

01-21-2003

Form PTO-1594  
(Rev. 10/02)  
OMB No. 0651-0027 (exp. 6/30/2005)



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

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

1. Name of conveying party(ies):

HighTechCampus, Inc.

12-31-02

- Individual(s)
- General Partnership
- Corporation-State
- Other \_\_\_\_\_
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)

Name: Edgia, Inc.

Internal Address: \_\_\_\_\_

Street Address: 2 Forest Plaza, 12201 Merit Dr

City: Dallas State: TX Zip: 75251

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Delaware
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: 4/10/02

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) \_\_\_\_\_

B. Trademark Registration No.(s) \_\_\_\_\_

2,526,889; 2,526,890; 2,433,681

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Gordon E. R. Troy

Internal Address: \_\_\_\_\_

Street Address: PO Box 368

City: Charlotte State: VT Zip: 05445

6. Total number of applications and registrations involved: \_\_\_\_\_

3

7. Total fee (37 CFR 3.41).....\$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

DO NOT USE THIS SPACE

9. Signature.

Gordon E. R. Troy  
Name of Person Signing

Signature

December 27, 2002  
Date

Total number of pages including cover sheet, attachments, and document: 25

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

01/17/2003 GTON11 00000136 2526889

01 FC:8521 40.00 OP  
02 FC:8522 50.00 OP

TRADEMARK  
REEL: 002652 FRAME: 0678

**Fourth Amended and Restated  
Certificate of Incorporation**

This Fourth Amended and Restated Certificate of Incorporation has been duly adopted by Edgia, Inc., formerly incorporated under the name HighTechCampus, Inc. (the "Corporation"), in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware (the "DGCL"). The date of filing of the Corporation's original Certificate of Incorporation was January 5, 2000. The date of filing of the Corporation's Amended and Restated Certificate of Incorporation was February 24, 2000. The date of filing of the Corporation's Second Amended and Restated Certificate of Incorporation was March 5, 2001. The date of filing of the Corporation's Third Amended and Restated Certificate of Incorporation was December 14, 2001. The date of filing of the Corporation's Corrected Third Amended and Restated Certificate of Incorporation was January 15, 2002. The undersigned Corporation hereby certifies that:

First: The name of the Corporation is Edgia, Inc.

Second: The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, City of Wilmington, County of New Castle, Delaware, and the name of its registered agent at such address is Corporation Service Company.

Third: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

Fourth:

**A. Description and Authorization of Stock.**

The Corporation shall have authority to issue two classes of stock, to be designated respectively as the "Preferred Stock" and "Common Stock." The total number of shares of Common Stock that the Corporation is authorized to issue is 16,000,000 shares and the par value of each share of Common Stock is \$0.01. The total number of shares of Preferred Stock authorized is 10,000,000 shares. The par value of each share of Preferred Stock is \$0.01. A statement of the rights, preferences, privileges and restrictions granted to and imposed upon the Common Stock and the Preferred Stock are set forth below in this Article Fourth.

**B. Common Stock**

(1) Voting Rights. Each holder of shares of Common Stock shall be entitled to one vote for each share thereof held. Except as otherwise expressly provided herein or as required by law, the holders of Preferred Stock and the holders of Common Stock shall vote together and not as separate classes. The holders of Common stock shall not have cumulative voting rights.

(ii) Dividends. No dividends may be paid on shares of Common Stock as long as any shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock or Series D Preferred Stock are outstanding without the approval of the holders of two-thirds (2/3) of the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock then outstanding, voting together as a single class (determined on a fully converted basis).

(iii) Liquidation. After the payment or distribution to the holders of the Liquidation Preferred (as defined in Section D(3)) and Series E Preferred Stock of the full preferential amounts provided in Section D(3), the holders of the Common Stock then outstanding will share ratably with the holders of the Liquidation Preferred and Series E Preferred Stock all remaining assets of the Corporation to be distributed, on an as converted basis as though the Liquidation Preferred and Series E Preferred Stock were converted into that number of full shares of Common Stock into which all shares of the Liquidation Preferred and Series E Preferred Stock could then be converted.

**C. Power to Designate Series of Preferred Stock.**

The shares of Preferred Stock may be issued from time to time in one or more series. The board of directors of the Corporation (the "**Board of Directors**") is expressly vested with authority to fix by resolution or resolutions the designations and the powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations and restrictions of thereof, including, without limitation, determination of the following:

1. The number of shares constituting any such series and the distinctive designation of that series;
2. The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;
3. Whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;
4. Whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;
5. Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or date upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
6. Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;
7. The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, and the relative rights of priority, if any, of payment of shares of that series;
8. Any other relative rights, preferences and limitations of that series.

