

10-07-1999



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10-4-99

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

001

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name SRC Systems, Inc.

11 15 1996

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name Campuslink Communications Systems, Inc.

DBA/AKA/TA

Composed of

Address (line 1) 1530 Eisenhower Place

Address (line 2)

Address (line 3) Ann Arbor

City

Michigan

State/Country

48108-3284

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, DC 20231

TRADEMARK

REEL: 001971 FRAME: 0095

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Jessie V. Petrillo
Name of Person Signing


Signature

9/28/99
Date Signed

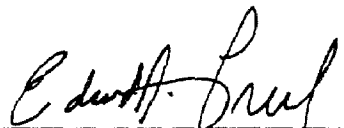
State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "CAMPUSLINK COMMUNICATIONS SYSTEMS, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF NOVEMBER, A.D. 1996, AT 11:30 O'CLOCK A.M.



2357525 8100

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Edward J. Freel, Secretary of State

AUTHENTICATION: 9953275

DATE: 09-02-99

TRADEMARK
REEL: 001971 FRAME: 0097

SECOND AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

OF

CAMPUSLINK COMMUNICATIONS SYSTEMS, INC.

CAMPUSLINK COMMUNICATIONS SYSTEMS, INC. (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known and referred to as the "General Corporation Law of the State of Delaware"), desiring to integrate into a single instrument all the provisions of its Amended and Restated Certificate of Incorporation now in effect and operative, and desiring further to amend its Amended and Restated Certificate of Incorporation, HEREBY CERTIFIES THAT:

1. The name of the Corporation is "CAMPUSLINK COMMUNICATIONS SYSTEMS, INC." The name under which the Corporation was originally incorporated is "SR COMMUNICATIONS CORP." The date of filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware is November 1, 1993.

2. This Second Amended and Restated Certificate of Corporation amends the Amended and Restated Certificate of Incorporation of the Corporation as heretofore amended or supplemented.

3. The text of the Amended and Restated Certificate of Incorporation as amended or supplemented heretofore is hereby amended and restated to read as herein set forth in full:

FIRST: The name of the Corporation is CAMPUSLINK COMMUNICATIONS SYSTEMS, INC.

SECOND: The address of the registered agent of the Corporation in the State of Delaware is 1013 Centre Road, City of Wilmington, County of New Castle; and the name of the registered agent of the Corporation in the State of Delaware at such address is The Prentice-Hall Corporation System, Inc.

THIRD: 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 the State of Delaware.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is seven million three hundred thousand (7,300,000), which are divided into seven million two hundred and fifty thousand (7,250,000) shares of Common Stock

of a par value of one mill (\$.001) each and fifty thousand (50,000) shares of Preferred Stock of a par value of one thousand dollars (\$1,000) each.

(1) Preferred Stock. The shares of Preferred Stock may be issued from time to time in one or more series, in any manner permitted by law, as determined from time to time by the Board of Directors, and stated in the resolution or resolutions providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it. Without limiting the generality of the foregoing, shares in such series shall have such voting powers, full or limited, or no voting powers, and shall have such designations, preferences, and relative, participating, optional, or other special rights, and qualifications, limitations or restrictions thereof, permitted by law, as shall be stated in the resolution or resolutions providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it. The number of shares of any such series so set forth in such resolution or resolutions may be increased (but not above the total number of authorized shares of Preferred Stock) or decreased (but not below the number of shares thereof then outstanding) by further resolution or resolutions adopted by the Board of Directors pursuant to authority hereby vested in it.

(2) Elimination of Series A Convertible Preferred Stock. There are no shares of the Corporation's Series A Convertible Preferred Stock outstanding and none will be issued pursuant to the Certificate of Designations previously filed with respect thereto; therefore, any and all matters set forth in said Certificate of Designations with respect thereto are hereby eliminated from the Certificate of Incorporation.

(3) Designation of Rights, Preferences and Privileges of Series B Preferred Stock. From the Corporation's fifty thousand (50,000) authorized shares of Preferred Stock, par value of one thousand dollars (\$1,000) per share, eight hundred (800) shares are hereby designated as Series B Preferred Stock, par value of one thousand dollars (\$1,000) per share (the "Series B Preferred Stock"), with the following powers, preferences, rights, qualifications, limitations and restrictions:

A. Dividends.

(i) Accrual of Dividends. The holder of each then outstanding share of Series B Preferred Stock shall be entitled to receive, out of any funds legally available therefor, cumulative dividends on each outstanding share of Series B Preferred Stock in preference to the Common Stock at an annual rate equal to \$240 per share of Series B Preferred Stock (the "Series B Preferred Stock Dividend Rate") and no more, when, and if declared by the Board of Directors. The Series B Preferred Stock Dividend Rate shall be subject to adjustment pursuant to the provisions of Section (3)A.(iv) below. Dividends on the Series B Preferred Stock shall accrue from the date of issuance and shall be cumulative (whether or not declared and whether or not there shall be net profits or net assets of the Corporation legally available for the payment of such dividends), so that no dividends or other distribution shall be made with respect to the Common Stock until cumulative dividends on the Series B Preferred Stock for all past dividend periods and for the current dividend period shall have been declared and paid. The

Board of Directors may fix a record date for the determination of holders of Series B Preferred Stock entitled to receive payment of a dividend declared thereon, which record date shall be not more than (30) days prior to the date fixed for the payment thereof (the "Series B Preferred Stock Date of Accrual").

(ii) Payment of Dividends. Subject to the provisions of Section (3)A.(iii) below, the Corporation shall pay to each holder of Series B Preferred Stock on the Series B Preferred Stock Date of Accrual a cumulative dividend consisting of any and all dividends which have accrued through such date with respect to shares held by such holder.

