



08-14-2002



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Form PT-9594 (Rev. 03/01) OMB No. 0631-0027 (encl. 3/31/2002) REI

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Group Technologies, Inc. <i>11-31-02</i></p> <p><input type="checkbox"/> Individual(s)      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership      <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State (Virginia)  <input type="checkbox"/> Other:</p> <p>Additional name(s) of conveying party(ies) attached?      <input type="checkbox"/> Yes  <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: <u>Group Logic, Inc.</u></p> <p>Internal Address: Street Address: <u>4350 North Fairfax Drive Suite 900</u></p> <p>City: <u>Arlington</u> State: <u>Virginia</u>      Zip: <u>22203</u></p> <p><input type="checkbox"/> Individual(s) citizenship: _____  <input type="checkbox"/> Association: _____  <input type="checkbox"/> General Partnership: _____  <input type="checkbox"/> Limited Partnership: _____  <input checked="" type="checkbox"/> Corporation-State: <u>Virginia</u>  <input type="checkbox"/> Other: _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached:      <input type="checkbox"/> Yes  (Designations must be a separate document from assignment)      <input type="checkbox"/> No</p> <p>Additional name(s) &amp; address(es) attached?      <input type="checkbox"/> Yes      <input type="checkbox"/> No</p>
<p>3. Nature of Conveyance:  <input type="checkbox"/> Assignment      <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement      <input checked="" type="checkbox"/> Change of Name  <input type="checkbox"/> Other:</p> <p>Execution Date: <u>February 4, 2002</u></p>	

<p>4. Application Number(s) or Registration Number(s):</p> <p>A. Trademark Application No.(s):</p> <p style="text-align: right;">Additional numbers attached?      <input type="checkbox"/> Yes      <input checked="" type="checkbox"/> No</p>	<p>B. Trademark Registration No.(s): <u>1,932,280</u></p> <p style="text-align: right;">Additional numbers attached?      <input type="checkbox"/> Yes      <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Jon D. Grossman</u> <u>DICKSTEIN SHAPIRO MORIN &amp; OSHINSKY LLP</u></p> <p>Internal Address: <u>Atty. Dkt.: G8556.0000</u></p> <p>Street Address: <u>2101 L Street, N.W.</u></p> <p>City: <u>Washington</u>      State: <u>DC</u>      Zip: <u>20037-1526</u></p>	<p>6. Total Number of applications and registrations involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41)      \$ <u>40.00</u></p> <p><input type="checkbox"/> Enclosed  <input type="checkbox"/> Authorized to be charged to Deposit Account  <input checked="" type="checkbox"/> Authorized to be charged to credit card  (Form 2038 enclosed)</p> <p>8. Deposit account number: <u>04-1073</u>  (Attach duplicate copy of this page if paying by deposit account)</p>
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9. 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.*

Jon D. Grossman      July 31, 2002  
Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and document:

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COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

February 4, 2002

The State Corporation Commission has found the accompanying articles submitted on behalf of  
Group Logic, Inc. (formerly GROUP TECHNOLOGIES, INC. )

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

**CERTIFICATE OF AMENDMENT AND RESTATEMENT**

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the  
Commission, effective February 4, 2002, at 01:28 PM.

The corporation is granted the authority conferred on it by law in accordance with the articles,  
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

02-01-24-0126  
AMENACPT  
CIS0436

TRADEMARK  
REEL: 002562 FRAME: 0188

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
GROUP TECHNOLOGIES, INC.  
(now known as GROUP LOGIC, INC.)

The Articles of Incorporation of Group Technologies, Inc. are amended and restated as follows:

1. The name of the corporation is Group Logic, Inc.

2. This corporation is authorized to issue two classes of stock to be designated, respectively, Common Stock and Preferred Stock. The par value of each share of Common Stock and each share of Preferred Stock is \$0.01 per share. The total number of shares of Common Stock this corporation is authorized to issue is 100,000,000 and the total number of shares of Preferred Stock this corporation is authorized to issue is 25,000,000. Of the Preferred Stock, 10,000,000 shall be designated as Series A Preferred Stock, 10,000,000 shall be designated as Series B Preferred Stock and 5,000,000 shall be designated as Series C Preferred Stock.

The Board of Directors is authorized, subject to limitations prescribed by law, by an adoption of an amendment of the Articles of Incorporation, to provide for the issuance of shares of Preferred Stock in series, and to establish from time to time the number of shares to be included in each such series, and to fix, in whole or in part, the preferences, limitations, and relative rights of the shares of each such series before the issuance of any shares of that series.