The Board of Directors of the Corporation may increase the number of shares (but not above the total number of authorized shares of the class) of the Preferred Stock designated for any existing series by a resolution adding to such series authorized and unissued shares of the Preferred Stock not designated for any other series. The Board of Directors of the Corporation may decrease the number of shares of the Preferred Stock (but not below the number of shares thereof then outstanding) designated for any existing series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such series, and the shares so subtracted shall become authorized, unissued, and undesignated shares of the Preferred Stock.

**D. Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock Series D Preferred Stock and Series E Preferred Stock**

Five series of Preferred Stock are hereby designated out of 10,000,000 shares of the authorized Preferred Stock as follows:

- (1) Designation and Number. There shall be a series of Preferred Stock of the Corporation designated as the Series A Preferred Stock, and the number of shares thereof authorized to be issued is 460,000. There shall be a series of Preferred Stock of the Corporation designated as the Series B Preferred Stock, and the number of shares thereof authorized to be issued is 1,639,000. There shall be a series of Preferred Stock of the Corporation designated as the Series C Preferred Stock, and the number of shares thereof authorized to be issued is 2,500,000. There shall be a series of Preferred Stock of the Corporation designated as the Series D Preferred Stock, and the number of shares thereof authorized to be issued is 1,200,000. There shall be a series of Preferred Stock of the Corporation designated as the Series E Preferred Stock, and the number of shares thereof authorized to be issued is 200,000.
- (2) Dividends. Dividends on outstanding shares of Preferred Stock shall be paid or declared and set apart for payment before any dividends shall be paid or declared and set apart for payment on the shares of Common Stock with respect to the same dividend period.

For Purposes of this Section D(2), the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock are collectively referred to as the "Dividend Preferred." From and after January 1, 2000 until March 5, 2001 (the date of filing of the Second Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware), the holders of Series A Preferred Stock shall be entitled to receive, when and as declared by the Board, and out of any funds legally available therefore, cumulative dividends at the annual rate of \$.09 per share. From and after March 5, 2001, the holders of Series A Preferred Stock shall be entitled to receive, when and as declared by the Board, and out of any funds legally available therefore, cumulative dividends at the annual rate of \$0.108 per share. Commencing on January 1, 2000, all of such dividends shall be cumulative and shall accrue on each share from day to day, whether or not earned or declared.

From and after March 5, 2001, the holders of Series B Preferred Stock shall be entitled to receive, when and as declared by the Board, and out of any funds legally available therefore, cumulative dividends at the annual rate of \$0.3446 per share. Commencing on March 5, 2001, all of such dividends shall be cumulative and shall accrue on each share from day to day, whether or not earned or declared.

From and after December 14, 2001 (the "Filing Date"), the holders of Series C Preferred Stock and the Series D Preferred Stock shall be entitled to receive, when and as declared by the Board, and out of any funds legally available therefore, cumulative dividends at the annual rate of \$0.108 per share of Series C Preferred Stock and \$0.108 per share of Series D Preferred Stock. Commencing on the Filing Date, all of such dividends shall be cumulative and shall accrue on each share from day to day, whether or not earned or declared.

Dividends accruing on each share of Dividend Preferred shall be added to the liquidation preference of such shares (as described in Section D(3) hereof) as they accrue and shall remain a part thereof until such dividends are paid as provided herein. Any unpaid dividends on each share of Dividend Preferred which have accrued from and after January 1, 2000, with respect to the Series A Preferred Stock, March 5, 2001 with respect to the Series B Preferred Stock, and the Filing Date with respect to the Series C Preferred Stock and the Series D Preferred Stock, shall be payable (i) in cash upon liquidation, dissolution or winding up of the Corporation, as provided in Section D(3), or upon the redemption of such share, as provided in Section D(4), or (ii) in either cash or Common Stock, at the option of a majority of the Board of Directors, at the then fair market value of the Common Stock as determined by a majority of the Board of Directors, upon the conversion of such share, as provided in Section D(6).

No dividends may be paid on shares of Series E Preferred Stock as long as any shares of Dividend Preferred are outstanding without the approval of the holders of two-thirds (2/3) of the Dividend Preferred then outstanding, voting together as a single class (determined on a fully converted basis).

