

10-13-2000



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

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name SAFERENT LLC

04/14/2000

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other LIMITED LIABILITY COMPANY
- Citizenship/State of Incorporation/Organization DELAWARE

Receiving Party

Mark if additional names of receiving parties attached

Name SAFERENT, INC.

DBA/AKA/TA

Composed of

Address (line 1) 789 SHERMAN STREET

Address (line 2) Suite 460

Address (line 3) Denver Colorado 80203
City State/Country Zip Code

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

10/12/2000 GTON11 00000129 75609929

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 DP
50.00 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 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, D.C. 20231

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)

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

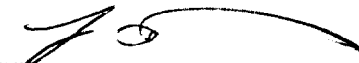
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

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.



Name of Person Signing

Signature

Date Signed

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "SAFERENT LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "SAFERENT LLC" TO "SAFERENT, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF APRIL, A.D. 2000, AT 3:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3040669 8100V

001193314

AUTHENTICATION: 0383658

DATE: 04-14-00

TRADEMARK
REEL: 002155 FRAME: 0125

**CERTIFICATE OF CONVERSION
OF
SAFERENT LLC**

The undersigned limited liability company organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

Does hereby certify:

FIRST: SAFERENT LLC was formed on May 6, 1999.

SECOND: Immediately prior to the filing of this Certificate of Conversion, the name of the limited liability company was SAFERENT LLC.

THIRD: The name of the corporation as set forth on the Certificate of Incorporation to be filed in accordance with Section 265(b) of the General Corporation Law of the State of Delaware will be SAFERENT, Inc.

FOURTH: SAFERENT LLC is a Delaware limited liability company.

FIFTH: That an Agreement of Conversion between the parties to the conversion has been approved, executed and acknowledged by each member of SAFERENT LLC in accordance with the requirements of Section 265 of the General Corporation Law of the State of Delaware.

SIXTH: That the name of the resulting corporation after the conversion is SAFERENT, Inc.

SEVENTH: That the Certificate of Incorporation as approved in the Agreement of Conversion shall be filed with the Secretary of State of the State of Delaware.

EIGHTH: That the executed Agreement of Conversion is on file at the principal place of business of the resulting corporation. The address of the principal place of business of the resulting corporation is 789 Sherman Street, Suite 460, Denver, Colorado 80203.

NINTH: That a copy of the Agreement of Conversion will be furnished by the resulting corporation, on request and without cost to any member of SAFERENT LLC.

TENTH: This Certificate of Conversion shall be effective upon its filing with the Secretary of State of the State of Delaware,

Dated: 4/14/00

SAFERENT LLC

By: [Signature]
Its President
Name: Linda Bush

Attest:

By [Signature]

State of Delaware
Office of the Secretary of State

PAGE 2

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "SAFERENT, INC." FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF APRIL, A.D. 2000, AT 3:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3040669 8100V

001193314

AUTHENTICATION:

0383658

DATE:

04-14-00

TRADEMARK

REEL: 002155 FRAME: 0128

CERTIFICATE OF INCORPORATION
OF

SAFERENT, INC.

ARTICLE First

The name of this corporation is SAFERENT Inc.

ARTICLE Second

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

ARTICLE Third

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE Fourth

The total number of shares of all classes of stock which the Corporation has authority to issue is 12,658,493 shares, consisting of 9,000,000 shares of Common Stock, par value \$.001 per share (the "Common Stock"), and 3,658,493 shares of Preferred Stock, par value \$.001 per share (the "Preferred Stock"), 1,858,493 of which shall be designated as Series A Preferred Stock (the "Series A Preferred") and 1,800,000 of which shall be designated as Series B Preferred Stock (the "Series B Preferred").

The powers, preferences and rights, and the qualifications, limitations or restrictions thereof, in respect to the Common Stock and the Preferred Stock shall be as follows:

1. Dividend Rights. The holders of the Series A Preferred and Series B Preferred shall be entitled to receive dividends when, as and if declared by the Board of Directors, as well as in an amount equal to, on an as-if converted basis, any dividends or distributions declared or paid on any Common Stock (other than dividends payable solely in Common Stock of the Corporation).

