

4.27.00 Express Mail Label No E2141279185 US

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

05-15-2000

U.S. Department of Commerce
Patent and Trademark Office



TRADEMARK

101355752

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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
 - Merger
 - Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

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

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual
 - General Partnership
 - Limited Partnership
 - Corporation
 - Association
 - Other
- 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 attached from Assignment.)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

05/11/2000 TSHADAZZ 00000303 75064689

01 FC=481 40.00 DP
02 FC=482 25.00 DP

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 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.

Domestic Representative Name and Address

Enter for the first Receiving Party only.

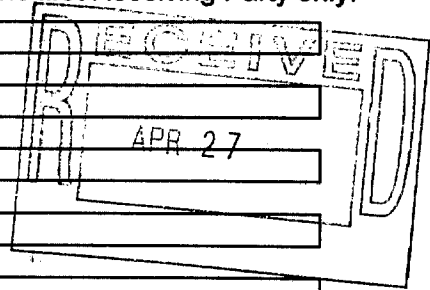
Name

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" value="75/864,689"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/864,688"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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

Deborah J. Peckham

Name of Person Signing

Date Signed

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

RESTATED ARTICLES OF ORGANIZATION (General Laws, Chapter 156B, Section 74)

Examiner

Name
Approved

We, James Waldron, *President ~~XXXXXX~~

and William J. Schnoor, Jr., ~~XXXXX~~ / *Assistant Clerk,

of Professional Development Group, Inc.,
(Exact name of corporation)

located at 321 Commonwealth Road, Wayland, MA 01778,
(Street address of corporation Massachusetts)

do hereby certify that the following Restatement of the Articles of Organization was duly adopted ^{by Unanimous Writt} ~~at a meeting~~ ^{Consent}
dated December, 19 99 by a vote of the directors/or:

8,675,000 shares of Common Stock of 8,675,000 shares outstanding,
(type, class & series, if any)

1,148,435 shares of Series A Convertible Preferred Stock of 1,148,435 shares outstanding, and
(type, class & series, if any)

2,380,952 shares of Series B Convertible Preferred Stock of 2,380,952 shares outstanding,
(type, class & series, if any)

**being at least a majority of each type, class or series outstanding and entitled to vote thereon: / **being at least two-thirds of each type, class or series outstanding and entitled to vote thereon and of each type, class or series of stock whose rights are adversely affected thereby:

ARTICLE I

The name of the corporation is:

Knowledge Impact, Inc.

ARTICLE II

The purpose of the corporation is to engage in the following business activity(ies):

See attached Continuation Sheet II

*Delete the inapplicable words. **Delete the inapplicable clause.
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

C
P
V
A
SECRETARY OF THE
COMMONWEALTH
99 DEC 10 PM 3:53
REGISTRATION DIVISION

ARTICLE III

State the total number of shares and par value, if any, of each class of stock which the corporation is authorized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:	30,670,538	Common:		
Preferred:	Series A 1,148,435	Preferred:		
	Series B 2,380,952			

Series C 14,285,714

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

See attached Continuation Sheet IV

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

N/A

ARTICLE VI

**Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

N/A

***If there are no provisions state "None".*

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

TRADEMARK

REEL: 002074 FRAME: 0123

ARTICLE VII

The effective date of the restated Articles of Organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

ARTICLE VIII

The information contained in Article VIII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is: 321 Commonwealth Road, Wayland, MA 01778

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	James Waldron	50 Teaberry Lane Braintree, MA 02184	All are c/o Knowledge Impact, Inc. 321 Commonwealth Rd. Wayland, MA 01778
Treasurer:	James Waldron		
Clerk:	Michael Gatlin	14 Vernon St. Framingham, MA 01701	
Directors:	James Waldron	Same as above	
	A. Dana Callow	492 Glen Rd. Weston, MA 02193	
	Stephen M. Brackett	60 Maple Street, Unit C Canton, MA 02021	
t. Clerk:	William J. Schnoor, Jr.	194 Eliot St. Chestnut Hill, MA 02167	

c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of: December 31

d. The name and business address of the resident agent, if any, of the corporation is: N/A

**We further certify that the foregoing Restated Articles of Organization affect no amendments to the Articles of Organization of the corporation as heretofore amended, except amendments to the following articles. Briefly describe amendments below:

Article I has been amended to change the name of the Corporation, Article III has been amended to change the number of authorized shares and Article IV has been amended to include a new class of Preferred Stock, and to effect a one-for-three reverse split of the Common Stock, no par value per share.

SIGNED UNDER THE PENALTIES OF PERJURY, this 8th day of December, 19 99

James Waldron, *President / ~~XXXXX President~~

William J. Schnoor, Jr., ~~XXXXX~~ *Assistant Clerk.

*Delete the inapplicable words. **If there are no amendments, state 'None'.

ARTICLE II

The purpose of the corporation is to engage in the following business activity(ies):

To establish, maintain and conduct instructional seminars, training courses and programs, including the furnishing of manuals and texts thereto, in connection with all types of software programs used or to be used for computer equipment and systems, or any other types of data or information processed, interpreted, recognized and used for computer equipment and systems. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of the Commonwealth of Massachusetts.

To acquire the good will and property of any corporations, joint stock companies, trusts, associations, firms or persons, and to undertake, guarantee, endorse or assume the whole or any part of the obligations or liabilities thereof, including, without limitation, leases and contracts.

To borrow money and to make and issue bonds, debentures, notes and evidences of indebtedness of the corporation and to secure the same by the mortgage, pledge, or other transfer of all or any part of its properties.