(3) Liquidation Preference.

- (a) For Purposes of this Section D(3), the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock are collectively referred to as the "Liquidation Preferred." In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of the Liquidation Preferred shall be entitled to receive, prior and in preference to any payment or distribution and setting apart for payment or distribution of any of the assets or surplus funds of the Corporation to the holders of the Series E Preferred Stock, the holders of the Common Stock and the holders of any other stock ranking junior to the Liquidation

Preferred, an amount for each share of Liquidation Preferred then held by them equal to the Original Purchase Price (as defined below) of each applicable series of Liquidation Preferred, plus any accrued and unpaid dividends on the Liquidation Preferred, whether or not earned or declared, to and including the date of full payment of such amount. If upon the occurrence of such an event, the assets and funds to be thus distributed among the holders of the Liquidation Preferred shall be insufficient to permit the payment to such holders of the full respective preferential amounts due with respect to the shares held by each such holder, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Liquidation Preferred on the basis of the full respective preferential amounts payable with respect to the shares held by each such holder as set forth in this Section D(3)(a). "Original Purchase Price" means \$1.20, with respect to the Series A Preferred Stock, Series C Preferred Stock and Series D Preferred Stock, \$3.8288, with respect to the Series B Preferred Stock and \$3.30, with respect to the Series E Preferred Stock.

- (b) Unless otherwise agreed to by the holders of at least two-thirds (2/3) of the Liquidation Preferred then outstanding, voting together as a single class (determined on a fully converted basis), a reorganization, consolidation or merger of the Corporation which results in the transfer of 50% or greater of the outstanding voting power of the Corporation, or the sale, lease or transfer of all or substantially all of the assets of the Corporation (as reasonably determined by the agreement of the holders of at least 50% of the Liquidation Preferred then outstanding, voting together as a single class), shall be deemed to be a liquidation, dissolution or winding up within the meaning of this Section D(3).
- (c) The Corporation will give written notice of any liquidation, dissolution or winding up (or any transaction which might be deemed to be a liquidation, dissolution or winding up pursuant to Section D(3)(b)) to each record holder of Liquidation Preferred not less than sixty (60) days prior to the date stated therein for the distribution and payment of the amounts provided in this Section D(3). Each holder of Liquidation Preferred may convert all or any portion of the Liquidation Preferred into Common Stock pursuant to Section D(6) at any time on or prior to the date fixed in such notice for distribution and payment or the date of a merger, consolidation, or sale of assets deemed to be a liquidation, dissolution or winding up of the Corporation as described in Section D(3)(b).
- (d) After the payment or distribution to the holders of the Liquidation Preferred of the full preferential amounts provided in this Section D(3), the holders of the Series E Preferred Stock

shall be entitled to receive, prior and in preference to any payment or distribution and setting apart for payment or distribution of any of the assets or surplus funds of the Corporation to the holders of the Common Stock and the holders of any other stock ranking junior to Liquidation Preferred and Series E Preferred Stock, an amount for each share of Series E Preferred Stock then held by them equal to the Original Purchase Price of the Series E Preferred Stock. If after the payment or distribution to the holders of the Liquidation Preferred of the full preferential amounts provided in this Section D(3), the assets and funds to be distributed among the holders of the Series E shall be insufficient to permit the payment to such holders of the full respective preferential amounts due with respect to the shares held by each such holder, then the entire assets and funds of the Corporation legally available for distribution after the payment or distribution to the holders of the Liquidation Preferred, shall be distributed ratably among the holders of the Series E Preferred Stock on the basis of the full respective preferential amounts payable with respect to the shares held by each such holder as set forth in this Section D(3)(a).

(4) Redemptions.

- (a) For purposes of this Section D(4), Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock are collectively referred to as the "Redeemable Stock"). With respect to each series of the Redeemable Stock, the holders of at least two-thirds (2/3) of a series of Redeemable Stock voting as a separate class, may elect to require the Corporation, to the extent it may lawfully do so, to redeem, on or after December 31, 2006 (the "First Redemption Date"), up to and including 50% of the shares of such series of Redeemable Stock held by such holders. The holders of at least two-thirds (2/3) of the shares of that series of Redeemable Stock may require the Corporation to redeem such holders' shares of such series of Redeemable Stock by giving written notice to the Corporation of such election not less than thirty (30) nor more than ninety (90) days prior to the date on which such holders elect to redeem their shares of such series of Redeemable Stock (the "First Actual Redemption Date"), which date may not be prior to the First Redemption Date. Upon receipt of such written notice, the Corporation, to the extent it may lawfully do so, (and such holders) will be obligated as provided in this Section D(4)(a) to redeem the number of shares of the series of Redeemable Stock specified therein on the First Actual Redemption Date.