2. Liquidation Preference. In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary (a "Liquidation Event"), distributions to the stockholders of the Corporation shall be made in the following manner:

2.1 Preferential Amount. The holders of each share of the Series A Preferred and Series B Preferred then outstanding shall be entitled to be paid first out of the assets and funds of the Corporation legally available therefor an amount equal to \$1.17 per share of Series A Preferred and \$5.30 per share of Series B Preferred (which amount shall be subject to adjustment whenever there shall occur a stock dividend, stock split, combination of shares, reclassification or other similar event with respect to the Preferred Stock), plus, an eight percent (8%) cumulative annual preferential return (compounded annually). If the assets and funds of the Corporation legally available for distribution to the holders of the Series A Preferred and Series B Preferred shall be insufficient to permit the payment to such holders of the full preferential amount to which each holder of Series A Preferred and Series B Preferred is entitled, then the entire assets and funds of the Corporation legally available for distribution to such holders shall be distributed ratably among the holders of Series A Preferred and Series B Preferred in proportion to the full respective preferential amounts to which they are entitled.

2.2 Non-Participation. After payment has been made or the setting apart of payment of the full preferential amount set forth above to the holders of Series A Preferred and Series B Preferred, the entire remaining assets and funds of the Corporation legally available for distribution, if any, shall be distributed among the holders of the Common Stock ratably on a per-share basis.

2.3 Participation in Lieu of Preference. Notwithstanding the provisions of Section 2.1, the Preferred Stock may elect to forego the liquidation preference in Section 2.1 above and participate with the Common Stock on an as-if converted basis in the distribution of assets and funds of the Corporation.

2.4 Deemed Liquidation. A sale or other disposition of all or substantially all of the assets of the Corporation, or a merger, consolidation, reorganization or similar transaction or series of related transactions which results in the Corporation's stockholders immediately prior to such transaction holding less than 50% of the voting power of the surviving, continuing or purchasing entity shall be deemed to be a Liquidation Event within the meaning of this Section 2.

2.5 Non-Cash Distribution. If any of the assets of the Corporation are to be distributed other than in cash under this Section 2, the value of such distribution shall be the fair market value of such securities or other property as determined in good faith by the board of directors of the Corporation.

3. Voting Rights. Except as required by law or under this Certificate, the holders of Preferred Stock and the holders of Common Stock shall vote together as a single class upon all matters upon which the stockholders of the Corporation are generally entitled to vote as follows: (i) the holders of the Preferred Stock shall have one vote for each full share of Common Stock into which their respective shares of Preferred Stock are convertible on the record date for the vote and (ii) the holders of Common Stock shall have one vote per share of Common Stock. Holders of

Common Stock and Preferred Stock shall be entitled to notice of any stockholders meeting in accordance with the Bylaws of the Corporation. Fractional votes by the holders of Preferred Stock shall not, however, be permitted, and any fractional voting rights shall (after aggregating all shares into which shares of Preferred Stock held by a holder could be converted) be rounded to the nearest whole number.

4. Conversion to Common Stock. The Preferred Stock shall be convertible into Common Stock of the Corporation as follows:

4.1 Definitions. For purposes of this Section 4 the following definitions shall apply:

4.1.1 "Original Issue Date" shall mean the first date on which the Corporation issues any shares of the Series A Preferred or the Series B Preferred, as the case may be.

4.1.2 "Conversion Price" shall mean the price, determined pursuant to this Section 4, at which shares of Common Stock shall be deliverable upon conversion of the Preferred Stock.

4.1.3 "Current Conversion Price" shall mean the Conversion Price immediately before the occurrence of any event, that, pursuant to Section 4.3, causes an adjustment to the Conversion Price.

4.1.4 "Convertible Securities" shall mean any indebtedness or shares of stock and other securities convertible into or exchangeable for Common Stock, including the Preferred Stock.

4.1.5 "Options" shall mean any rights, warrants or options to subscribe for, purchase or otherwise acquire or receive Common Stock or Convertible Securities.