To purchase or otherwise acquire, and to hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of and deal in, the stock of the corporation.

To be a partner in any business enterprise which, pursuant to these Articles, the corporation would have power to conduct by itself.

To do any or all of the things herein set forth to the same extent as natural persons might or could do in any part of the world as principals, agents, or otherwise, and either alone or with others, and to do every act and thing necessary, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein enumerated, or incidental to any of the powers herein stated, provided the same be not inconsistent with the laws of the Commonwealth of Massachusetts applicable to business corporations.

The foregoing clauses will be construed both as objects and powers, and it is expressly intended that no specific enumeration shall restrict in any way any general language, that none of the purposes set forth in any of the above clauses shall be limited or restricted in any way by the terms of any other clause, that each purpose may be pursued independently of any other purpose from time to time and wherever deemed desirable, and that the corporation shall have and possess all the rights, privileges and powers now or hereafter conferred by the laws of the Commonwealth of Massachusetts upon business corporations organized under such laws.

ARTICLE FOUR
DESCRIPTION OF CAPITAL STOCK

The authorized capital stock of the Corporation shall consist of (i) 30,670,538 shares of Common Stock, no par value (the "Common Stock") and (ii) 17,815,101 shares of Preferred Stock, no par value, 1,148,435 of which shares shall be designated as Series A Convertible Preferred Stock (the "Series A Preferred Stock"), 2,380,952 of which shares shall be designated as Series B Convertible Preferred Stock (the "Series B Preferred Stock") and 14,285,714 of which shares shall be designated as Series C Convertible Preferred Stock (the "Series C Preferred Stock") (the Series A Preferred Stock, the Series B Preferred Stock, and the Series C Preferred Stock are hereinafter sometimes collectively referred to as the "Preferred Stock").

Effective upon the filing of this instrument, there shall be a one-for-three reverse stock split of each share of Common Stock, whereby each three shares of Common Stock issued and outstanding shall be combined into one share of Common Stock, without any further action by the holders of Common Stock.

All per share Conversion Prices (as defined below) and/or values, liquidation preferences and other amounts set forth below which are adjustable in the manner and upon the events set forth herein reflect the adjustments required by the one-for-three reverse stock split effective upon the filing of this instrument. Accordingly, there shall be no further adjustments with respect to the one-for-three reverse stock split effective upon the filing of this instrument.

1. Dividends and Distributions.

1.1 Common Stock Dividends. Subject to the provisions of law and these Articles of Organization, the holders of Common Stock shall be entitled to receive dividends out of funds legally available therefor, at such times and in such amounts as the Board of Directors of the Corporation in its sole discretion may determine and declare.

1.2 Preferred Stock Dividends. The holders of shares of Preferred Stock shall be entitled to receive, if, when and as declared by the Board of Directors of the Corporation or as otherwise provided by Sections 2 or 5, out of funds legally available therefor, cumulative dividends at the annual rate of (i) \$.29 per share (subject to equitable adjustment for any stock dividend, subdivision, combination, reclassification or other event affecting the number of outstanding shares of Series A Preferred Stock) as to shares of Series A Preferred Stock, (ii) \$.16 per share (subject to equitable adjustment for any stock dividend, subdivision, combination, reclassification or other event affecting the number of outstanding shares of Series B Preferred Stock) as to shares of Series B Preferred Stock, and (iii) \$.0168 per share (subject to equitable adjustment for any stock dividend,

subdivision, combination, reclassification or other event affecting the number of outstanding shares of Series C Preferred Stock) as to shares of Series C Preferred Stock, accruing from the date of issuance of such shares of Preferred Stock. All dividends paid pursuant to this Section 1.2 on shares of Series C Preferred Stock shall rank senior to those dividends payable on Series A Preferred Stock and Series B Preferred Stock, and neither Series A Preferred Stock nor Series B Preferred Stock shall receive, either paid or declared, a cumulative dividend pursuant to this Section 1.2 until all cumulative dividends accruing in respect of Series C Preferred Stock shall have been paid to the holders of Series C Preferred Stock entitled to receive such cumulative dividends. All dividends paid pursuant to this Section 1.2 on shares of Series A Preferred Stock and Series B Preferred Stock shall rank pari passu in relation to each other and neither Series A Preferred Stock nor Series B Preferred Stock shall receive, either paid or declared, a cumulative dividend pursuant to this Section 1.2 exclusive of the other class. Upon any conversion of shares of Series B Preferred Stock pursuant to Section 4, all rights to accrued but undeclared dividends on such shares shall terminate.

1.3 Dividend Restrictions. Unless all accrued cumulative dividends on the Preferred Stock pursuant to Section 1.2 shall have been paid, (i) no dividend shall be paid or declared, and no distribution shall be made on shares of Common Stock or any other class or series of capital stock of the Company and (ii) the Corporation shall not purchase, redeem or acquire any shares of Common Stock or any other class or series of capital stock of the Company and no amounts shall be paid or set aside or made available for the purchase, redemption, or acquisition thereof, provided, however, that this restriction shall not apply to the repurchase of shares of Common Stock held by employees, officers, directors or consultants of the Corporation which are subject to stock repurchase agreements under which the Corporation has the right to repurchase such shares at not more than the original purchase price per share in the event of termination of employment, office or consultancy.

1.4 Record Date for Dividends. The Board of Directors of the Corporation may fix a record date for the determination of holders of shares of Common Stock and Preferred Stock entitled to receive payment of a dividend declared thereon, which record date shall be no more than 60 days and no less than 10 days prior to the date fixed for the payment thereof.