With respect to each series of the Redeemable Stock, the holders of at least two-thirds (2/3) of a series of Redeemable Stock, voting as a separate class, may elect to require the Corporation, to the extent it may lawfully do so, to redeem, on or after

December 31, 2007 (the "Second Redemption Date"), up to and including 100% of the shares of such series of Redeemable Stock held by such holders. The holders of at least two-thirds (2/3) of the shares of that series of Redeemable Stock may require the Corporation to redeem such holders' shares of such series of Redeemable Stock by giving written notice to the Corporation of such election not less than thirty (30) nor more than ninety (90) days prior to the date on which such holders elect to redeem their shares of such series of Redeemable Stock (the "Second Actual Redemption Date" and together with the First Actual Redemption Date, each a "Redemption Date"), which date may not be prior to the Second Redemption Date. Upon receipt of such written notice, the Corporation, to the extent it may lawfully do so, (and such holders) will be obligated as provided in this Section D(4)(a) to redeem the number of shares of the series of Redeemable Stock specified therein on the Second Actual Redemption Date.

In the event the Corporation receives a written redemption notice, as provided in this Section D(4)(a), from the holders of one series of the outstanding Redeemable Stock, but not all of the series of outstanding Redeemable Stock, the Corporation shall within seven days provide written notice to the holders of the other series of Redeemable Stock notifying such holders of the Redemption Date and, so long as the holders of at least two-thirds (2/3) of the shares of the other series of Redeemable Stock submit a written redemption request at least fifteen (15) days prior to the applicable Redemption Date, the Corporation shall redeem up to either 50% or 100%, as the case may be, of the shares of the other series of Redeemable Stock on the Redemption Date.

- (b) The holders of a series of Redeemable Stock who elect to redeem shares of that series of Redeemable Stock as provided in Section D(4)(a) shall be entitled to receive from the Corporation on the specified Redemption Date the greater of (i) the fair market value per share of the applicable series of Redeemable Stock, determined on a going concern basis by a majority of the Board of Directors, for each share of that series of Redeemable Stock to be redeemed on such date, and (ii) cash in an amount equal to the Original Purchase Price of the applicable series of Redeemable Stock for each share of that series of Redeemable Stock to be redeemed on such date, plus any accrued and unpaid dividends on the series of Redeemable Stock for each share of that series of Redeemable Stock to be redeemed on such date.
- (c) If the funds of the Corporation legally available for the redemption of shares of a series of Redeemable Stock on a Redemption Date are insufficient to redeem the total number of shares of that series of Redeemable Stock to be redeemed on such Redemption Date, the holders of a majority of the



Redeemable Stock, voting together as one class, will have the right to select an intermediary or investment banker acceptable to the Corporation to assist in the sale of the Corporation, with the goal of realizing the fair market value of the Corporation in such sale. The Corporation shall cause its management, subject to the fulfillment of its fiduciary duties, to cooperate fully in the undertaking to sell the Corporation at the time this right is exercised.

- (d) No share of a series of Redeemable Stock is entitled to any dividends accruing after the date on which the full redemption amount, as provided in Section D(4)(b) with respect to such share of Redeemable Stock, is paid. On such date, for purposes of determining the rights of the holder of such share of Redeemable Stock, such holder's share of Redeemable Stock will not be deemed to be outstanding.
- (e) Any shares of Redeemable Stock which are redeemed or otherwise acquired by the Corporation will be canceled and will not be reissued, sold or transferred. If fewer than the total number of shares of a series of Redeemable Stock represented by any certificate are redeemed, a new certificate representing the number of unredeemed shares of the series of Redeemable Stock, as applicable, will be issued to the holder thereof without cost to such holder within three business days after surrender of the certificate representing the redeemed shares.

(5) Voting.