(iii) Distribution of Partial Dividend Payments. If at any time the Corporation pays less than the total amount of dividend then accrued but unpaid with respect to the Series B Preferred Stock, such payment shall be distributed among the holders of Series B Preferred Stock entitled to the payment of dividends at such time, ratably in proportion to the number of shares of Series B Preferred Stock held, so that an equal amount shall be paid with respect to each such share of Series B Preferred Stock held by them.

(iv) Adjustment to Series B Preferred Stock Dividend Rate. The Series B Preferred Stock Dividend Rate shall be subject to adjustment as follows:

a. In the event the Corporation shall on any All Preferred Stock Mandatory Redemption Date fail to redeem all of the shares of the Series B Preferred Stock it is required to redeem pursuant to the provisions of Section (3)C.(ii)a. below, the Series B Preferred Stock Dividend Rate shall be increased to, and the holders of each then outstanding share of Series B Preferred Stock shall thereafter be entitled to receive, cumulative dividends on each share of Series B Preferred Stock at an annual rate equal to \$300 per share of Series B Preferred Stock.

b. In the event the Corporation shall fail to redeem all then outstanding shares of the Series B Preferred Stock immediately prior to the closing of a transaction specified in Section (3)C.(ii)b.(1), (2) or (3) below, then, upon the closing of such transaction, the Series B Preferred Stock Dividend Rate shall be increased to, and the holder of each then outstanding share of Series B Preferred Stock shall thereafter be entitled to receive, cumulative dividends on each outstanding share of Series B Preferred Stock at an annual rate equal to \$360 per share of Series B Preferred Stock.

(v) Other Dividends. Except as set forth in Section (6) below, no dividend or other distribution shall be paid, or declared and set apart for payment, on the shares of any class or series of capital stock of the Corporation, unless and until there shall first be declared and paid on each share of the Series B Preferred Stock the cumulative dividend as set forth in the provisions of this Section (3)A.

B. Liquidation.

(i) Preference. In the event of any voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of each share of Series B Preferred Stock shall be entitled to receive out of the assets of the Corporation, whether such assets are capital, surplus or earnings, an amount equal to the Liquidation Value of such share before any payment shall be made or assets distributed on the Common Stock or any other class or series of capital stock of the Corporation. Except as provided in this Section (3)B.(i), in the event of any liquidation, dissolution or winding up of the affairs of the Corporation, the holders of shares of Series B Preferred Stock shall not be entitled to any additional payments. A sale or other disposition of all or substantially all of the assets of the Corporation to a Non-Affiliate or the consolidation or merger of the Corporation with or into another person that is a Non-Affiliate shall constitute a dissolution, liquidation or winding up, voluntary or involuntary, for the purposes of this Section (3)B. and Sections (4)B. and (5)B. below. As used herein, a "Non-Affiliate" shall mean a person that is not an affiliate of the Corporation or any holder of the Series B Preferred Stock and the term "affiliate" shall have the same meaning as in Rule 405 promulgated under the Securities Act of 1933, as amended (the "Securities Act").

(ii) Partial Payment. If upon any dissolution, liquidation or winding up of the affairs of the Corporation, the assets of the Corporation distributable, as set forth in this Section (3)B. and in Sections (4)B. and (5)B., among the holders of the Series B Preferred Stock, the Series C Preferred Stock and the Series D Preferred Stock shall be insufficient to permit the payment to them of the full preferential amounts to which they are entitled, then the entire assets of the Corporation so to be distributed shall be distributed ratably among the holders of the Series B Preferred Stock, the Series C Preferred Stock and the Series D Preferred Stock in proportion to the amount that would have been payable with respect to their shares if all amounts payable with respect to such shares were paid in full, until payment in full of such amount per share. Payments upon liquidation shall be allocated to the holders within each series of Preferred Stock ratably in proportion to the number of shares of that series held.

(iii) Liquidation Value. The Liquidation Value per share of Series B Preferred Stock as of any particular date shall be the sum of (x) \$2,000 plus (y) an amount equal to all accrued but unpaid dividends as of the date the Liquidation Value of such share is determined.

C. Redemption.

(i) Redemption at the Option of the Corporation. The Corporation shall not have the right to call or redeem any share of the Series B Preferred Stock and the Corporation shall not purchase or otherwise acquire for value any outstanding shares of the Series B Preferred Stock except as provided in this Section (3)C, in Section (7) or in Section (8).

(ii) Mandatory Redemption. The Series B Preferred Stock shall be subject to mandatory redemption as follows:

a. The Corporation shall redeem, on each November 1 of each year commencing with November 1, 2001 and continuing thereafter (each, an "All Preferred Stock Mandatory Redemption Date"), 25% of the shares of the Series B Preferred Stock designated pursuant to this Section (3) (or, if fewer than said number of shares of Series B Preferred Stock are then outstanding, the number of shares then outstanding) at a purchase price equal to 100% of the Liquidation Value of the shares of Series B Preferred Stock (the "Series B Redemption Price"). The Corporation shall pay for shares redeemed hereunder by delivery of cash in the amount of the Series B Redemption Price. All redemption payments shall be allocated among the holders of the Series B Preferred Stock ratably in proportion to the number of shares of Series B Preferred Stock held.

b. The Corporation shall redeem all then outstanding shares of Series B Preferred Stock immediately prior to the closing of (1) a sale or other disposition of all or substantially all of the assets of the Corporation to a Non-Affiliate, (2) the consolidation or merger of the Corporation with or into another person that is a Non-Affiliate, or (3) a firmly underwritten public offering of Common Stock of the Corporation registered under the Securities Act in which the aggregate gross proceeds equals or exceeds \$17,000,000 (a "Qualified Public Offering").