2. Liquidation, Dissolution or Winding-Up.

2.1 Preferred Stock Preference. In the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, before any payment shall be made to the holders of Common Stock or any other class or series of capital stock of the Company by reason of their ownership thereof, the holders of shares of Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders the amounts set forth below First to the holders of Series C Preferred Stock until all such amounts have been paid in full to the holders of Series C Preferred Stock, and Second to the holders of Series A Preferred Stock and Series B Preferred Stock, pari passu:

(i) to the holders of Series C Preferred Stock, the greater of:

(a) The sum of \$.63 for each share of Series C Preferred Stock (subject to equitable adjustment for any stock dividend, subdivision, combination, reclassification or other event affecting the number of outstanding shares of Series C Preferred Stock) plus all accrued but unpaid dividends, whether or not declared, on the Series C Preferred Stock; and

(b) The sum of \$.21 for each share of Series C Preferred Stock (subject to equitable adjustment for any stock dividend, subdivision, reclassification or other event affecting the number of outstanding shares of Series C Preferred Stock) plus all accrued but unpaid dividends, whether or not declared, on the Series C Preferred Stock, plus all payments due to the holders of Series C Preferred Stock pursuant to Section 2.2 below.

(ii) to the holders of Series A Preferred Stock, the greater of:

(a) the sum of \$10.80 for each share of Series A Preferred Stock (subject to equitable adjustment for any stock dividend, subdivision, combination, reclassification or other event affecting the number of outstanding shares of Series A Preferred Stock) plus all accrued but unpaid dividends, whether or not declared, on the Series A Preferred Stock; and

(b) the sum of \$3.60 for each share of Series A Preferred Stock (subject to equitable adjustment for any stock dividend, subdivision, combination, reclassification or other event affecting the number of outstanding shares of Series A Preferred Stock), plus all accrued but unpaid dividends, whether or not declared, on the Series A Preferred Stock, plus all payments due to the holders of Series A Preferred Stock pursuant to Section 2.2 below.

(iii) to the holders of Series B Preferred Stock, the greater of:

(a) the sum of \$5.67 for each share of Series B Preferred Stock (subject to equitable adjustment for any stock dividend, subdivision, combination, reclassification or other event affecting the number of outstanding shares of Series B Preferred Stock) plus all accrued but unpaid dividends, whether or not declared, on the Series B Preferred Stock; and

(b) the sum of \$1.89 for each share of Series B Preferred Stock (subject to equitable adjustment for any stock dividend, subdivision, combination, reclassification, or other event affecting the number of outstanding shares of Series B Preferred Stock), plus all accrued but unpaid dividends, whether or not declared, on the Series B Preferred Stock, plus all payments due to the holders of Series B Preferred Stock pursuant to Section 2.2 below.

If upon such liquidation, distribution or winding-up of the Corporation, whether voluntary or involuntary, the assets to be distributed are insufficient to permit payment in full of the

amounts payable to the holders of Series C Preferred Stock, then the entire assets of the Corporation to be distributed shall be distributed ratably among the holders of Series C Preferred Stock in proportion to the full preferential amount each such holder is otherwise entitled to receive.

If upon such liquidation, distribution or winding-up of the Corporation, whether voluntary or involuntary, after payment in full of the amounts payable to the holders of Series C Preferred Stock, the assets to be distributed are insufficient to permit payment in full to the holders of Series A and Series B Preferred Stock, then the remaining assets of the Corporation to be distributed shall be distributed ratably among the holders of Series A and Series B Preferred Stock in proportion to the full preferential amount each such holder is otherwise entitled to receive.

2.2 Remaining Liquidating Distribution. Subject to and after payment has been made in full pursuant to Section 2.1 above, or the Corporation shall have set aside funds sufficient for such payments in trust for the account of such holders so as to be available for such payment, all remaining assets available for distribution shall be distributed ratably to the holders of Preferred Stock and Common Stock (with each share of Preferred Stock being deemed, for such purpose, to be equal to the number of shares of Common Stock (including fractions of a share) into which such share of Preferred Stock is convertible immediately prior to the close of business on the business day fixed for such distribution).

2.3 Treatment of Mergers, Consolidations, and Sales of Stock or Assets. The merger or consolidation of the Corporation, or the issuance, sale or recapitalization of its capital stock (other than a merger, consolidation, sale, issuance or recapitalization in which the holders of the capital stock of the Corporation immediately prior thereto continue to hold immediately thereafter a majority of the voting power of the capital stock of the Corporation or other surviving corporation), or the sale or other conveyance of all or substantially all the assets of the Corporation (collectively, a "Disposition") shall be deemed to be a liquidation, dissolution, or winding up of the Corporation for purposes of this Section 2, unless the holders of a majority of the outstanding shares of the Series A Preferred Stock, the holders of a majority of the outstanding shares of the Series B Preferred Stock, and the holders of a majority of the outstanding shares of the Series C Preferred Stock, immediately prior to such event elect that such Disposition not be so treated. In the absence of such election, the holders of Preferred Stock shall be entitled to receive the amounts payable to such holders pursuant to Section 2. 1.

2.4 Distributions Other Than Cash. The amount distributable to the holders of Preferred Stock upon any liquidation, dissolution, or winding-up (including any transaction treated as such pursuant to Section 2.3) shall be in cash or, to the extent cash is insufficient, in property, rights or securities. The value of such property, rights or other securities shall be determined in good faith by the Board of Directors of the Corporation. To the extent consideration distributed

hereunder shall be in different forms, each holder of Preferred Stock shall be entitled to its pro rata share of each form of consideration, unless otherwise agreed by all of the holders of Preferred Stock.