- (a) Each holder of shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock shall be entitled to vote on all matters and, except as otherwise expressly provided herein, shall be entitled to the number of votes equal to the largest number of full shares of Common Stock into which all shares of the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred held by such holder could be converted, pursuant to the provisions of Section D(6) of this Article Fourth, at the record date for the determination of the stockholders entitled to vote on such matters or, if no such record date is established, at the date such vote is taken or any written consent of stockholders is first executed. This provision for determination of the number of votes to which each holder of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock is entitled shall also apply in all cases in which the holders of shares of Preferred Stock have the right, as provided herein or as required by law, to vote separately as a class, including in all cases in which the holders of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock have the right to vote jointly as the holders of Preferred Stock.

- (b) Except as otherwise expressly provided herein or as required by law, no holder of shares of Series E Preferred Stock shall be entitled to vote on any matter until all of such holder's shares of Series E Preferred Stock are converted into shares of Common Stock
- (c) Except as otherwise expressly provided herein or as required by law, the holders of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock and the holders of Common Stock shall vote together and not as separate classes.
- (d) Without the vote or written consent of holders of at least 75% of the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock then outstanding, voting together as a single class (determined on a fully converted basis), the Corporation shall not:
  - (i) Effect any sale, lease, assignment, transfer or other conveyance of all or substantially all of the assets of the Corporation, or any consolidation or merger involving the Corporation, or any dissolution, liquidation, or winding up of the Corporation or, unless the obligations of the Corporation under an agreement are expressly conditioned upon the requisite approval of the holders of 75% of the outstanding Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock as provided for herein, make any agreement, or become obligated, to do so;
  - (ii) Amend its Certificate of Incorporation or By-laws in a manner, or take any other action, which would materially and adversely change the voting, redemption, conversion, liquidation or other rights and privileges of the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock;
  - (iii) Increase (other than by redemption or conversion) the total number of authorized shares of Preferred Stock or any series of Preferred Stock;
  - (iv) Authorize or issue, or obligate itself to issue, any other equity security senior to or on a parity with the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock as to dividend or redemption rights, liquidation preferences, conversion rights, voting rights or otherwise;
  - (v) Enter any agreement, contract or understanding or otherwise incur any obligation which by its terms would violate, be in conflict with, restrict or burden the rights

of the holders of the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock hereunder or the Corporation's performance of the terms of this Fourth Amended and Restated Certificate of Incorporation; or

- (vi) Loan or enter into any agreement, contract or understanding to loan assets of the Corporation to any Director, member of the management of the Corporation, or any entity in which any of the foregoing has an ownership interest.

(6) Conversion.

- (a) Right to Convert. Each share of Preferred Stock shall be convertible, at the option of the holder thereof, at any time and on or prior to a Redemption Date with respect to such share, into fully paid and nonassessable shares of Common Stock.

All shares of a series of Preferred Stock shall be automatically converted into fully paid and nonassessable shares of Common Stock upon the conversion pursuant to this Section D(6) of two-thirds (2/3) or more of the shares of the such series of Preferred Stock. All shares of Preferred Stock shall be automatically converted into fully paid and nonassessable shares of Common Stock upon the occurrence of an Initial Public Offering. "Initial Public Offering" in this Section D(6) means the first underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offering and sale of Common Stock for the account of the Corporation on a firm commitment basis in which the aggregate gross proceeds received by the Corporation at the public offering price equal or exceed \$15,000,000 and the public offering price per share of Common Stock (prior to underwriter commissions and expenses) equals or exceeds \$11.49 (such per share price to be appropriately adjusted for subdivisions and combinations of shares of Common Stock and dividends on Common Stock payable in shares of Common Stock subsequent to the date of this Fourth Amended and Restated Certificate of Incorporation).

- (b) Conversion Price. Each share of Series A Preferred Stock shall be convertible into the number of shares of Common Stock which results from dividing (i) the per share purchase price of \$1.20 by (ii) the Series A Conversion Price per share in effect at the time of conversion. The initial Series A Conversion Price per share shall be \$1.20. Such initial Series A Conversion Price shall be subject to adjustment from time to time as provided below.

Each share of Series B Preferred Stock shall be convertible into the number of shares of Common Stock which results from dividing (x) the per share purchase price of \$3.8288 by (y) the Series B Conversion Price per share in effect at the time of conversion. The initial Series B Conversion Price per share shall be \$3.8288. Such initial Series B Conversion Price shall be subject to adjustment from time to time as provided below.

Each share of Series C Preferred Stock shall be convertible into the number of shares of Common Stock which results from dividing (i) the per share purchase price of \$1.20 by (ii) the Series C Conversion Price per share in effect at the time of conversion. The initial Series C Conversion Price per share shall be \$1.20. Such initial Series C Conversion Price shall be subject to adjustment from time to time as provided below.