(iii) Optional Redemption. In addition to the Corporation's obligations to redeem the then outstanding shares of Series B Preferred Stock set forth in this Section (3)C., the Corporation shall have the further obligations set forth in Section (7) and in Section (8) below.

(iv) Partial Redemption. If the funds of the Corporation legally available for redemption of shares of Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock are insufficient to redeem the total number of shares of Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock required to be redeemed pursuant to Sections (3), (4) and (5) hereof, those funds which are legally available will be used to redeem the maximum possible number of shares ratably among the holders of such shares to be redeemed based upon the holdings of Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock. The shares of Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock not redeemed shall remain outstanding and entitled to all the rights and preferences provided herein. At any time thereafter when additional funds of the Corporation are legally available for the redemption of shares of Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock such funds will immediately be used to redeem the balance of the shares which the Corporation has become obliged to redeem but which it has not redeemed.

(v) Notice of Redemption; Surrender of Stock. At least ten (10) days' previous notice by mail, postage prepaid, shall be given to the holders of record of shares of the

Series B Preferred Stock to be redeemed pursuant to Sections (3)C.(ii) or (3)C.(iii) above. Such notice shall be addressed to each such holder at the address of such holder appearing on the books of the Corporation or given by such holder to the Corporation for the purpose of notice, or if no such address appears or is so given, at the place where the principal office of the Corporation is located. Such notice shall state (a) the All Preferred Stock Mandatory Redemption Date or, if the redemption is being made pursuant to Section (3)C.(iii), the date fixed for redemption, (b) the Series B Redemption Price, (c) the number of shares of Series B Preferred Stock held by the holder that the Corporation intends to redeem, and (d) the total number of shares of Series B Preferred Stock being redeemed, and shall call upon such holder to surrender to the Corporation on said date at the place designated in the notice such holder's certificate or certificates representing shares of Series B Preferred Stock to be redeemed. On or after the All Preferred Stock Mandatory Redemption Date or the date fixed for redemption and stated in such notice, as the case may be, each holder of shares of Series B Preferred Stock called for redemption shall surrender the certificate evidencing such shares to the Corporation at the place designated in such notice and shall thereupon be entitled to receive payment of the Series B Redemption Price. If less than all of the shares represented by any such surrendered certificate are redeemed, a new certificate shall be issued representing the unredeemed shares. If such notice of redemption shall have been duly given, and if on the All Preferred Stock Mandatory Redemption Date or the date fixed for redemption, as the case may be, funds necessary for the redemption shall be available therefor, then, notwithstanding that any certificate for shares of Series B Preferred Stock so called for redemption shall not have been surrendered for cancellation, shares so called shall no longer be outstanding, shall not be transferred on the books of the Corporation and the holders thereof shall cease to be stockholders with respect to such shares, and shall have no rights with respect thereto (including, without limitation, the right to receive dividends thereon after the All Preferred Stock Mandatory Redemption Date or the date fixed for redemption, as the case may be), except the right to receive payment of the Series B Redemption Price without interest, upon surrender of their certificate therefor.

(vi) Status of Redeemed Shares. All shares of Series B Preferred Stock redeemed, purchased or otherwise acquired for value by the Corporation shall, after such acquisition, have the status of authorized and unissued shares of Preferred Stock and may be reissued by the Corporation at any time as shares of any series of Preferred Stock, other than Series B Preferred Stock.

D. Voting Rights of Series B Preferred Stock.

(i) No General Voting Rights. Except as provided in Section (9) below, or as otherwise provided by law, the holders of the Common Stock issued and outstanding shall have and possess the exclusive right to notice of stockholders' meetings, and exclusive voting rights and powers. The holders of shares of Series B Preferred Stock shall not be entitled to notice of any stockholders' meetings and to vote upon the election of directors or upon any other matter except as provided by law.

E. No Impairment. The Corporation shall not amend its Certificate of Incorporation or participate in any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, for the purpose of avoiding or seeking to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but shall at all times in good faith use its best efforts and assist in carrying out all such action as may be reasonably necessary or appropriate in order to protect the rights of the holders of the Series B Preferred Stock against impairment.

(4) Designation of Rights, Preferences and Privileges of Series C Preferred Stock. From the Corporation's fifty thousand (50,000) authorized shares of Preferred Stock, par value of one thousand dollars (\$1,000) per share, one thousand seven hundred fifty (1,750) shares are hereby designated as Series C Preferred Stock, par value of one thousand dollars (\$1,000) per share (the "Series C Preferred Stock"), with the following powers, preferences, rights, qualifications, limitations and restrictions:

A. Dividends.

(i) Accrual of Dividends. The holder of each then outstanding share of Series C Preferred Stock shall be entitled to receive, out of any funds legally available therefor, cumulative dividends on each outstanding share of Series C Preferred Stock in preference to the Common Stock at an annual rate equal to \$240 per share of Series C Preferred Stock (the "Series C Preferred Stock Dividend Rate") and no more, when, and if declared by the Board of Directors. The Series C Preferred Stock Dividend Rate shall be subject to adjustment pursuant to the provisions of Section (4)A.(iv) below. Dividends on the Series C Preferred Stock shall accrue from the date of issuance and shall be cumulative (whether or not declared and whether or not there shall be net profits or net assets of the Corporation legally available for the payment of such dividends), so that no dividends or other distribution shall be made with respect to the Common Stock until cumulative dividends on the Series C Preferred Stock for all past dividend periods and for the current dividend period shall have been declared and paid. The Board of Directors may fix a record date for the determination of holders of Series C Preferred Stock entitled to receive payment of a dividend declared thereon, which record date shall be not more than (30) days prior to the date fixed for the payment thereof (the "Series C Preferred Stock Date of Accrual").