3. Voting Rights. Except as otherwise required by law or as provided in these Amended and Restated Articles of Organization, the holders of the Preferred Stock and the Common Stock shall have the following respective voting rights:

3.1 Preferred Stock. Each holder of shares of Preferred Stock shall be entitled to notice of any stockholders' meeting and to vote on any matters on which the Common Stock may be voted. Each share of Preferred Stock shall be entitled to that number of votes equal to the number of whole shares of Common Stock into which such share of Preferred Stock is convertible, pursuant to Section 4, at the record date for such vote or, in the case of a written consent, on the date of signing thereof. The holders of the Preferred Stock shall vote as a separate class with respect to any matter or proposed action as to which applicable law or these Amended and Restated Articles of Organization require the vote, consent or approval of the holders of the Series A Preferred Stock, the Series B Preferred Stock and the Series C Preferred Stock as applicable.

3.2 Common Stock. The holders of Common Stock shall be entitled to one vote per share for the election of directors and on all other matters for which a vote of common stockholders is required. Except as otherwise provided herein and subject to provisions of law, holders of Common Stock and holders of Preferred Stock shall vote together as one class.

4. Conversion Rights. The holders of the Preferred Stock shall have the following rights with respect to the conversion of shares of Preferred Stock into shares of Common Stock:

4.1 (a) Series A Preferred Stock. Each outstanding share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after issuance and without the payment of any additional consideration therefor, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Series A Original Purchase Price by the Series A Conversion Price in effect at the time of conversion. The "Series A Original Purchase Price" shall be \$3.60 for each share of Series A Preferred Stock (subject to equitable adjustment for any stock dividend, subdivision, combination, reclassification or other event affecting the number of outstanding shares of Series A Preferred Stock). The "Series A Conversion Price" shall be \$4.50 subject to adjustment in order to adjust the number of shares of Common Stock into which the Series A Preferred Stock is convertible as hereinafter provided.

(b) Series B Preferred Stock. Each outstanding share of Series B Preferred Stock shall be convertible, at the option of the holder, thereof, at any time after issuance and without the payment of any additional consideration therefor, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Series B Original Purchase Price by the Series B Conversion Price in effect at the time of conversion. The "Series B Original

Purchase Price" shall be \$1.89 for each share of Series B Preferred Stock (subject to equitable adjustment for any stock dividend, subdivision, combination, reclassification or other event affecting the number of outstanding shares of Series B Preferred Stock). The "Series B Conversion Price" shall be \$5.67 subject to adjustment in order to adjust the number of shares of Common Stock into which the Series B Preferred Stock is convertible as hereinafter provided.

(c) Series C Preferred Stock. Each outstanding share of Series C Preferred Stock shall be convertible, at the option of the holder thereof, at any time after issuance and without payment of any additional consideration therefor, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Series C Original Purchase Price by the Series C Conversion Price. The "Series C Original Purchase Price" shall be \$.21 for each share of Series C Preferred Stock (subject to equitable adjustment for any stock dividend, subdivision, combination, reclassification or other event affecting the number of outstanding shares of Series C Preferred Stock). The "Series C Conversion Price" shall initially be the Series C Original Purchase Price subject to adjustment in order to adjust the number of shares of Common Stock into which the Series C Preferred Stock is convertible as hereinafter provided.

4.2 Adjustments to Conversion Price.

(a) Definitions. For the purposes of this Section 4.2, the following definitions shall apply:

(1) "Option" means any outstanding right, option or warrant to subscribe for, purchase or otherwise acquire Common Stock or Convertible Securities.

(2) "Original Issue Date" with respect to a series of Preferred Stock means the date on which shares of such series of Preferred Stock were first issued.

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

(4) "Additional Shares of Common Stock" means all shares of Common Stock issued (or, pursuant to Section 4.2(c), deemed to be issued) by the Corporation after the Original Issue Date, other than shares of Common Stock issued or issuable:

(i) upon conversion of shares of Preferred Stock or as a dividend or distribution on the Preferred Stock;

(ii) to employees, officers, directors or consultants of the Corporation under any stock option plan or restricted stock agreement approved by the Board of

Directors, but not more than 4,896,666 of such shares (subject to equitable adjustment for any stock dividend, subdivision, combination, reclassification or other event affecting the number of outstanding shares of Common Stock) (the "Reserved Employee Shares") except with the vote or written consent of the Board of Directors of the Corporation, including the vote or written consent of both the Series A Director and the Series B Director, if any, pursuant to a Second Amended and Restated Stockholders Agreement dated December 8, 1999 to which the Corporation, among others, is a party (the "Stockholders Agreement"); and

(iii) upon exercise of the warrant held by Massachusetts Capital Resource Company, a Massachusetts special purpose limited partnership, dated October 21, 1997.

(5) "Common Stock Deemed Outstanding" means, at any given time, the number of shares of Common Stock actually outstanding at such time, plus the number of shares of Common Stock issuable at such time upon conversion of any series of Preferred Stock, and any other Convertible Securities then outstanding, plus the number of shares of Common Stock issuable at any time upon the exercise of all then outstanding Options.

(b) No Adjustment of Conversion Price. No adjustment shall be made in the Conversion Price as the result of the issuance of Additional Shares of Common Stock or otherwise unless the consideration per share determined pursuant to Section 4.2(f) for an Additional Share of Common Stock issued or deemed to be issued by the Corporation is less than the Series A Conversion Price, Series B Conversion Price or Series C Conversion Price in effect on the date of and immediately prior to the issuance of such Additional Shares of Common Stock.