4.2 Right to Convert, Initial Conversion Price. Each holder of the Preferred Stock may, at any time, convert any or all of such Preferred Stock into fully-paid and nonassessable shares of Common Stock at the applicable Conversion Price. Each share of Series A Preferred and Series B Preferred shall be convertible into the number of shares of Common Stock that results from dividing \$1.17 and \$5.30 respectively, by the applicable Conversion Price, determined as hereafter provided, in effect at the time of conversion. The Conversion Price per share of the Series A Preferred and Series B Preferred shall initially be \$1.17 and \$5.30, respectively, (each, the "Conversion Price").

The applicable Conversion Price for each series of Preferred Stock shall be subject to adjustment from time to time in certain instances as hereinafter provided.

Before any holder of Preferred Stock shall be entitled to convert the same into Common Stock, it shall surrender the certificate or certificates therefor, duly endorsed, to the office of the Corporation or any transfer agent for such Preferred Stock and shall give written notice to the

Corporation at such office that such holder elects to convert the same. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Preferred Stock, or to his nominee or nominees, certificates for the number of full shares of Common Stock to which such holder shall be entitled, and if less than all of the shares of Preferred Stock represented by such certificate are converted, a certificate representing the shares of Preferred Stock not converted. Such conversion shall be deemed to have been made as of the date of such surrender of the certificate for the Preferred Stock to be converted, and the person or persons entitled to receive the Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such Common Stock on such date. If the conversion is in connection with an offer of securities registered pursuant to the Securities Act of 1933, as amended (the "Securities Act"), the conversion may, at the option of any holder tendering Preferred Stock for conversion, be conditioned upon the closing of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive the Common Stock issuable upon such conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such sale of securities.

4.3 Adjustments to Conversion Price The applicable Conversion Price in effect from time to time for each series of Preferred Stock shall be subject to adjustment in certain cases as follows:

4.3.1 Adjustments to Conversion Price for Diluting Issues.

(i) Special Definitions. For purposes of this Section 4.3.1, the following definitions shall apply:

(1) "Additional Shares of Common Stock" shall mean all shares of Common Stock issued (or, pursuant to Section 4.3.1(iii), deemed to be issued) by the Corporation after the applicable Original Issue Date, other than shares of Common Stock issued (or, pursuant to Section 4.3.1(iii), deemed to be issued) or issuable at any time:

(A) upon conversion of the Series A Preferred and Series B Preferred or the exercise of Options outstanding on the date of filing of this Certificate of Incorporation into Common Stock;

(B) after the date hereof to officers, directors, and employees of, and consultants to, the Corporation pursuant to stock plans or agreements approved by the Board of Directors and the stockholders (in the case of stockholder approval of a plan, such approval to be obtained within the time period prescribed by the applicable plan);

(C) as a dividend or distribution on Series A Preferred or Series B Preferred or any event for which adjustment is made pursuant to subparagraphs 4.3.2, 4.3.3 or 4.3.4 hereof;

(D) pursuant to equipment financing or leasing arrangements or bank financing transactions or in connection with corporate partnering agreements that have been approved by the Board of Directors;

(E) pursuant to a QPO (as defined in Section 4.4.1);

or

(F) upon exercise of warrants issued pursuant to the Corporation's customer warrant program; provided that the issuance of warrants to purchase more than 500,000 shares of Common Stock in the aggregate must be approved by the holders of a majority of the outstanding shares of Series B Preferred.

(ii) No Adjustment of Conversion Price. No adjustment in the respective Conversion Price of a particular share of Preferred Stock shall be made in respect of the issuance of Additional Shares of Common Stock unless the consideration per share for an Additional Share of Common Stock issued or deemed to be issued by the Corporation is less than the respective Conversion Price in effect on the date of, and immediately prior to, such issue, for such share of Preferred Stock.

