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 shares of Common Stock or in any right to acquire shares of Common Stock), or 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 Series A-1, Series A-2, Series B-1, and Series C Conversion Price 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 or in respect of shares of Common Stock payable in any right to acquire shares of Common Stock for no consideration, then the Corporation shall be

deemed to have made a dividend payable in shares of Common Stock in an amount of shares equal to the maximum number of shares issuable upon exercise of such rights to acquire shares of Common Stock.

(f) Adjustments for Reclassification and Reorganization. If the shares of Common Stock issuable upon conversion of any shares of Series A-1, Series A-2, Series B-1 or Series C shall be changed into the same or a different number of shares of any other class or classes of capital stock of the Corporation, whether by capital reorganization, merger, reclassification or otherwise (other than a subdivision or combination of shares provided for in Section 4(e) hereof or a merger or other reorganization referred to in Section 2(d) hereof), the Series A-1, Series A-2, Series B-1, and Series C Conversion Price then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted so that shares of Series A-1, Series A-2, Series B-1, and Series C shall be convertible into, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, 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 holder, upon conversion of shares of Series A-1, Series A-2, Series B-1 and Series C immediately before such change, respectively.

(g) No Impairment. The Corporation shall not, by amendment of its Certificate 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 4 and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the Series A-1, Series A-2 and Series B-1 against impairment.

(h) Certificates as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Series A-1, Series A-2, Series B-1, or Series C Conversion Price 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 shares of Series A-1, Series A-2, Series B-1 or Series C a certificate executed by the Corporation's Chief Executive Officer, President, Secretary, or a Vice President 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 Series A-1, Series A-2, Series B-1 or Series C, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments; (ii) the Series A-1, Series A-2, Series B-1, or Series C Conversion Price, as applicable, in effect at the time; 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 shares of Series A-1, Series A-2, Series B-1, or Series C, as applicable.

(i) Notices of Record Date. In the event that the Corporation shall propose at any time: (A) to declare any dividend or distribution upon or in respect of shares of 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; or (B) to offer for

subscription pro rata to the holders of any class or series of capital stock of the Corporation any additional shares of capital stock of any class or series, or any other rights, then, in connection with each such event, the Corporation shall deliver, or cause to be delivered to the holders of shares of Series A-1, Series A-2, Series B-1 or Series C written notice of the date on which a record shall be taken for such dividend, distribution or subscription rights.

(j) 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 Series A-1, Series A-2, Series B-1 or Series C, 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 Series A-1, Series A-2, Series B-1 or Series C, 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 Series A-1, Series A-2, Series B-1 and Series C, the Corporation shall 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 stockholder approval of any necessary amendment to this Restated Certificate.

(k) Fractional Shares. No fractional share shall be issued upon the conversion of any share or shares of Series A-1, Series A-2, Series B-1 or Series C. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Series A-1, Series A-2, Series B-1 and Series C by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. 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 of the Corporation).

(l) Notices. Any notice required by the provisions of this Section 4 to be given to the holders of shares of Series A-1, Series A-2, Series B-1 or Series C shall be deemed given if deposited in the United States mail, certified and postage prepaid, and addressed to each holder of record at his address appearing on the books and records of the Corporation.

5. Voting Rights. (a) Except as otherwise set forth herein or as required by law, the holders of shares of Series A-1, Series A-2, Series B-1 and Series C shall vote with the holders of shares of Common Stock and not as a separate class, at any annual or special meeting of stockholders of the Corporation, and may act by written consent in the same manner as the holders of shares of Common Stock. Each holder of shares of Series A-1, Series A-2, Series B-1 or Series C shall be entitled to the number of votes equal to the respective number of shares of Common Stock issuable upon the conversion of the shares of Series A-1, Series A-2, Series B-1 or Series C held by such holder immediately after the close of business on the record date fixed for such meeting or the effective date of such written consent, and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation. 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 Series A-1, Series

A-2, Series B-1 or Series C held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

(b) Director Voting. The Board of Directors shall consist of six (6) directors. The holders of Series B-1 and Series C, voting together as a class, shall elect one director at each annual meeting or pursuant to each consent of the Corporation's stockholders for the election of directors (the "Senior Preferred Director"). The holders of Series A-2, voting together as a class, shall elect two directors at each annual meeting or pursuant to each consent of the Corporation's stockholders for the election of directors (the "Series A-2 Directors"). The holders of Series A-1, Series A-2, Series B-1, Series C and Common Stock, voting together as a class, shall elect the remaining three directors at each annual meeting or pursuant to each consent of the Corporation's stockholders for the election of directors, one of whom shall be the Chief Executive Officer of the Corporation (the "CEO Director"). Any director may be removed during the aforesaid term of office, with or without cause, only by an affirmative vote of the holders of shares of the class or series of stockholders entitled to elect such director and any vacancy thereby created may be filled only the holders of that class or series of stockholders entitled to elect such director.