(c) Issue of Options and Convertible Securities Deemed Issue of Additional Shares of Common Stock. If the Corporation at any time or from time to time shall issue any Options or Convertible Securities, or shall fix a record date for the determination of holders of any class of securities entitled to receive any such Options or Convertible Securities, then the maximum number of shares of Common Stock (as set forth in the instrument relating thereto without regard to any provision contained therein for a subsequent adjustment of such number) 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 issue or, in case such a record date shall have been fixed, as of the close of business on such record date; provided, that in any such case in which Additional Shares of Common Stock are deemed to be issued:

(1) no further adjustment in the Conversion Price for any series of Preferred Stock 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 in the consideration payable to the Corporation, or decrease in the number of shares of Common Stock issuable upon the exercise thereof (or upon the occurrence of a record date with respect thereto), any 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 right of conversion or exchange under such Convertible Securities;

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

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

(ii) in the case of Options for Convertible Securities, only the Convertible Securities, if any, actually issued upon the exercise thereof were issued at the time of issue of such Options, and the consideration received by the Corporation for the Additional Shares of Common Stock deemed to have been then issued was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration deemed to have been received by the Corporation determined pursuant to Section 4.2(f)(2) (or upon the issue of the Convertible Securities with respect to which such Options were actually exercised);

(4) no recomputation pursuant to the preceding clauses (2) and (3) shall have the effect of increasing the Series A Conversion Price, Series B Conversion Price or Series C Conversion Price to an amount that exceeds the lower of (i) the applicable Conversion Price on the original adjustment date, or (ii) the Conversion Price that would have resulted from any issuance of Additional Shares of Common Stock between the original adjustment date and such recomputation date; and

(5) if such record date shall have been fixed and such Options or Convertible Securities are not issued on the date fixed therefor, the adjustment previously made in the Series A Conversion Price, Series B Conversion Price or Series C Conversion Price which

became effective on such record date shall be canceled as of the close of business on such record date, and thereafter the appropriate Conversion Price shall be adjusted pursuant to this Section 4.2(c) as of the actual date of their issuance.

(d) Stock Dividends, Distributions and Subdivisions; Deemed Issuance of Additional Shares of Common Stock. In the event the Corporation at any time or from time to time after an Original Issue Date shall declare or pay any dividend or make any other distribution on the Common Stock payable in Common Stock, or effect a subdivision of the outstanding shares of Common Stock (by reclassification or other than by payment of a dividend in Common Stock), then and in any such event, Additional Shares of Common Stock shall be deemed to have been issued:

(1) in the case of any such dividend or distribution, immediately after the close of business on the record date for the determination of holders of any class or series of securities entitled to receive such dividend or distribution, or

(2) in the case of any such subdivision, at the close of business on the date immediately prior to the date upon which such subdivision becomes effective.

If such record date shall have been fixed and such dividend shall not have been fully paid on the date fixed therefor, the adjustment previously made in the Series A Conversion Price, Series B Conversion Price or Series C Conversion Price which became effective on such record date shall be canceled as of the close of business on such record date, and thereafter the Series A Conversion Price, Series B Conversion Price or Series C Conversion Price, as the case may be, shall be adjusted pursuant to this Section 4.2(d) as of the time of actual payment of such dividend.

(e) Adjustment of Conversion Price Upon Certain Events. If the Corporation shall issue Additional Shares of Common Stock, including Additional Shares of Common Stock deemed to be issued pursuant to Section 4.2(c) hereof but excluding Additional Shares of Common Stock issued pursuant to Section 4.2(d), which is addressed in Section 4.2(g), without consideration or for a consideration per share less than either the Series A Conversion Price, Series B Conversion Price or Series C Conversion Price in effect on the date of and immediately prior to such issue, then and in such event, such Conversion Price shall be reduced concurrently with such issue in order to increase the number of shares of Common Stock into which shares of the applicable series of Preferred Stock are convertible, to a price (calculated to the nearest cent) determined by multiplying such Conversion Price by a fraction (x) the numerator of which shall be (A) the number of shares of Common Stock outstanding immediately prior to such issue, plus (B) the number of shares of Common Stock which the aggregate consideration received by the Corporation for the total number of Additional Shares of Common Stock so issued would purchase at such Conversion Price, and (y) the denominator of which shall be (A) the number of shares of Common Stock outstanding immediately prior to such issue, plus (B) the number of such Additional Shares of Common Stock so issued; provided that, for the purpose of this Section 4.2(e), shares of Common Stock issuable

upon exercise or conversion of Options or Convertible Securities outstanding immediately prior to such issue shall not be deemed to be outstanding. Notwithstanding the foregoing, the applicable Conversion Price shall not be so reduced at such time if the amount of such reduction would be an amount less than \$0.001, but any such amount shall be carried forward and reduction with respect thereto shall be made at the time of and together with any subsequent reduction which, together with such amount and any amounts so carried forward, shall aggregate \$0.001 or more.

(f) Determination of Consideration. For purposes of this Section 4.2, 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:

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

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

(iii) 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 (i) and (ii) above, as reasonably 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 4.2(c) relating to Options and Convertible Securities shall be determined by dividing:

(i) 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 for a subsequent adjustment of such consideration until such subsequent adjustment occurs) 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

(ii) the maximum number of shares of Common Stock (as set forth in instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such number until such subsequent adjustment occurs) issuable upon the exercise of such Options or the conversion or exchange of such Convertible Securities.