(iii) Deemed Issue of Additional Shares of Common Stock. Except as otherwise provided in Section 4.3.1(ii), in the event the Corporation at any time or from time to time after the applicable Original Issue Date 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 (as set forth in the instrument relating thereto without regard to any provisions contained therein for a subsequent adjustment of such number) of Common Stock issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of such 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 applicable Conversion Price shall be made upon the subsequent issue of Convertible Securities or shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

(2) if such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase or decrease in the number of shares of Common Stock issuable, upon the exercise, conversion or exchange thereof, the applicable Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase becoming effective, be recomputed to reflect such increase insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities and, in the case of any such

decrease, the applicable Conversion Price shall not be so recomputed but the Corporation may thereafter issue such number of shares of Common Stock as may comprise such decrease without causing a further adjustment of the applicable Conversion Price if such shares of Common Stock are issued by the Corporation for a consideration per share that is at least equal to the consideration per share for such Options or Convertible Securities at the time of the initial adjustment to the applicable Conversion Price for such Options or Convertible Securities; and

(3) upon the expiration of any such Options or any rights of conversion or exchange under such Convertible Securities which shall not have been exercised, the Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon the expiration, not be recomputed but the Corporation may thereafter issue, without causing a further adjustment of the applicable Conversion Price, such number of shares of Common Stock as may equal the difference between the Additional Shares deemed to be issued pursuant to Section 4.3.1(iii) and the number of shares actually issued pursuant to such Options or Convertible Securities, provided that such shares of Common Stock are issued by the Corporation for a consideration per share that is at least equal to the consideration per share of such Options or Convertible Securities at the time of the initial adjustment to the applicable Conversion Price for such Options or Convertible Securities.

(iv) Adjustment of Conversion Price Upon Issuance of Additional Shares of Common Stock. In the event the Corporation shall issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Section 4.3.1(iii)) without consideration or for a consideration per share less than the Conversion Price in effect with respect to the Preferred Stock on the date of and immediately prior to such issue, then and in such event, the Conversion Price with respect to the Preferred Stock shall be reduced, concurrently with such issue, to a price (calculated to the nearest tenth of one cent) determined by multiplying such Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such issue plus the number of shares of Common Stock which the aggregate consideration received by the Corporation for the total number of Additional Shares of Common Stock so issued would purchase at such Conversion Price in effect immediately prior to such issue; and the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to such issue plus the number of such Additional Shares of Common Stock so issued; provided that, for purposes of this subsection (iv), all shares of Common Stock issuable upon conversion of all outstanding shares of Preferred Stock and all outstanding Convertible Securities, and upon exercise of all outstanding Options, shall be deemed to be outstanding.

(v) Determination of Consideration. For purposes of this Section 4.3.1, the consideration per share received by the Corporation for the issue of any Additional Shares of Common Stock shall be computed as follows:

(1) Cash and Property: Such consideration shall:

(A) insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation, divided by the number of Additional Shares issued or deemed to be issued;

(B) insofar as it consists of property other than cash, be computed at the fair value thereof at the time of such issue, as reasonably determined in good faith by the Board, divided by the number of Additional Shares issued or deemed to be issued; and

(C) in the event Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration which covers both, be the proportion of such consideration so received, computed as provided in clauses (A) and (B) above, as reasonably determined in good faith by the Board of Directors.

(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 4.3.1(iii), relating to Options and Convertible Securities, shall be determined by dividing

(A) the total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such consideration) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities by

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

4.3.2 Adjustments for Stock Splits, Dividends, Distributions and Combinations. In the event the Corporation should at any time or from time to time after the applicable Original Issue Date fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock, Options or Convertible Securities, then, following such record date (or the date of such dividend, distribution, split or subdivision if no record date is fixed), the Conversion Price for the Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of Preferred Stock shall be increased in proportion to such increase in the number of outstanding shares of Common Stock (including for this purpose, Options and Convertible Securities). If the number of shares of Common Stock outstanding at any time after the applicable

Original Issue Date is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Conversion Price for the Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of Preferred Stock shall be decreased in proportion to such decrease in the number of outstanding shares of Common Stock.

4.3.3 Adjustments for Other Distributions. In the event the Corporation shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by the Corporation or other persons, or assets (excluding cash dividends payable out of retained earnings) then, in each such case for the purpose of this Section 4.3.3, the holders of the Preferred Stock shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of the Corporation into which their shares of Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of the Corporation entitled to receive such distribution.