Each share of Series D Preferred Stock shall be convertible into the number of shares of Common Stock which results from dividing (i) the per share purchase price of \$1.20 by (ii) the Series D Conversion Price per share in effect at the time of conversion. The initial Series D Conversion Price per share shall be \$1.20. Such initial Series D Conversion Price shall be subject to adjustment from time to time as provided below.

Each share of Series E Preferred Stock shall be convertible into the number of shares of Common Stock which results from dividing (i) the per share purchase price of \$0.30 by (ii) the Series E Conversion Price per share in effect at the time of conversion. The initial Series E Conversion Price per share shall be \$0.30. Such initial Series E Conversion Price shall be subject to adjustment from time to time as provided below.

Upon conversion of a share of Preferred Stock, all unpaid dividends with respect to such converted share of Preferred Stock shall be payable in either cash or Common Stock, at the option of a majority of the Board of Directors, at the then fair market value of the Common Stock as determined by a majority of the Board of Directors, upon the conversion of such share.

- (c) Mechanics of Conversion. Each holder of Preferred Stock who desires to convert the same into shares of Common Stock shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Preferred Stock or Common Stock, and shall give written notice to the Corporation at such office that such holder elects to convert the same and shall state therein the number of shares of Preferred Stock being converted. Thereupon, the Corporation shall promptly issue and deliver at such office to such holder a certificate or certificates for the number of shares of Common Stock to which such holder is entitled. Such conversion shall be deemed to have been made immediately prior to the close of

business on the date of such surrender of the certificate representing the shares of Preferred Stock to be converted, and the person entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder of such shares of Common Stock on such date.

- (d) Adjustment for Stock Splits and Combinations. If the Corporation at any time or from time to time after the Commitment Date for a series of Preferred Stock (as defined below) effects a subdivision of the outstanding Common Stock, the Conversion Price for such series of Preferred Stock then in effect immediately before the subdivision shall be proportionately decreased, and conversely, if the Corporation at any time or from time to time after the Commitment Date for a series of Preferred Stock combines the outstanding shares of Common Stock into a smaller number of shares, the Conversion Price for such series of Preferred Stock then in effect immediately before the combination shall be proportionately increased. As used in this Section D(6), "Commitment Date" means January 1, 2000, with respect to the Series A Preferred Stock, March 1, 2001, with respect to the Series B Preferred Stock and December 14, 2001, with respect to the Series C Preferred Stock, the Series D Preferred Stock and the Series E Preferred Stock. Any adjustment under this Section D(6)(d) shall become effective at the close of business on the date the subdivision or combination becomes effective.
- (e) Adjustment for Certain Dividends and Distributions. If the Corporation at any time or from time to time after the Commitment Date for a series of Preferred Stock makes or issues, or fixes a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in additional shares of Common Stock, then and in each such event the Conversion Price for such series of Preferred Stock then in effect shall be decreased as of the time of such issuance or, in the event such record date is fixed, as of the close of business on such record date, by multiplying the Conversion Price for such series of Preferred Stock then in effect by a fraction (1) the numerator of which is the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and (2) the denominator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution; provided, however, that if such record date is fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Conversion Price for such series of Preferred Stock shall be recomputed accordingly as of the close of business on such record date and thereafter the

Conversion Price for such series of Preferred Stock shall be adjusted pursuant to this Section D(6)(e) as of the time of actual payment of such dividends or distributions.

- (f) Adjustments for Other Dividends and Distributions. In the event the Corporation at any time or from time to time after the Commitment Date for a series of Preferred Stock makes or issues, or fixes a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution 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 such series 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 which 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, retained such securities receivable by them as aforesaid during such period, subject to all other adjustments called for during such period under this Section D(6) with respect to the rights of the holders of the Preferred Stock.
- (g) Adjustment for Reclassification, Exchange and Substitution. In the event that at any time or from time to time after the Commitment Date for a series of Preferred Stock, the Common Stock issuable upon the conversion of such series of Preferred Stock is changed into the same or a different number of shares of any class or classes of stock, whether by recapitalization, reclassification or otherwise (other than a subdivision or combination of shares or stock dividend or a reorganization, merger, consolidation or sale of assets, provided for elsewhere in this Section D(6)), then and in any such event each holder of such series of Preferred Stock shall have the right thereafter to convert such Preferred Stock into the kind and amount of stock and other securities and property receivable upon such recapitalization, reclassification or other change, by holders of the maximum number of shares of Common Stock into which such shares of Preferred Stock could have been converted immediately prior to such recapitalization, reclassification or change, all subject to further adjustment as provided herein.
- (h) Reorganizations, Mergers, Consolidations or Sales of Assets. Subject to Section D(3) of this Article Fourth, if at any time or from time to time after the Commitment Date for a series of Preferred Stock there is a capital reorganization of the Common Stock (other than a recapitalization, subdivision, combination, reclassification or exchange of shares provided for elsewhere in this Section D(6)) or a merger or consolidation of the Corporation with or into another Corporation, or the sale of all or substantially all of the Corporation's properties and assets to any