(g) Adjustment for Stock Splits, Stock Dividends, Subdivisions, Combinations or Consolidation of Common Stock. In the event the outstanding shares of Common Stock shall be split, subdivided, combined or consolidated, by reclassification or otherwise, into a greater or lesser number of shares of Common Stock, and/or in the event that the Corporation shall issue shares of Common Stock by way of a stock dividend or other distribution to the holders of Common Stock, the Conversion Price for each series of Preferred Stock in effect immediately prior to such split, subdivision, stock dividend, combination or consolidation shall, concurrently with the effectiveness of such split, subdivision, stock dividend, combination or consolidation, be increased or decreased proportionately. Notwithstanding the foregoing, no further adjustment shall be made to the Conversion Price with respect to the one-for-three reverse stock split which becomes effective upon the filing of this instrument.

(h) Adjustments for Other Dividends and Distributions. In the event the Corporation at any time or from time to time after an Original Issue Date shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive a dividend or other distribution (other than a distribution in liquidation or other distribution otherwise provided for herein) with respect to the Common Stock payable in securities of the Corporation other than shares of Common Stock, then and in each such event provision shall be made so that the holders of Preferred Stock shall receive upon conversion thereof in addition to the number of shares of Common Stock receivable thereupon, the amount of securities of the Corporation that they would have received had their Preferred Stock been converted into Common Stock on the date of such event and had they thereafter, during the period from the date of such event to and including the Conversion Date, as defined in Section 4.4(a), retained such securities receivable by them as aforesaid during such period, giving application to all adjustments called for during such period under this Section 4 with respect to the rights of the holders of Preferred Stock.

(i) Adjustment for Reclassification, Exchange or Substitution. If the Common Stock issuable upon the conversion of Preferred Stock shall be changed into the same or a different number of shares of any class or classes of stock, whether by capital reorganization, reclassification, or otherwise (other than a subdivision or combination of shares or stock dividend provided for above, or a reorganization, merger, consolidation, or sale of assets provided for below), then and in each such event the holder of each such share of Preferred Stock shall have the right thereafter to convert such share into the kind and amount of shares of stock and other securities and property receivable upon such reorganization, reclassification, or other change, by holders of the number of shares of Common Stock into which such shares of Preferred Stock might have been converted immediately prior to such reorganization, reclassification, or change, all subject to further

adjustment as provided herein.

4.3 Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to the product of such fraction multiplied by the then effective Conversion Price for the applicable series of Preferred Stock.

4.4 Mechanics of Conversion.

(a) In order for a holder of any series of Preferred Stock to convert shares of Preferred Stock into shares of Common Stock, such holder shall give written notice to the Corporation that such holder elects to convert shares of Preferred Stock and shall surrender the certificate or certificates for such shares of Preferred Stock, at the office of the transfer agent for the Preferred Stock (or at the principal office of the Corporation if the Corporation serves as its own transfer agent), together with written notice that such holder elects to convert all or any number of the shares of the Preferred Stock represented by such certificate or certificates. Such notice shall state such holder's name or the names of the nominees in which such holder wishes the certificate or certificates for shares of Common Stock to be issued and the number of shares of Preferred Stock to be converted. If required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by a written instrument or instruments of transfer, in form reasonably satisfactory to the Corporation, duly executed by the registered holder or his or its attorney duly authorized in writing. The date of receipt of such certificates and notice by the transfer agent (or by the Corporation if the Corporation serves as its own transfer agent) shall be the conversion date (the "Conversion Date") and the conversion shall be deemed effective as of the close of business on the Conversion Date in accordance with paragraph (d) below. The Corporation shall, as soon as practicable after the Conversion Date, issue and deliver to such holder of Preferred Stock, or to his or its nominees, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled, together with cash in lieu of any fraction of a share in an amount equal to the same fraction of the market price per share of the Common Stock (as determined in a reasonable manner prescribed by the Board of Directors of the Corporation) at the close of business on the Conversion Date. The determination as to whether or not any fractional shares are issuable shall be based upon the aggregate number of shares of Preferred Stock being converted at any one time by a holder thereof, not upon each share of Preferred Stock being converted.

(b) The Corporation shall at all times when any series of Preferred Stock is outstanding, reserve and keep available out of its authorized but unissued stock, for the purpose of effecting the conversion of the Preferred Stock, such number of its duly authorized shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Preferred Stock. Before taking any action that would cause an adjustment reducing the Conversion Price below the then-existing par value of the shares of Common Stock issuable upon conversion of Preferred Stock, the Corporation shall take any corporate action that may, in the

opinion of its counsel, be necessary in order that the Corporation may validly and legally issue fully paid and nonassessable shares of Common Stock at such adjusted Conversion Price.

(c) Upon any such conversion, no adjustment to the Conversion Price for any series of Preferred Stock shall be made for any declared and unpaid dividends on such series of Preferred Stock surrendered for conversion or on the Common Stock delivered upon conversion.

(d) All shares of Preferred Stock surrendered for conversion as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares, including the rights, if any, to receive notices, to vote and to accrual of dividends shall immediately cease and terminate at the close of business on the Conversion Date (except only the right of the holders thereof to receive shares of Common Stock in exchange therefor and to receive unpaid dividends declared prior to conversion). Any shares of Preferred Stock so converted shall be retired and canceled and shall not be reissued, and the Corporation from time to time shall take appropriate action to reduce the authorized Preferred Stock accordingly.