The preferences, limitations and relative rights of the Common Stock and Preferred Stock, are as set forth below.

Section 1. General Definitions. For purposes of this Article 2 to the Articles of Incorporation, the following definitions shall apply:

A. "Series A Preferred" shall refer to the Series A Preferred Stock.

B. "Series B Preferred" shall refer to the Series B Preferred Stock.

C. "Series C Preferred" shall refer to the Series C Preferred Stock.

D. "Common" shall mean all Common Stock.

E. "Subsidiary" shall mean any corporation at least 50% of whose outstanding voting shares shall at the time be owned by this corporation or by one or more of such subsidiaries.

F. "Original Issue Date" shall mean, with respect to the Series A Preferred, the date on which a share of Series A Preferred is first issued, with respect to the Series B Preferred, the date on which a share of Series B Preferred is first issued, and with respect to the Series C Preferred, the date on which a share of Series C Preferred is first issued.

G. "Board" shall mean the Board of Directors of this corporation.

Section 2. Dividend Rights of Series A, Series B and Series C Preferred. The holders of the Series A Preferred shall be entitled to receive, out of any funds legally available therefor, dividends on parity with holders of the Common, in such amount, if any, as may be declared by the Board. No dividend may be paid on Common unless a dividend of at least equal amount, on a per share basis, has been paid or set aside for payment on outstanding Series A Preferred.

The holders of the Series B Preferred and Series C Preferred shall be entitled to receive, out of any funds legally available therefor, non-cumulative dividends, in preference to the holders of the Common and Series A Preferred, at a rate of \$0.007137 per annum but only as may be declared by the Board. No dividend may be paid on Common or Series A Preferred unless a dividend in the amount stated above for the calendar year, on a per share basis, has been paid or set aside for payment on outstanding Series B Preferred Stock and Series C Preferred.

Section 3. Liquidation Preference. In the event of any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation Event"), distributions to the shareholders of the Corporation shall be made in the following manner:

If a Liquidation Event occurs on or after August 31, 1993, then:

(a) The holders of the Series A, Series B and Series C Preferred Stock then held shall be entitled to receive, prior and in preference to any distribution of any assets or surplus funds of the Corporation to the holders of the Common Stock by reason of their ownership thereof, the amount of \$.125 for each share of Series C Preferred stock then held plus all declared but unpaid dividends, the amount \$.07137 for each share of Series B Preferred stock then held plus all declared but unpaid dividends, and to the holders of the Series A Preferred Stock the amount of \$344,200.00 (plus any additional proceeds from the exercise of Warrants) but less the cost of any Series A Preferred Stock that has been converted, plus all declared but unpaid dividends. A portion of this amount shall be distributed ratably to each Series A Preferred Shareholder based upon the total dollar amount invested by each Series A Preferred Shareholder bears to the total dollar amount used to purchase all Series A Preferred Shares combined. If, upon the occurrence of a Liquidation Event, the assets and funds thus distributed among the holders of the Series A, Series B and Series C Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid liquidation preference, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series A, Series B and Series C Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive.

(b) After payment has been made to the holders of Preferred Stock of the full preferential amounts to which they shall be entitled, if any, as aforesaid in subsection 3(a), the holders of the Common Stock and the Series B Preferred Stock shall be entitled to receive by reason of their ownership of such stock, out of the remaining assets, based on the number of shares of Common Stock then held, with each share of Series B Preferred Stock treated as the number of shares of Common Stock into which such share of Preferred Stock is then convertible, the amount of \$0.28548 per share (as adjusted for any stock dividends, combinations or splits with respect to such shares). If, upon the occurrence of a Liquidation Event, the assets and property legally available to be distributed among the holders of the Common Stock and the Series B Preferred Stock then entitled to payment under this subsection 3(b) shall be insufficient to permit the payment to such holders of the full amount aforesaid in this subsection 3(b), then the entire assets and property of the Corporation legally available for distribution shall be

distributed ratably among such holders, based on the number of shares of Common Stock then held, with each share of Series B Preferred Stock treated as the number of shares of Common Stock into which such share of Preferred Stock is then convertible.