4.3.4 Adjustments for Recapitalizations. If at any time or from time to time there shall be a recapitalization of the Common Stock or any reclassification of the Corporation's stock, or the consolidation or merger in which the Corporation is the continuing entity and which does not result in any change in the Common Stock (other than an event provided for in Sections 4.3.1, 4.3.2 or 4.3.3 hereof), provision shall be made so that the holders of Preferred Stock shall thereafter be entitled to receive upon conversion of shares of the Preferred Stock the number of shares of stock or other securities or property of the Corporation or otherwise, to which a holder of Common Stock deliverable upon conversion would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 4 with respect to the rights of the holders of Preferred Stock after the recapitalization to the end that the provisions of this Section 4 (including adjustment of the respective Conversion Prices then in effect and the number of shares purchasable upon conversion of shares of Preferred Stock) shall be applicable after that event as nearly equivalent as may be practicable.

4.3.5 Successive Changes. The above provisions of this Section 4 shall similarly apply to successive issuances, deemed issuances, dividends or other distributions, or other transactions after the applicable Original Issue Date.

4.3.6 No Impairment. The Corporation will not, without the consent of the holders of then outstanding Preferred Stock as required under this Certificate, by amendment of its Certificate of Incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this 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 Preferred Stock against impairment.

4.3.7 Miscellaneous Conversion Price Matters. The Corporation shall at all times reserve and keep available out of its authorized but unissued Common Stock the full number

of shares of Common Stock deliverable upon conversion of all of the then outstanding Preferred Stock and shall, at its own expense, take all such actions and obtain all such permits and orders as may be necessary to enable the Corporation lawfully to issue such Common Stock upon the conversion of such Preferred Stock.

4.3.8 No Fractional Shares. No fractional shares shall be issued upon conversion of shares of Preferred Stock into Common Stock and if the conversion would result in the issuance of such a fraction of a share of Common Stock, the Corporation shall, in lieu of such fractional share, pay the holder a sum in cash equal to the fair market value of such fraction on the date of conversion (as determined in good faith by the Board of Directors).

4.3.9 Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Price of the Preferred Stock pursuant to this Section 4, the Corporation, at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (A) such adjustment and readjustment, (B) the Conversion Price at the time in effect, and (C) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of a share of Preferred Stock.

4.3.10 No Adjustment. No adjustment of the Conversion Price for the Preferred Stock shall be made in an amount less than one cent per share, provided that any adjustments which are not required to be made by reason of this sentence shall be carried forward and shall be taken into account in any subsequent adjustment made hereunder.

4.4 Automatic Conversion.

4.4.1 Events of Automatic Conversion. Each share of Preferred Stock shall automatically be converted into Common Stock of the Corporation at the then effective Conversion Price (i) in the event that the holders of at least seventy percent (70%) of the outstanding shares of each of the Series A Preferred and Series B Preferred, voting as separate series, consent to such conversion or (ii) upon the closing of a firmly underwritten public offering in which Common Stock is sold by the Corporation pursuant to an effective registration statement under the Securities Act (other than a registration statement with respect to either (A) an employee benefit plan, or (B) a transaction described in Rule 145 under the Securities Act), at a per share public offering price of not less than \$18.55 and an aggregate public offering price of at least \$25,000,000 (a "Qualifying IPO" or "QPO").

4.4.2 Effects of Automatic Conversion. On and after the date of an automatic conversion pursuant to Section 4.4.1, notwithstanding that any certificates for the shares of Preferred Stock shall not have been surrendered for conversion, the shares of Preferred Stock evidenced thereby shall be deemed to be automatically converted without any further action by the

holders of such shares and be deemed to be no longer outstanding, and all rights with respect thereto shall forthwith cease and terminate, except only the rights of the holder (i) to receive the shares of Common Stock to which such holder shall be entitled upon conversion thereof and (ii) to receive the amount of cash payable in respect of any fractional share of Common Stock to which he shall be entitled. In the event that any holder of Preferred Stock presents such holder's certificate therefor for surrender to the Company or its transfer agent upon such conversion, a certificate for the number of shares of Common Stock into which the shares of Preferred Stock surrendered were convertible on such conversion date promptly will be issued and delivered to such holder.