4.5 Certificates as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Price for any series of Preferred Stock pursuant to this Section 4, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the tenor hereof and furnish to each holder of each series of Preferred Stock affected by such adjustment or readjustment a certificate setting forth such adjustment or readjustment and showing in reasonable detail the facts upon which such adjustment or readjustment is based. The Corporation shall upon the reasonable written request of any holder of any series of Preferred Stock, furnish or cause to be furnished to such holder as soon as practicable a similar certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Price then in effect for such series of Preferred Stock, and (iii) the number of shares of Common Stock and the amount if any, of other property that would then be received upon the conversion of Preferred Stock.

4.6 Merger or Sale of Assets. If at any time or from time to time there shall be a Disposition, as defined in Section 2.3, then, as a part thereof, provision shall be made so that the holders of the Preferred Stock shall thereafter be entitled to receive upon conversion of the Preferred Stock the number of shares of stock or other securities or Property of the Corporation, or of the successor corporation resulting from such Disposition, to which a holder of Common Stock issuable upon conversion would have been entitled on such Disposition. In any such case, appropriate adjustment (as reasonably determined in good faith by the Board of Directors of the Corporation shall be made in the application of the provisions of this Section 4.6 with respect to the rights and interest thereafter of the holders of the Preferred Stock after the Disposition to ensure that the provisions of this Section 4.6 (including adjustment of the Conversion Price then in effect and the number of shares acquirable upon conversion of each series of Preferred Stock) shall be applicable after the Disposition in as nearly equivalent a manner as may be practicable. Each holder of Preferred Stock, upon the occurrence of a Disposition, shall have the option of electing treatment

under either this Section 4.6 or (unless the holders of a majority of the outstanding shares of Series A Preferred Stock, the holders of a majority of the outstanding shares of Series B Preferred Stock and the holders of a majority of the outstanding shares of Series C Preferred Stock elect that the Disposition not be treated as a liquidation pursuant to Section 2.3) Section 2.3, notice of which election shall be submitted in writing to the Corporation at its principal offices no later than ten days after the effective date of such Disposition.

4.7 Notice of Record Date. In the event that there occurs any of the following events:

(a) the Corporation declares a dividend upon its Common Stock or makes any other distribution on its Common Stock payable in Common Stock or other securities of the Corporation;

(b) the Corporation subdivides or combines its outstanding shares of Common Stock;

(c) there occurs any reclassification of the Common Stock of the Corporation (other than a subdivision or combination of its outstanding shares of Common Stock or a stock dividend or stock distribution thereon), or any consolidation or merger of the Corporation into or with another corporation, or of the sale of all or substantially all of the assets of the Corporation; or

(d) the involuntary or voluntary liquidation, dissolution, or winding-up of the Corporation;

then the Corporation shall cause to be filed at its principal office or at the office of the transfer agent for the Preferred Stock and shall cause to be furnished to the holders of the Preferred Stock by mail, postage prepaid, or telecopier at their addresses as shown on the records of the Corporation or such transfer agent, at least ten days prior to the record date specified in (1) below or twenty days before the date specified in (2) below, a notice stating the following information:

(1) the record date of such dividend, distribution subdivision or combination, or, if a record is not to be taken, the date as of which the holders of Common Stock of record to be entitled to such dividend, distribution, subdivision, or combination are to be determined, or

(2) the date on which such reclassification, consolidation, merger, sale, liquidation, dissolution or winding-up is expected to become effective, and the date, as of which it is expected that holders of Common Stock of record shall be entitled to exchange their

shares of Common Stock for securities or other property deliverable upon such reclassification, consolidation, merger, sale, liquidation, dissolution or winding-up.

4.8 Mandatory Conversion of Preferred Stock.

(a) Mandatory Conversion. All outstanding shares of Preferred Stock shall be automatically converted into shares of Common Stock at the then effective Conversion Price upon the closing of an underwritten, firm commitment public offering pursuant to an effective registration statement under the Securities Act of 1933, in which the per share price to the public for the Common Stock is not less than \$6.00 and the aggregate net proceeds to the Corporation (after deduction of underwriting discounts and commissions) are not less than twenty million dollars (\$20,000,000) (a "Qualified Public Offering").

(b) Elective Conversion. Upon the written consent of holders of Preferred Stock representing a majority of the voting power of Preferred Stock, voting together as a separate class, all outstanding shares of Preferred Stock shall be automatically converted into shares of Common Stock at the then effective applicable Conversion Price (a "Preferred Stock Conversion and, together with a Qualified Public Offering, a "Conversion Event").

(c) On or after the date of occurrence of a Conversion Event, and in any event within ten days after receipt of notice, by mail, postage prepaid, or telecopier from the Corporation of the occurrence of such event, each holder of record of shares of any series of Preferred Stock being converted shall surrender such holder's certificates evidencing such shares at the principal office of the Corporation or at such other place as the Corporation shall designate, and shall thereupon be entitled to receive certificates evidencing the number of shares of Common Stock into which such shares of Preferred Stock are converted and cash as provided in Section 4.3 in respect of any fraction of a share of Common Stock otherwise issuable upon such conversion. On the date of the occurrence of a Conversion Event, each holder of record of shares of any series of Preferred Stock being converted shall be deemed to be the holder of record of the Common Stock issuable upon such conversion, notwithstanding that the certificates representing such shares of any series of Preferred Stock shall not have been surrendered at the office of the Corporation, that notice from the Corporation shall not have been received by any holder of record of shares of any series of Preferred Stock being converted, or that the certificates evidencing such shares of Common Stock shall not then be actually delivered to such holder.