(c) After payment has been made to the holders of the Preferred Stock and Common Stock of the full preferential amounts to which they shall be entitled, if any, as aforesaid in subsections 3(a), and 3(b), the holders of the Common Stock shall be entitled to receive by reason of their ownership of such stock, out of the remaining assets, based on the number of shares of Common Stock then held the amount of \$0.28548 per share (as adjusted for any stock dividends, combinations or splits with respect to such shares). If, upon the occurrence of a Liquidation Event, the assets and property legally available to be distributed among the holders of the Common Stock then entitled to payment under this subsection 3(c) shall be insufficient to permit the payment to such holders of the full amount aforesaid in this subsection 3(c), then the entire assets and property of the Corporation legally available for distribution shall be distributed ratably among such holders, based on the number of shares of Common Stock then held.

(d) After payment has been made to the holders of the Preferred Stock and Common Stock of the full preferential amounts to which they shall be entitled, if any, as aforesaid in subsections 3(a) - 3(c), the holders of the Common Stock and the Series B Preferred Stock shall be entitled to share ratably in all remaining assets to be distributed, based on the numbers of shares of Common Stock then held, with each share of Series B Preferred Stock treated as the number of shares of Common Stock into which such share of Preferred Stock is then convertible.

(e) For purposes of this Section 3, a merger or consolidation of this Corporation with or into any other corporation or corporations, or a sale of all or substantially all of the assets of the Corporation, shall be treated as a liquidation, dissolution or winding up, unless the shareholders of this Corporation hold at least 50% of the outstanding voting equity securities of the surviving corporation in such merger, consolidation or sale of assets.

(f) Whenever the distribution provided for in this Section 3 shall be payable in securities or property other than cash, the value of such distribution shall be the fair market value of such securities or other property as determined in good faith by the Board of Directors.

**Section 4. Conversion.** The holders of the Series A, Series B, and Series C Preferred shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert. Each share of Series A Preferred, each share of Series B Preferred and each share of Series C Preferred shall be convertible, at the option of the holder thereof, at any time (after the date of issuance of such share) into such number of fully paid and non-assessable shares of Common as is determined by dividing each holders total dollars used to purchase its shares by the number of shares purchased ("Original Series Purchase Price") and dividing the result by the then applicable conversion price, determined as hereinafter provided, in effect at the time of conversion. The price at which shares of Common shall be deliverable upon conversion (the "Conversion Price") shall initially be determined by dividing each holders total dollars used to purchase its shares by the number of shares purchased per share of Common. Such initial Conversion Price shall be subject to adjustment as hereinafter provided.

(b) Automatic Conversion. Each share of Series A Preferred, Series B Preferred and each share of Series C Preferred shall automatically be converted into shares of Common at its then effective Conversion Price immediately prior to the closing of a firm

commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common for the account of the Corporation to the public at a price per share (determined without regard to underwriter commissions and expenses) of not less than seven times the then effective Conversion Price (as adjusted for stock splits, reverse stock splits and the like effected after the Original Issue Date) and an aggregate offering price to the public of not less than \$10,000,000, before deduction of underwriting discounts and registration expenses. In the event of such an offering, the person(s) entitled to receive the Common issuable upon such conversion of Series A, Series B and Series C Preferred shall not be deemed to have converted such Series A, Series B and Series C Preferred until immediately prior to the closing of such underwritten public offering.

(c) Mechanics of Conversion. No fractional shares of Common shall be issued upon conversion of Series A, Series B or Series C Preferred. In lieu of any fractional share to which a holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by its then effective Conversion Price. Before any holder of Series A, Series B or Series C Preferred shall be entitled to convert the same into full shares of Common, he or she shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A, Series B or Series C Preferred, and shall give written notice to the Corporation at such office that he elects to convert the same. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series A, Series B or Series C Preferred, a certificate or certificates for the number of shares of Common to which he shall be entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common. Such conversion shall not terminate the rights of the holders of Series A, Series B or Series C Preferred or Common issuable upon conversion of the Series A or Series B Preferred or Series C Preferred to receive dividends which have been declared with respect to the Series A, Series B or Series C Preferred which have a record date prior to the date of conversion. Except as set forth in Section 4(b) above, such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A, Series B or Series C Preferred to be converted, and the person or persons entitled to receive the shares of Common issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common on such date. If the conversion is in connection with an underwritten offer of securities registered pursuant to the Securities Act of 1933, the conversion may, at the option of any holder tendering Series A, Series B or Series C Preferred for conversion, be conditioned upon the closing with the underwriter of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive the Common issuable upon such conversion of the Series A, Series B or Series C Preferred shall not be deemed to have converted such Series A, Series B or Series C Preferred until immediately prior to the closing of such sale of securities.