(ii) Payment of Dividends. Subject to the provisions of Section (4)A.(iii) below, the Corporation shall pay to each holder of Series C Preferred Stock on the Series C Preferred Stock Date of Accrual a cumulative dividend consisting of any and all dividends which have accrued through such date with respect to shares held by such holder.

(iii) Distribution of Partial Dividend Payments. If at any time the Corporation pays less than the total amount of dividend then accrued but unpaid with respect to the Series C Preferred Stock, such payment shall be distributed among the holders of Series C Preferred Stock entitled to the payment of dividends at such time, ratably in proportion to the

number of shares of Series C Preferred Stock held, so that an equal amount shall be paid with respect to each such share of Series C Preferred Stock held by them.

(iv) Adjustment to Series C Preferred Stock Dividend Rate. The Series C Preferred Stock Dividend Rate shall be subject to adjustment as follows:

a. In the event the Corporation shall on any All Preferred Stock Mandatory Redemption Date fail to redeem all of the shares of the Series C Preferred Stock it is required to redeem pursuant to the provisions of Section (4)C.(ii)a. below, the Series C Preferred Stock Dividend Rate shall be increased to, and the holders of each then outstanding share of Series C Preferred Stock shall thereafter be entitled to receive, cumulative dividends on each share of Series C Preferred Stock at an annual rate equal to \$300 per share of Series C Preferred Stock.

b. In the event the Corporation shall fail to redeem all then outstanding shares of the Series C Preferred Stock immediately prior to the closing of a transaction specified in Section (4)C.(ii)b.(1), (2) or (3) below, then, upon the closing of such transaction, the Series C Preferred Stock Dividend Rate shall be increased to, and the holder of each then outstanding share of Series C Preferred Stock shall thereafter be entitled to receive, cumulative dividends on each outstanding share of Series C Preferred Stock at an annual rate equal to \$360 per share of Series C Preferred Stock.

(v) Other Dividends. Except as set forth in Section (6) below, no dividend or other distribution shall be paid, or declared and set apart for payment, on the shares of any class or series of capital stock of the Corporation, unless and until there shall first be declared and paid on each share of the Series C Preferred Stock the cumulative dividend as set forth in the provisions of this Section (4)A.

B. Liquidation.

(i) Preference. In the event of any voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of each share of Series C Preferred Stock shall be entitled to receive out of the assets of the Corporation, whether such assets are capital, surplus or earnings, an amount equal to the Liquidation Value of such share before any payment shall be made or assets distributed on the Common Stock or any other class or series of capital stock of the Corporation. Except as provided in this Section (4)B.(i), in the event of any liquidation, dissolution or winding up of the affairs of the Corporation, the holders of shares of Series C Preferred Stock shall not be entitled to any additional payments.

(ii) Partial Payment. If upon any dissolution, liquidation or winding up of the affairs of the Corporation, the assets of the Corporation distributable, as set forth in this Section (4)B. and in Sections (3)B. and (5)B., among the holders of the Series C Preferred Stock, Series B Preferred Stock and the Series D Preferred Stock shall be insufficient to permit the

payment to them of the full preferential amounts to which they are entitled, then the entire assets of the Corporation so to be distributed shall be distributed ratably among the holders of the Series C Preferred Stock, the Series B Preferred Stock and the Series D Preferred Stock in proportion to the amounts that would have been payable with respect to their shares if all amounts payable with respect to such shares were paid in full, until payment in full of such amount per share. Payments upon liquidation shall be allocated to the holders within each series of Preferred Stock ratably in proportion to the number of shares of that series held.

(iii) Liquidation Value. The Liquidation Value per share of Series C Preferred Stock as of any particular date shall be the sum of (x) \$2,000 plus (y) an amount equal to all accrued but unpaid dividends as of the date the Liquidation Value of such share is determined.

C. Redemption.

(i) Redemption at the Option of the Corporation. The Corporation shall not have the right to call or redeem any share of the Series C Preferred Stock and the Corporation shall not purchase or otherwise acquire for value any outstanding shares of the Series C Preferred Stock except as provided in this Section (4)C, in Section (7) or in Section (8).

(ii) Mandatory Redemption. The Series C Preferred Stock shall be subject to mandatory redemption as follows:

a. The Corporation shall redeem, on each All Preferred Stock Mandatory Redemption Date, 25% of the Series C Preferred Stock designated pursuant to this Section (4) (or, if fewer than said number of shares of Series C Preferred Stock are then outstanding, the number of shares then outstanding) at a purchase price equal to 100% of the Liquidation Value of the shares of Series C Preferred Stock (the "Series C Redemption Price"). The Corporation shall pay for shares redeemed hereunder by delivery of cash in the amount of the Series C Redemption Price. All redemption payment shall be allocated among the holders of Series C Preferred Stock ratably in proportion to the number of shares of Series C Preferred Stock held.

b. The Corporation shall redeem all then outstanding shares of Series C Preferred Stock immediately prior to the closing of (1) a sale or other disposition of all or substantially all of the assets of the Corporation to a Non-Affiliate, (2) the consolidation or merger of the Corporation with or into another person that is a Non-Affiliate, or (3) a Qualified Public Offering.

(iii) Optional Redemption. In addition to the Corporation's obligations to redeem the then outstanding shares of Series C Preferred Stock set forth in this Section (4)C., the Corporation shall have the further obligations set forth in Section (7) and in Section (8) below.