(d) All certificates evidencing shares of any series of Preferred Stock that are required to be surrendered for conversion in accordance with the provisions hereof, from and after the date such certificates are so required to be surrendered, shall be deemed to have been retired and canceled and the shares of any series of Preferred Stock represented thereby converted into Common Stock for all purposes, notwithstanding the failure of the holder or holders thereof to surrender such certificates on or prior to such date. The Corporation from time to time thereafter

shall take appropriate action to reduce the authorized Preferred Stock accordingly.

4.9 No Impairment. The Corporation will not, by amendment of these Articles of Organization 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 holders of the Preferred Stock against impairment.

5. Redemption.

5.1 Preferred Stock. At any time following the fifth anniversary of the Original Issue Date for the Series C Preferred Stock, within twenty days after receipt of the written request of the holders of a majority of the then outstanding shares of a series of Preferred Stock, the Corporation shall redeem all of the outstanding shares of such series of Preferred Stock (the "Redemption Date"). The redemption price for each share of Preferred Stock redeemed pursuant to this Section 5 shall be the greater of (i) the fair market value of the applicable series of Preferred Stock (as determined by mutual agreement between the Corporation and the holders of a majority of the then outstanding shares of the applicable series of Preferred Stock or, if such parties are unable to agree, by independent appraisal by an appraiser mutually agreeable to the Corporation and the holders of a majority of the then outstanding shares of the applicable series of Preferred Stock), or (ii) two times the applicable Original Purchase Price (as adjusted for any stock dividend, subdivision, combination, reclassification or other event affecting the number of outstanding shares of the applicable series of Preferred Stock) plus all accrued but unpaid dividends through the date of redemption (in each case, the "Redemption Price"). Notwithstanding the foregoing, the Company shall not redeem any other class or series of capital stock of the Company prior to redemption of the Series C Preferred Stock pursuant to this Section 5.

5.2 Surrender of Certificates; Payment. Each holder of shares of Preferred Stock to be redeemed shall surrender certificate(s) representing such shares to the Corporation at the principal office of the Corporation, and thereupon the Redemption Price shall be paid to the order of the person whose name appears on such certificate(s) and each surrendered certificate shall be canceled and retired.

5.3 Dividends and Conversion after Redemption. From and after the applicable time for redemption of any shares of Preferred Stock, such shares shall not be entitled to any further dividends pursuant to Section 1 hereof or to the conversion rights set forth in Section 4 hereof, provided the Corporation has paid the applicable Redemption Price in full to the holders of such shares.

5.4 Insufficient Funds for Redemption. If the funds of the Corporation legally available for redemption of any Preferred Stock at the applicable time for redemption are insufficient to redeem the number of shares of Preferred Stock to be so redeemed, the holders of shares of the Preferred Stock to be redeemed shall share ratably in any funds legally available for redemption of such shares in proportion to the respective amounts which would be payable with respect to the number of shares owned by them if the shares to be so redeemed were redeemed in full. The shares of Preferred Stock not redeemed shall remain outstanding and entitled to all rights and preferences provided herein notwithstanding Section 5.3. At any time thereafter when additional funds of the Corporation are legally available for the redemption of such shares such funds will be used, at the end of the next succeeding fiscal quarter, to redeem the balance of such shares, or such portion thereof for which funds are then legally available, on the basis set forth above.

5.5 Interest on Defaulted Amounts. In the event of a default by the Corporation in the payment of the applicable Redemption Price, such Redemption Price shall accrue interest at the rate of fifteen percent (15%) per annum, payable quarterly in arrears.

6. Reacquired Shares. Any shares of Preferred Stock, redeemed, purchased, or otherwise acquired by the Corporation in any manner whatsoever shall be retired and canceled promptly after the acquisition thereof, and shall not be reissued and the Corporation from time to time shall take such action as may be necessary to reduce the authorized Preferred Stock accordingly.

7. Restrictions and Limitations.

7.1 Vote Required by Preferred Stock. Except as otherwise expressly provided herein, the Corporation shall not do any of the following without the approval by vote or written consent of the holders of a majority of the voting power of the then outstanding shares of Preferred Stock, voting as a single class (each share of Preferred Stock to be entitled to one vote for each share of Common Stock into which it is then convertible):

(a) Effect any sale, transfer or other conveyance of all or substantially all of the assets of the Corporation or effect any merger or consolidation or issuance or sale of capital stock of the Corporation if the holders of capital stock of the Corporation immediately prior to such merger, consolidation or issuance or sale of stock cease to own immediately thereafter a majority of the voting power of the capital stock of the corporation or other surviving corporation;

(b) Liquidate, dissolve, or wind-up the Corporation;

(c) Declare or distribute any dividend (other than a dividend solely in Common Stock) on the Common Stock, or repurchase or redeem any Common Stock or other class of stock except as described in Section 1.3(ii) or as provided herein;

(d) Authorize or issue any additional shares of capital stock, including Preferred Stock, which have preferences or other rights senior to or on a parity with the Preferred Stock;

(e) Amend its Articles of Organization in a manner which adversely affects the rights of holders of Preferred Stock; or

(f) Grant an exclusive license to any of the Corporation's intellectual property rights to any other person.

RESTATED ARTICLES OF ORGANIZATION

(General Laws, Chapter 156B, Section 74)

I hereby approve the within Restated Articles of Organization and, the filing fee in the amount of \$ _____ having been paid, said articles are deemed to have been filed with me this _____ day of _____, 19 _____.

Effective Date: _____

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

SECRETARY OF THE
COMMONWEALTH
99 DEC 10 PM 3:53
DIVISION

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Katherine M. Criniti, Esq.

Testa, Hurwitz & Thibault, LLP

125 High Street, Boston, MA 02110

Telephone: (617) 248-7000