(d) Conversion Price Adjustments of the Preferred. The Conversion Price of the Series A, Series B and Series C Preferred shall be subject to adjustment from time to time as follows:

(i) In the event that the Corporation shall at any time after May 1, 1991 issue additional shares of Common at a price per share less than the then-effective Conversion Price (excluding shares issued as a dividend or distribution, or options, or upon a stock split or combination without consideration or for a consideration per share less than the applicable Conversion Price in effect on the date of and immediately prior to such an issue), then and in such an event, with respect to the Series A and Series C Preferred, and also with respect to

the Series B Preferred Stock after such time as the corporation has sold in a single transaction (which may involve multiple purchasers) more than \$700,000 of its stock at a share price of greater than twice the then effective Conversion Price ("the Antidilution Change Date"), the Conversion Price shall be reduced, concurrently with such issue, to a price (calculated to the nearest tenth of a cent) determined by multiplying such Conversion Price by a fraction -- (A) the numerator of which shall be (1) the number of shares of Common outstanding immediately prior to such issue of additional shares of Common plus (2) the number of shares of Common which the aggregate consideration received by the Corporation for the total number of additional shares of Common issued would purchase at such Conversion Price; and (B) the denominator of which shall be the number of shares of Common outstanding immediately prior to such issue plus the number of such additional shares of Common so issued; provided that all shares of Common issuable upon conversion of shares of Series A, Series B or Series C Preferred outstanding immediately prior to such an issue shall be deemed to be outstanding and immediately after any additional shares of Common are deemed issued, such additional shares of Common shall be deemed to be outstanding.

Prior to the Antidilution Change Date, the Conversion Price of the Series B Preferred, but not the Series A or Series C Preferred Stock, shall be reduced to equal the price at which additional common stock was issued excepting shares which comprise the Employee Option Pool.

With respect to the Series B Preferred Stock, the Conversion Price shall not be changed for the next sale of less than or equal to \$200,000 of stock by the corporation in a single transaction (which may involve multiple purchasers) in which the holders of the Series B Preferred do not participate.

(ii) If the number of shares of Common outstanding at any time after May 1, 1991 is increased by a stock dividend payable in shares of Common or by a subdivision or split-up of shares of Common, then, effective upon the record date fixed for the determination of holders of Common entitled to receive such stock dividend, subdivision or split-up, the Conversion Price shall be appropriately decreased so that the number of shares of Common issuable on conversion of each share of Series A, Series B and Series C Preferred shall be increased in proportion to such increase of outstanding shares of Common.

(iii) If the number of shares of Common outstanding at any time after May 1, 1991 is decreased by a combination of the outstanding shares of Common, then, effective upon the record date of such combination, the Conversion Price for the Series A, Series B and Series C Preferred shall be appropriately increased so that the number of shares of Common issuable on conversion of each share of Series A, Series B and Series C Preferred shall be decreased in proportion to such decrease in outstanding shares of Common.

(iv) In the event the Corporation at any time or from time to time makes or fixes a record date for the determination of holders of Common entitled to receive any distribution payable in securities of the corporation other than shares of Common, then and in each such event provisions shall be made so that the holders of Series A, Series B and Series C Preferred shall receive upon conversion thereof, in addition to the number of shares of Common receivable thereupon, the amount of securities of the Corporation which they would have received had their Series A, Series B and Series C Preferred been converted into Common on the date of such event and had they thereafter, during the period from the date of such event to and including the date of conversion, retained such securities receivable by them as aforesaid during

such period, subject to all other adjustments called for during such period under this Section 4 with respect to the rights of the holders of the Series A, Series B and Series C Preferred.

(v) If the Common issuable upon conversion of the Series A, Series B and Series C Preferred shall be changed into the same or a different number of shares of any other class or classes of stock or other securities or property whether by capital reorganization (unless otherwise covered by Section 4(c) hereof), reclassification or otherwise (other than a subdivision or combination of shares provided for above), the Conversion Price then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted such that the Series A, Series B and Series C Preferred shall be convertible into, in lieu of the number of shares of Common which the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock or securities or other property equivalent to the number of shares of Common that would have been subject to receipt by the holders upon conversion of the Series A, Series B and Series C Preferred immediately before such event; and, in any such case, appropriate adjustment (as determined by the Board) shall be made in the application of the provisions herein set forth with respect to the rights and interest thereafter of the holders of the Series A, Series B and Series C Preferred, to the end that the provisions set forth herein (including provisions with respect to changes in and other adjustments of the Conversion Price) shall thereafter be applicable, as nearly as may be reasonable, in relation to any shares of stock or other property thereafter deliverable upon the conversion of the Series A, Series B and Series C Preferred.