(iv) Partial Redemption. If the funds of the Corporation legally available for redemption of shares of Series C Preferred Stock are insufficient to redeem the total number of shares of Series C Preferred Stock to be redeemed, those funds which are legally available will be used to redeem the maximum possible number of shares ratably among the holders of such shares to be redeemed based upon the holdings of Series C Preferred Stock. The shares of Series C Preferred Stock not redeemed shall remain outstanding and entitled to all the rights and preferences provided herein. At any time thereafter when additional funds of the Corporation are legally available for the redemption of shares of Series C Preferred Stock such funds will immediately be used to redeem the balance of the shares which the Corporation has become obliged to redeem but which it has not redeemed.

(v) Notice of Redemption: Surrender of Stock. At least ten (10) days' previous notice by mail, postage prepaid, shall be given to the holders of record of shares of the Series C Preferred Stock to be redeemed pursuant to Sections (4)C.(ii) or C.(iii) above. Such notice shall be addressed to each such holder at the address of such holder appearing on the books of the Corporation or given by such holder to the Corporation for the purpose of notice, or if no such address appears or is so given, at the place where the principal office of the Corporation is located. Such notice shall state (a) the All Preferred Stock Mandatory Redemption Date or, if the redemption is being made pursuant to Section (4)C.(iii), the date fixed for redemption, (b) the Series C Redemption Price, (c) the number of shares of Series C Preferred Stock held by the holder that the Corporation intends to redeem, and (d) the total number of shares of Series C Preferred Stock being redeemed, and shall call upon such holder to surrender to the Corporation on said date at the place designated in the notice such holder's certificate or certificates representing shares of Series C Preferred Stock to be redeemed. On or after the All Preferred Stock Mandatory Redemption Date or the date fixed for redemption and stated in such notice, as the case may be, each holder of shares of Series C Preferred Stock called for redemption shall surrender the certificate evidencing such shares to the Corporation at the place designated in such notice and shall thereupon be entitled to receive payment of the Series C Redemption Price. If less than all of the shares represented by any such surrendered certificate are redeemed, a new certificate shall be issued representing the unredeemed shares. If such notice of redemption shall have been duly given, and if on the All Preferred Stock Mandatory Redemption Date or the date fixed for redemption, as the case may be, funds necessary for the redemption shall be available therefor, then, notwithstanding that any certificate for shares of Series C Preferred Stock so called for redemption shall not have been surrendered for cancellation, shares so called shall no longer be outstanding, shall not be transferred on the books of the Corporation and the holders thereof shall cease to be stockholders with respect to such shares, and shall have no rights with respect thereto (including, without limitation, the right to receive dividends thereon after the All Preferred Stock Mandatory Redemption Date or the date fixed for redemption, as the case may be), except the right to receive payment of the Series C Redemption Price without interest, upon surrender of their certificate therefor.

(vi) Status of Redeemed Shares. All shares of Series C Preferred Stock redeemed, purchased or otherwise acquired for value by the Corporation shall, after such acquisition, have the status of authorized and unissued shares of Preferred Stock and may be

reissued by the Corporation at any time as shares of any series of Preferred Stock, other than Series C Preferred Stock.

D. No Impairment. The Corporation shall not amend its Certificate of Incorporation or participate in any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, for the purpose of avoiding or seeking to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but shall at all times in good faith use its best efforts and assist in carrying out all such action as may be reasonably necessary or appropriate in order to protect the rights of the holders of the Series C Preferred Stock against impairment.

(5) Designation of Rights, Preferences and Privileges of Series D Preferred Stock. From the Corporation's fifty thousand (50,000) authorized shares of Preferred Stock, par value of one thousand dollars (\$1,000) per share, two thousand seven hundred and fifty (2,750) shares are hereby designated as Series D-1 Preferred Stock, par value of one thousand dollars (\$1,000) per share (the "Series D-1 Preferred Stock") and two thousand seven hundred and fifty (2,750) shares are hereby designated as Series D-2 Preferred Stock, par value of one thousand dollars (\$1,000) per share (the "Series D-2 Preferred Stock" and together with the Series D-1 Preferred Stock, the "Series D Preferred Stock"), with the following powers, preferences, rights, qualifications, limitations and restrictions:

A. Dividends.

(i) Accrual of Dividends. The holder of each then outstanding share of Series D Preferred Stock shall be entitled to receive, out of any funds legally available therefor, cumulative dividends on each outstanding share of Series D Preferred Stock in preference to the Common Stock at an annual rate equal to \$240 per share of Series D Preferred Stock (the "Series D Preferred Stock Dividend Rate") and no more, when, and if declared by the Board of Directors. The Series D Preferred Stock Dividend Rate shall be subject to adjustment pursuant to the provisions of Section (5)A.(iv) below. Dividends on the Series D Preferred Stock shall accrue from the date of issuance and shall be cumulative (whether or not declared and whether or not there shall be net profits or net assets of the Corporation legally available for the payment of such dividends), so that no dividends or other distribution shall be made with respect to the Common Stock until cumulative dividends on the Series D Preferred Stock for all past dividend periods and for the current dividend period shall have been declared and paid. The Board of Directors may fix a record date for the determination of holders of Series D Preferred Stock entitled to receive payment of a dividend declared thereon, which record date shall be not more than (30) days prior to the date fixed for the payment thereof (the "Series D Preferred Stock Date of Accrual").

(ii) Payment of Dividends. Subject to the provisions of Section (5)A.(iii) below, the Corporation shall pay to each holder of Series D Preferred Stock on the Series D Preferred Stock Date of Accrual a cumulative dividend consisting of any and all dividends which have accrued through such date with respect to shares held by such holder.

(iii) Distribution of Partial Dividend Payments. If at any time the Corporation pays less than the total amount of dividend then accrued but unpaid with respect to the Series D Preferred Stock, such payment shall be distributed among the holders of Series D Preferred Stock entitled to the payment of dividends at such time, ratably in proportion to the number of shares of Series D Preferred Stock held, so that an equal amount shall be paid with respect to each such share of Series D Preferred Stock held by them.