6. Restrictions and Limitations.

(a) Series C. In addition to any other rights provided by law, so long as at least 5% of the shares of Series C originally issued shall remain outstanding, the Corporation shall not, without first obtaining the vote or written consent of the holders of not less than a majority of such then outstanding shares of Series C:

(i) alter or amend the rights, preferences or privileges of the Preferred Stock;

(ii) alter, amend or repeal any provision of the Corporation's Certificate of Incorporation or by-laws in any manner that would adversely affect the holders of the Series C;

(iii) effect a liquidation, dissolution, or winding up of the Corporation;

(iv) effect a sale of control, merger, reorganization, or consolidation of the Corporation or sale of all or substantially all of the assets of the Corporation;

(v) increase or decrease the authorized number of shares of Series C;

(vi) authorize or issue, or obligate itself to issue, any other equity security (including any security convertible into or exercisable for any equity security) having redemption rights, dividend rights, liquidation rights or other rights equal or senior to the Series C;

(vii) redeem, repurchase or declare a dividend on or in respect of any shares of Common Stock or Preferred Stock, other than (1) repurchases of shares of

Common Stock issued to or held by employees, directors or consultants of the Corporation or its Subsidiaries at no more than the original cost per share, and with respect to vested shares subject to repurchase pursuant to Section 6(d) of the Series D Stock Purchase Agreement, a copy of which section will be made available to a stockholder upon written request to the Secretary of the Company, at no more than fair market value if higher than the original cost per share, upon the termination of such relationship with the Corporation pursuant to a plan or agreement approved by the Board of Directors of the Corporation, (2) pursuant to Section 3 hereof, or (3) pursuant to stock splits effected in the form of a stock dividend for which appropriate adjustments are made;

(viii) increase or decrease the authorized number of directors comprising the entire Board of Directors; or

(vix) transfer or grant rights in any of the Corporation's technology or intellectual property other than non-exclusive licenses that are incidental to the sale of the Corporation's products in the ordinary course of business.

(b) Series B-1. In addition to any other rights provided by law, so long as at least 5% of the shares of Series B-1 originally issued shall remain outstanding, the Corporation shall not, without first obtaining the vote or written consent of the holders of not less than a majority of such then outstanding shares of Series B-1:

(i) alter or amend the rights, preferences or privileges of the Preferred Stock;

(ii) alter, amend or repeal any provision of the Corporation's Certificate of Incorporation or by-laws in any manner that would adversely affect the holders of the Series B-1;

(iii) effect a liquidation, dissolution, or winding up of the Corporation;

(iv) effect a sale of control, merger, reorganization, or consolidation of the Corporation or sale of all or substantially all of the assets of the Corporation;

(v) increase or decrease the authorized number of shares of Series B-1;

(vi) authorize or issue, or obligate itself to issue, any other equity security (including any security convertible into or exercisable for any equity security) having redemption rights, dividend rights, liquidation rights or other rights equal or senior to the Series B-1;

(vii) redeem, repurchase or declare a dividend on or in respect of any shares of Common Stock or Preferred Stock, other than (1) repurchases of shares of Common Stock issued to or held by employees, directors or consultants of the Corporation or its Subsidiaries at no more than the original cost per share, and with respect to vested shares subject to repurchase pursuant to Section 6(d) of the Series D Stock Purchase Agreement, a copy of which section will be made available to a stockholder upon written request to the Secretary of the

Company, at no more than fair market value if higher than the original cost per share, upon the termination of such relationship with the Corporation pursuant to a plan or agreement approved by the Board of Directors of the Corporation, (2) pursuant to Section 3 hereof, or (3) pursuant to stock splits effected in the form of a stock dividend for which appropriate adjustments are made;

(viii) increase or decrease the authorized number of directors comprising the entire Board of Directors; or

(vix) transfer or grant rights in any of the Corporation's technology or intellectual property other than non-exclusive licenses that are incidental to the sale of the Corporation's products in the ordinary course of business.

(b) Series A-2. In addition to any other rights provided by law, so long as at least 5% of the shares of Series A-2 originally issued shall remain outstanding, the Corporation shall not, without first obtaining the vote or written consent of the holders of not less than a majority of such then outstanding shares of Series A-2:

(i) alter, amend or repeal any provision of the Corporation's Certificate of Incorporation or by-laws in any manner that would adversely affect the holders of Series A-2; or

(ii) increase or decrease the authorized number of shares of Series A-2.

(c) Series A-1. In addition to any other rights provided by law, so long as at least 5% of the shares of Series A-1 originally issued shall remain outstanding, the Corporation shall not, without first obtaining the vote or written consent of the holders of not less than a majority of such then outstanding shares of Series A-1:

(i) alter, amend or repeal any provision of the Corporation's Certificate of Incorporation or by-laws in any manner that would adversely affect the holders of Series A-1; or

(ii) increase or decrease the authorized number of shares of Series A-1.

ARTICLE FIVE

Subject to the provisions of Article Four, Section 6 above, the Board of Directors of the Corporation is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

ARTICLE SIX

Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

ARTICLE SEVEN

A. To the fullest extent permitted by the Delaware General Corporation Law as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

B. The Corporation may indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director, officer, employee or agent of the Corporation or any predecessor of the Corporation or serves or served at any enterprise as a director, officer, employee or agent at the request of the Corporation or any predecessor to the Corporation.

C. Neither any amendment nor repeal of this Article Seven, nor the adoption of any provision of the Corporation's Amended and Restated Certificate of Incorporation inconsistent with this Article Seven, shall eliminate or reduce the effect of this Article Seven in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article Seven, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision."

4. The foregoing Amended and Restated Certificate of Incorporation has been duly adopted by this corporation's Board of Directors and stockholders in accordance with the applicable provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

Executed at San Mateo, California, on December 20, 2004.


Jeffrey W. Dunn, President


John V. Bautista, Secretary