(e) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Price pursuant to this Section 4, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series A, Series B and Series C Preferred 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 Series A, Series B and Series C Preferred, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Price at the time in effect, and (iii) the number of shares of Common and the amount, if any, of other property which at the time would be received upon the conversion of Series A, Series B and Series C Preferred.

(f) Notices of Record Date: In the event that this Corporation shall propose at any time:

(i) to declare any dividend or distribution upon its Common shares, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus;

(ii) to offer for subscription pro rata to the holders of any class or series of its stock any additional shares of stock of any class or series or other rights;

(iii) to effect any reclassification or recapitalization of its Common shares outstanding involving a change in the Common shares; or

(iv) to merge or consolidate with or into any other corporation, or sell, lease or convey all or substantially all its property or business, or to liquidate, dissolve or wind up;



then, in connection with each such event, this Corporation shall send to the holders of the Series A, Series B and Series C Preferred shares:

(1) at least 10 days prior written notice of the date on which a record shall be taken for such dividend, distribution or subscription rights (and specifying the date on which the holders of Common shares shall be entitled thereto) or for determining rights to vote in respect of the matters referred to in (iii) and (iv) above; and

(2) in the case of the matters referred to in (iii) and (iv) above, at least 10 days' prior written notice of the date when the same shall take place (and specifying the date on which the holders of Common shares shall be entitled to exchange their Common shares for securities or other property deliverable upon the occurrence of such event).

Each such written notice shall be delivered personally or given by first class mail, postage prepaid, addressed to the holders of Series A, Series B and Series C Preferred shares at the address for each such holder as shown on the books of this Corporation.

Section 5. Voting Rights. Except as otherwise required by law, each share of Common issued and outstanding shall have one vote and each share of Series A Preferred, each share of Series B Preferred and each share of Series C Preferred issued and outstanding shall have the number of votes equal to the number of shares of Common into which the Preferred is convertible as adjusted from time to time pursuant to Section 4 hereof.

Section 6. Covenants. In addition to any other rights provided by law, so long as any Series A Preferred shall be outstanding, this Corporation shall not, without first obtaining the affirmative vote or written consent of the holders of not less than two-thirds of the outstanding shares of Series A Preferred, voting as a single class:

(a) amend or repeal any provision of, or add any provision to, this Corporation's articles of incorporation or bylaws if such action would alter or change the preferences, rights, privileges or powers of, or the restrictions provided for the benefit of, any Series A Preferred, or increase or decrease the number of shares of Series A Preferred authorized hereby;

(b) authorize or issue shares of any class of stock, bonds, debentures, notes or other obligations convertible into or exchangeable for, or having option rights to purchase, any shares of stock of this corporation, having any preference or priority as to dividends or assets superior to or on a parity with any such preference or priority of the Series A Preferred.

(c) reclassify any Common into shares having any preference or priority as to dividends or assets superior to or on a parity with any such preference or priority of the Series A Preferred;

(d) sell, transfer or otherwise dispose of any of the intellectual property rights (including any patents, copyrights or trademarks) or technologies that are essential to the present and future performance of the Corporation, or consolidate with or merge into any other corporation if such consolidation or merger results in the shareholders of this Corporation holding less than 50% of the outstanding voting securities of the surviving corporation; or

(e) enter into any new major, exclusive distribution channel contracts for the

Corporation's products or software.

The holders of Series A Preferred shall decline to approve or refuse to consent to the above-stated contingencies or events, once a majority of the Common or the Board of Directors has voted in favor of one of the above-described contingencies or events, only after giving written notification as to the reasons for so doing to the Board of Directors of the Corporation.

The holders of the Series B Preferred Stock shall be entitled to elect one representative to the Board of Directors voting as a separate voting group, but the failure of the holders of the Series B Preferred Stock to elect such a representative shall not in any way render void or ineffective the actions of the Board.

Section 7. Residual Rights. All rights accruing to the outstanding shares of this Corporation not expressly provided for or to the contrary herein shall be vested in the Common.

Section 8. Preemptive Rights of Series A Preferred.

Each holder of any of the shares of the Series A Preferred shall, prior to any initial public offering, be entitled to a preemptive right to purchase or subscribe for any unissued stock of any class or any additional shares of any class to be issued by the Corporation, whether said stock shall be issued for cash, property, or any other lawful consideration.