(iv) Adjustment to Series D Preferred Stock Dividend Rate. The Series D Preferred Stock Dividend Rate shall be subject to adjustment as follows:

a. In the event the Corporation shall on any All Preferred Stock Mandatory Redemption Date fail to redeem all of the shares of the Series D Preferred Stock it is required to redeem pursuant to the provisions of Section (5)C.(ii)a. below, the Series D Preferred Stock Dividend Rate shall be increased to, and the holders of each then outstanding share of Series D Preferred Stock shall thereafter be entitled to receive, cumulative dividends on each share of Series D Preferred Stock at an annual rate equal to \$300 per share of Series D Preferred Stock.

b. In the event the Corporation shall fail to redeem all then outstanding shares of the Series D Preferred Stock immediately prior to the closing of a transaction specified in Section (5)C.(ii)b.(1), (2) or (3) below, then, upon the closing of such transaction, the Series D Preferred Stock Dividend Rate shall be increased to, and the holder of each then outstanding share of Series D Preferred Stock shall thereafter be entitled to receive, cumulative dividends on each outstanding share of Series D Preferred Stock at an annual rate equal to \$360 per share of Series D Preferred Stock.

(v) Other Dividends. Except as set forth in Section (6), no dividend or other distribution shall be paid, or declared and set apart for payment, on the shares of any class or series of capital stock of the Corporation, unless and until there shall first be declared and paid on each share of the Series D Preferred Stock the cumulative dividend as set forth in the provisions of this Section (5)A.

B. Liquidation.

(i) Preference. In the event of any voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of each share of Series D Preferred Stock shall be entitled to receive out of the assets of the Corporation, whether such assets are capital, surplus or earnings, an amount equal to the Liquidation Value of such share before any payment shall be made or assets distributed on the Common Stock or any other class or series of capital stock of the Corporation. Except as provided in this Section (5)B.(i), in the event of any liquidation, dissolution or winding up of the affairs of the Corporation, the holders of shares of Series D Preferred Stock shall not be entitled to any additional payments.

(ii) Partial Payment. If upon any dissolution, liquidation or winding up of the affairs of the Corporation, the assets of the Corporation distributable, as set forth in this Section (5)B. and in Sections (3)B. and (4)B., among the holders of the Series D Preferred Stock, the Series B Preferred Stock and the Series C Preferred Stock shall be insufficient to permit the payment to them of the full preferential amounts to which they are entitled, then the entire assets of the Corporation so to be distributed shall be distributed ratably among the holders of the Series D Preferred Stock, the Series B Preferred Stock and the Series C Preferred Stock, in proportion to the amounts that would have been payable with respect to their shares if all amounts payable with respect to such shares were paid in full, until payment in all of such amount per share. Payments upon liquidation shall be allocated to the holders within each series of Preferred Stock ratably in proportion to the number of shares of that series held.

(iii) Liquidation Value. The Liquidation Value per share of Series D Preferred Stock as of any particular date shall be the sum of (x) \$2,000 plus (y) an amount equal to all accrued but unpaid dividends as of the date the Liquidation Value of such share is determined.

C. Redemption.

(i) Redemption at the Option of the Corporation. The Corporation shall not have the right to call or redeem any share of the Series D Preferred Stock and the Corporation shall not purchase or otherwise acquire for value any outstanding shares of the Series D Preferred Stock except as provided in this Section (5)C, in Section (7) and in Section (8).

(ii) Mandatory Redemption. The Series D Preferred Stock shall be subject to mandatory redemption as follows:

a. The Corporation shall redeem, on each All Preferred Stock Mandatory Redemption Date, 25% of the shares of the Series D Preferred Stock designated pursuant to this Section (5) (or, if fewer than said number of shares of Series D Preferred Stock are then outstanding, the number of shares then outstanding) at a purchase price equal to 100% of the Liquidation Value of the shares of Series D Preferred Stock (the "Series D Redemption Price"). The Corporation shall pay for shares redeemed hereunder by delivery of cash in the amount of the Series D Redemption Price. All redemption payments shall be allocated among the holders of the Series D Preferred Stock ratably in proportion to the number of shares of Series D Preferred stock held.

b. The Corporation shall redeem all then outstanding shares of Series D Preferred Stock immediately prior to the closing of (1) a sale or other disposition of all or substantially all of the assets of the Corporation to a Non-Affiliate, (2) the consolidation or merger of the Corporation with or into another person that is a Non-Affiliate, or (3) a Qualified Public Offering.

(iii) Optional Redemption. In addition to the Corporation's obligations to redeem the then outstanding shares of Series D Preferred Stock set forth in this Section (5)C., the Corporation shall have the further obligations set forth in Section (7) and in Section (8) below.

(iv) Partial Redemption. If the funds of the Corporation legally available for redemption of shares of Series D Preferred Stock are insufficient to redeem the total number of shares of Series D Preferred Stock to be redeemed, those funds which are legally available will be used to redeem the maximum possible number of shares ratably among the holders of such shares to be redeemed based upon the holdings of Series D Preferred Stock. The shares of Series D Preferred Stock not redeemed shall remain outstanding and entitled to all the rights and preferences provided herein. At any time thereafter when additional funds of the Corporation are legally available for the redemption of shares of Series D Preferred Stock such funds will immediately be used to redeem the balance of the shares which the Corporation has become obliged to redeem but which it has not redeemed.