4.5 Notices of Record Date. In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution (other than a cash dividend) including any distribution upon the occurrence of a Liquidation Event, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property or to receive any other right, the Corporation shall mail to each holder of Preferred Stock at least twenty (20) days prior to such record date, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution or right, and the amount and character of such dividend, distribution or right, including, in the case of a Liquidation Event, the nature of the event and the amount, terms and conditions of payment and/or distribution to the holders of Common Stock and Preferred Stock and the date upon which such Liquidation Event shall occur.

4.6 Lost Certificates. Upon receipt of evidence reasonably satisfactory to the Corporation of the loss, theft, destruction or mutilation of a stock certificate and, in the case of any such loss, theft or destruction, upon receipt of an indemnity agreement reasonably satisfactory to the Corporation, or in the case of any such mutilation upon surrender and cancellation of such stock certificate, the Corporation will make and deliver a new stock certificate, of like tenor, in lieu of the lost, stolen, destroyed or mutilated stock certificate at the Corporation's own expense.

5. Protective Provisions.

5.1 In addition to any other rights provided by law, so long as at least fifty percent (50%) of the originally issued Series A Preferred and Series B Preferred shall be outstanding, the Corporation shall not, without first obtaining the affirmative vote or written consent of the holders of at least a majority of the outstanding shares of the Series A Preferred and Series B Preferred, voting as separate series and on an as-converted basis:

(a) amend the Corporation's Certificate of Incorporation or waive any provision thereof relating to the Series A Preferred or Series B Preferred, or increase or decrease the number of shares of Series A Preferred and Series B Preferred authorized hereby;

(b) authorize or issue shares of any class or series of stock having any rights or preferences senior to or on a parity with the Series A Preferred or Series B Preferred;

(c) change the rights, preferences or privileges of the Series A Preferred or the Series B Preferred;

(d) (I) effect any sale of all or substantially all the assets of the Corporation, (II) dissolve the Corporation or (III) merge into or with or consolidate with any other entity (A) in which the Series A Preferred and Series B Preferred will be exchanged for a security with different rights, preferences or privileges or (B) pursuant to which the holders of the Series A Preferred and Series B Preferred (or Common Stock issued upon conversion of the Series A Preferred or Series B Preferred) will own less than 60% of the voting securities of the surviving entity; or

(e) increase (above 630,800, as adjusted for stock splits, combinations and the like) the cumulative number of shares of Common Stock authorized for issuance to employees, directors or consultants to the Company pursuant to stock option plans or arrangements approved by the Board of Directors and the stockholders.

5.2 Notwithstanding Section 5.1(d) above, the consent of the Series A Preferred and Series B Preferred shall not be required for the events specified in Section 5.1(d) if the holders of the Series A Preferred and Series B Preferred receive consideration per share equal to or greater than three and one-half times their initial per share purchase prices, \$1.17 and \$5.30 respectively.

6. Redemption. The Preferred Stock is not redeemable.

7. Residual Rights. Subject to the rights of any series of Preferred Stock which may in the future come into existence, all rights accruing to the outstanding shares of the Corporation not expressly provided for to the contrary herein shall be vested with the Common Stock

ARTICLE Fifth

The Corporation is to have perpetual existence.

ARTICLE Sixth

The election of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.

ARTICLE Seventh

The number of directors which constitute the whole Board of Directors of the Corporation shall be designated in the Bylaws of the Corporation.

ARTICLE Eighth

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, alter, amend or repeal the Bylaws of the Corporation without any action on the part of the stockholders.

ARTICLE Ninth

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

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


(c) The amendment or repeal of this Article Ninth shall not eliminate or reduce the effect of this Article Ninth, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article Ninth, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE Tenth

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

IN WITNESS WHEREOF, this Certificate of Incorporation has been signed this 14th day of April, 2000.

—
SAFERENT, INC.



Kenneth S. Witt, Incorporator

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SAFERENT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF APRIL, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0383711

DATE: 04-14-00

RECORDED: 09/25/2000

TRADEMARK
REEL: 002155 FRAME: 0142