The holders of Series A Preferred shall be entitled to a preemptive right in the proportion that the number of shares of Series A Preferred bears to the Corporation's total outstanding capital stock, assuming the exercise and conversion of all outstanding securities exercisable for or convertible into Common. Excluded from this preemptive right are shares issued upon conversion of Series A Preferred, and shares issuable to employees, officers and directors pursuant to option or bonus arrangements approved by the Board of Directors, shares issuable upon stock splits, stock dividends and reclassifications, and shares issuable in acquisition transactions in which the Corporation is the surviving entity. This preemptive right must be exercised within thirty calendar days of notice of any proposed issuance of securities by the Corporation.

Section 9. Right Of First Refusal Of Series B Preferred.

Notwithstanding the provisions of Section 8 and in preference to the preemptive rights of the Series A Preferred Stock, the holders of the shares of the Series B Preferred Stock shall, prior to any initial public offering, have the right in the event the Corporation proposes an equity offering of less than \$500,000 to any person or entity (other than reserved employee shares, shares issued in the acquisition of another company or shares offered to the public pursuant to an underwritten public offering) to purchase all or any portion of such shares. The Corporation shall notify all holders of the Series B Preferred Stock of any proposed equity offering of less than \$500,000. If the holders of the Series B Preferred Stock do not agree to purchase any part of such stock within fifteen (15) days of being notified of such an offering or decline to purchase all of such stock, then that portion which is not purchased may be offered to other parties on terms no less favorable to the Corporation for a period of sixty (60) days.

Section 10. Special Entitlement of Series C Preferred.

The Corporation in May 1992 submitted to the shareholders a proposed amendment and

restatement of the Articles of Incorporation which fixed the preferences, limitations, and relative rights of the shares of the Series C Preferred. This amendment was inadvertently not approved in a manner that was in full compliance with the Virginia Code and was not filed with the Virginia State Corporation Commission, but the Corporation subsequently issued shares of such Series C Preferred. Notwithstanding the effective date of this Amended and Restated Articles of Incorporation, each holder of shares of the Series C Preferred shall be treated for all purposes as having held such stock, with the preferences, limitations, and relative rights as stated herein, on the date of its original issuance.

3. In any proceeding brought by a shareholder in the right of the corporation or brought by or on behalf of shareholders of the Corporation, no damages may be assessed against a director or officer of the Corporation arising out of a single transaction, occurrence or course of conduct.

4. Other than as provided for in Article 2 hereof, no shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the Corporation, whether now or hereafter authorized, or any bonds, debentures of other securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion shall deem advisable. Notwithstanding the foregoing, the holders of Preferred Stock shall have such pre-emptive rights as may be provided in Article 2 hereof, or as may be authorized by the Board Of Directors in adopting amendments to these Articles Of Incorporation to establish the preferences, limitations and relative rights the shares of each series of Preferred Stock.

5. The foregoing Amended and Restated Articles of Incorporation contains amendments which require shareholder approval. Certain amendments were proposed by the Board of Directors, submitted to the shareholders for approval, and approved by the shareholders at a meeting held on May 4, 2001. Other amendments, as well as the Amended and Restated Articles of Incorporation in its entirety, were approved by the shareholders at a meeting held on December 28, 2001. The total number of shares eligible to vote on the amendments and on the Amended and Restated Articles of Incorporation, and the actual number of shares voted to approve them, were as follows:

Shareholders Meeting of May 4, 2001

Stock	Shares Entitled to Vote	Number of Shares Voting for Approval	Number of Shares Voting Against Approval
Common	8,154,077	6,979,813	0
Series A	6,496,079	3,947,555	0
Series B	9,188,015	7,056,625	0
Total	23,838,171	17,983,993	0

Shareholders Meeting of December 28, 20

Stock	Shares Entitled to Vote	Number of Shares Voting for Approval	Number of Shares Voting Against Approval
Common	8,154,077	6,660,407	0
Series A	6,496,079	4,376,900	0
Series B	9,188,015	8,098,279	0
Total	23,838,171	19,135,586	0

The number of shares voting for approval of the amendments and approval of the Amended and Restated Articles of Incorporation by each voting group was sufficient for approval by that voting group.

The undersigned President of Group Technologies, Inc. certifies that the facts herein stated are true.

Group Technologies, Inc.  
(now Group Logic, Inc.)



\_\_\_\_\_  
T. Reid Lewis, President