(v) Notice of Redemption: Surrender of Stock. At least ten (10) days' previous notice by mail, postage prepaid, shall be given to the holders of record of shares of the Series D Preferred Stock to be redeemed pursuant to Sections (5)C.(ii) or C.(iii) above. Such notice shall be addressed to each such holder at the address of such holder appearing on the books of the Corporation or given by such holder to the Corporation for the purpose of notice, or if no such address appears or is so given, at the place where the principal office of the Corporation is located. Such notice shall state (a) the All Preferred Stock Mandatory Redemption Date or, if the redemption is being made pursuant to Section (5)C.(iii), the date fixed for redemption, (b) the Series D Redemption Price, (c) the number of shares of Series D Preferred Stock held by the holder that the Corporation intends to redeem, and (d) the total number of shares of Series D Preferred Stock being redeemed, and shall call upon such holder to surrender to the Corporation on said date at the place designated in the notice such holder's certificate or certificates representing shares of Series D Preferred Stock to be redeemed. On or after the All Preferred Stock Mandatory Redemption Date or the date fixed for redemption and stated in such notice, as the case may be, each holder of shares of Series D Preferred Stock called for redemption shall surrender the certificate evidencing such shares to the Corporation at the place designated in such notice and shall thereupon be entitled to receive payment of the Series D Redemption Price. If less than all of the shares represented by any such surrendered certificate are redeemed, a new certificate shall be issued representing the unredeemed shares. If such notice of redemption shall have been duly given, and if on the All Preferred Stock Mandatory Redemption Date or the date fixed for redemption, as the case may be, funds necessary for the redemption shall be available therefor, then, notwithstanding that any certificate for shares of Series D Preferred Stock so called for redemption shall not have been surrendered for cancellation, shares so called shall no longer be outstanding, shall not be transferred on the books of the Corporation and the holders thereof shall cease to be stockholders with respect to such shares, and shall have no rights with respect thereto (including, without limitation, the right to receive dividends thereon after the All Preferred Stock Mandatory Redemption Date or the date

fixed for redemption, as the case may be), except the right to receive payment of the Series D Redemption Price without interest, upon surrender of their certificate therefor.

(vi) Status of Redeemed Shares. All shares of Series D Preferred Stock redeemed, purchased or otherwise acquired for value by the Corporation shall, after such acquisition, have the status of authorized and unissued shares of Preferred Stock and may be reissued by the Corporation at any time as shares of any series of Preferred Stock, other than Series D Preferred Stock.

D. No Impairment. The Corporation shall not amend its Certificate of Incorporation or participate in any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, for the purpose of avoiding or seeking to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but shall at all times in good faith use its best efforts and assist in carrying out all such action as may be reasonably necessary or appropriate in order to protect the rights of the holders of the Series D Preferred Stock against impairment.

(6) Proration of Dividends. If at any time the Corporation proposes to pay a dividend with respect to Series B Preferred Stock, Series C Preferred Stock or Series D Preferred Stock, such payment shall be made pro rata among the holders of such shares based upon the amount of accrued and unpaid dividends then existing in respect of such Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock on the date used to determine those shareholders who are eligible to receive payment of such dividend.

(7) Mandatory Redemption at Option of Holders. In the event the Corporation shall fail to redeem all of the shares of the Series B Preferred Stock it is required to redeem pursuant to the provisions of Section (3)C.(ii)a., the Series C Preferred Stock it is required to redeem pursuant to the provisions of Section (4)C.(ii)a., or the Series D Preferred Stock it is required to redeem pursuant to the provisions of Section (5)C.(ii)a., for any reason whatsoever, each holder of shares of stock of any such series which the Corporation so failed to redeem (the "Unredeemed Preferred Stock"), upon the written approval of the holders of at least a majority of the then outstanding shares of that series of Preferred Stock, may, at its option, require the Corporation to redeem out of funds legally available therefor, all of the Unredeemed Preferred Stock held by it by delivery of written notice requesting such redemption (the "Optional Redemption Notice"). Within five (5) days after the receipt of an Optional Redemption Notice (the "Date of Receipt"), the Corporation shall deliver written notice to all other holders of the Unredeemed Preferred Stock informing each such holder of the receipt of the Optional Redemption Notice. Any such holder desiring to have all of its shares of the Unredeemed Preferred Stock redeemed by the Corporation shall have until thirty (30) days after the Date of Receipt in which to notify the Corporation that such holder desires the Corporation to redeem all of such holder's shares of the Unredeemed Preferred Stock. Subject to the provisions of Section (3)C.(iv), (4)C.(iv) and (5)C.(iv) and the approval of the majority of the applicable series of Preferred Stock as described above, the Corporation shall redeem all of the shares of Unredeemed Preferred Stock so requested.

to be redeemed as soon thereafter as funds of the Corporation are legally available for the redemption of shares of the Unredeemed Preferred Stock.

(8) Optional Redemptions and Purchases. In addition to its obligation to redeem Preferred Stock as otherwise provided in this Certificate, the Corporation shall have the right and option at any time to purchase, redeem or otherwise acquire any or all shares of the Preferred Stock; provided, that each such purchase, redemption and/or acquisition is effected pro rata as to all series of Preferred Stock in proportion to the respective Liquidation Values of each series and that the purchase, redemption and/or acquisition within any series is allocated among the holders of that series in proportion to their respective holdings of shares of that series. The purchase or redemption price for any such optional purchase or redemption shall be the Liquidation Value of the applicable shares of Preferred Stock determined in accordance with Sections (3)C., (4)C. or (5)C., as applicable.

(9) Voting.

A. General Voting Rights. The Common Stock, Series C Preferred Stock, Series D-1 Preferred Stock and Series D-2 Preferred Stock (collectively, the "Voting Stock") shall have full voting rights in accordance with Delaware law and this Certificate. Except as required by applicable law or this Certificate, the holders of the Voting Stock shall vote together as a single class. All holders of Voting Stock shall be entitled to notice of all meetings of stockholders at which holders of Voting Stock are collectively entitled to vote as a single class, and such notice shall be given as provided in the By-laws of the Corporation.

B. Determination of Number of Votes.

(i) Series C Preferred Stock. For all matters to be voted on by the holders of the Voting Stock as a single class, whether at a meeting of stockholders or by written consent, each share of Series C Preferred Stock shall have that number of votes equal to the quotient resulting from dividing (x) the total number of shares of Common Stock issuable on the record date set for a vote at a meeting or by written consent, as the case may be, upon exercise of the Series C Warrant issued by the Corporation pursuant to that certain Series C Preferred Stock and Series C Warrant Purchase Agreement dated as of November 15, 1996, by (y) the number of shares of Series C Preferred Stock issued and outstanding on such record date.

(ii) Series D-1 Preferred Stock. For all matters to be voted on by the holders of the Voting Stock as a single class, whether at a meeting of stockholders or by written consent, each share of Series D-1 Preferred Stock shall have that number of votes equal to the quotient resulting from dividing (x) the total number of shares of Common Stock issuable on the record date set for a vote at a meeting or by written consent, as the case may be, upon exercise of the Series D-1 Warrant issued by the Corporation pursuant to that certain Series D Preferred Stock and Series D Warrant Purchase Agreement dated as of November 15, 1996, by (y) the number of shares of Series D-1 Preferred Stock issued and outstanding on such record date.

(iii) Series D-2 Preferred Stock. For all matters to be voted on by the holders of the Voting Stock as a single class, whether at a meeting of stockholders or by written consent, each share of Series D-2 Preferred Stock shall have that number of votes equal to the quotient resulting from dividing (x) the total number of shares of Common Stock issuable on the record date set for a vote at a meeting or by written consent, as the case may be, upon exercise of the Series D-2 Warrant issued by the Corporation pursuant to that certain Series D Preferred Stock and Series D Warrant Purchase Agreement dated as of November 15, 1996, by (y) the number of shares of Series D-2 Preferred Stock issued and outstanding on such record date.

C. Class Voting. Except as required by applicable law, in any matter in which holders of Series B Preferred Stock, Series C Preferred Stock and/or Series D Preferred Stock are entitled to vote or consent as a separate class from the holders of Common Stock of the Corporation, the vote or consent of the holders of a majority of the Series B Preferred Stock, the Series C Preferred Stock and the Series D Preferred Stock, voting or consenting as a group, shall be necessary for purposes of any such vote. On such matters, each such holder shall have one vote per share of Preferred Stock. In addition, the Series D-1 Preferred Stock and the Series D-2 Preferred Stock shall vote together as a separate class on all matters on which the Series D Preferred Stock has, as a matter of law, a separate class vote, except as may otherwise be required by law, in which event the vote or consent of the holders of a majority of the Series D-1 Preferred Stock or the Series D-2 Preferred Stock, as the case may be, shall be required.

FIFTH: The Corporation is to have perpetual existence.

SIXTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of § 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of § 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

SEVENTH: For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation, and regulation of the powers of the

Corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

(1) The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the Corporation would have if there were no vacancies. No election of directors need be by written ballot.

(2) After the original or other Bylaws of the Corporation have been adopted, amended, or repealed, as the case may be, in accordance with the provisions of § 109 of the General Corporation Law of the State of Delaware, and, after the Corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the Bylaws of the Corporation may be exercised by the Board of Directors of the Corporation; provided, however, that any provision for the classification of directors of the Corporation for staggered terms pursuant to the provisions of subsection (d) of § 141 of the General Corporation Law of the State of Delaware shall be set forth in an initial Bylaw or in a Bylaw adopted by the stockholders entitled to vote of the Corporation unless provisions for such classification shall be set forth in this Certificate.

(3) Whenever the Corporation shall be authorized to be only one class of stock, each outstanding share shall entitle the holder thereof to notice of, and the right to vote at, any meeting of stockholders. Whenever the Corporation shall be authorized to issue more than one class of stock, no outstanding share of any class of stock which is denied voting power under the provisions of the Certificate of Incorporation shall entitle the holder thereof to the right to vote at any meeting of stockholders except as the provisions of paragraph (2) of subsection (b) of § 242 of the General Corporation Law of the State of Delaware shall otherwise require; provided, however, that no share of any such class which is otherwise denied voting power shall entitle the holder thereof to vote upon the increase or decrease in the number of authorized shares of said class.

EIGHTH: The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of § 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

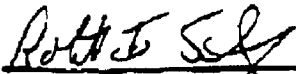
NINTH: The Corporation shall, to the fullest extent permitted by the provisions of § 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify the persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section both as to action in his official capacity and as to action in another capacity while holding such office, and such right of indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. The indemnification provided for herein

shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

TENTH: From time to time any of the provisions of this certificate of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this certificate of incorporation are granted subject to the provisions of this Article TENTH.

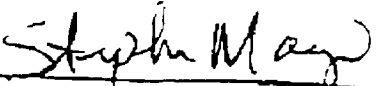
4. The amendments and restatement of the Amended and Restated Certificate of Incorporation herein certified have been duly adopted by unanimous written consent of the directors and stockholders of the Corporation in accordance with § 228, § 242 and § 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, CAMPUSLINK COMMUNICATIONS SYSTEMS INC. has caused this Second Amended and Restated Certificate of Incorporation to be signed by its President and attested to by its Secretary this 15th day of November, 1996.



Robert I. Schwartz, President

ATTEST:



Stephen Mayo, Secretary

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