other person or entity, then, as a part of such reorganization, merger, consolidation or sale, provision shall be made so that the holders of each series of Preferred Stock shall thereafter be entitled to receive upon conversion of such series of Preferred Stock the number of shares of stock or other securities or property of the Corporation, or of the successor corporation resulting from such merger or consolidation or sale, to which a holder of the number of shares of Common Stock deliverable upon conversion would have been entitled on such capital reorganization, merger, consolidation, or sale. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 6 with respect to the rights of the holders of such Preferred Stock after the reorganization, merger, consolidation or sale to the end that the provisions of this Section D(6) (including adjustment of the Conversion Price then in effect and the number of shares purchasable upon conversion of such Preferred Stock) shall be applicable after that event and be as nearly equivalent as may be practicable.

(i) Sale of Shares Below Conversion Price.

- (1) If at any time or from time to time after the Commitment Date for a series of Preferred Stock, the Corporation issues or sells, or is deemed by the express provisions of this Section D(6)(i) to have issued or sold, Additional Shares of Common Stock (as hereinafter defined), other than as a dividend or other distribution on any class of stock as provided in Section D(6)(e) above and other than upon a subdivision or combination of shares of Common Stock as provided in Section D(6)(d) above, for an Effective Price (as hereinafter defined) less than the then existing Conversion Price for such series of Preferred Stock, then and in each such case the then existing Conversion Price for such series of Preferred Stock shall be reduced, as of the opening of business on the date of such issue or sale, to a price determined by multiplying the then existing Conversion Price by a fraction (i) the numerator of which shall be (A) the number of shares of Common Stock outstanding at the close of business on the day next preceding the date of such issue or sale, plus (B) the number of shares of Common Stock that the aggregate consideration received (or by the express provisions hereof deemed to have been received) by the Corporation for the total number of Additional Shares of Common Stock so issued would purchase at the Conversion Price in effect prior to the issue of Additional Shares of Common Stock, and (ii) the denominator of which shall be the number of shares of Common Stock outstanding at the close of business on the date of such issue after giving effect to such issue of Additional Shares of Common Stock.

For the purpose of the calculation described in this Section D(6)(i), the number of shares of Common Stock outstanding shall include (A) the number of shares of Common Stock into which the then outstanding shares of Preferred Stock could be fully converted on the day next preceding the issue or sale of Additional Shares of Common Stock and (B) the number of shares of Common Stock that could be obtained through the conversion of all Convertible Securities (as hereinafter defined) which are convertible on the day next preceding the issue or sale of Additional Shares of Common Stock.

- (2) For the purpose of making any adjustment required under this Section D(6)(i), the consideration received by the Corporation for any issue or sale of securities shall (A) to the extent it consists of cash be computed at the net amount of cash received by the Corporation after deduction of any underwriting or similar commissions, compensation, or concessions paid or allowed by the Corporation in connection with such issue or sale, (B) to the extent it consists of property other than cash, be computed at the fair value of that property as reasonably determined in good faith by the Board of Directors, and (C) if Additional Shares of Common Stock, Convertible Securities or rights or options to purchase either Additional Shares of Common Stock or Convertible Securities are issued or sold together with other stock or securities or other assets of the Corporation for a consideration which covers both, be computed as the portion of the consideration so received that may be reasonably determined in good faith by the Board to be allocable to such Additional Shares of Common Stock, Convertible Securities or rights or options.
- (3) For the purpose of the adjustment required under this Section D(6)(i), if the Corporation issues or sells any rights or options for the purchase of, or stock or other securities convertible or exchangeable, with or without consideration, into Additional Shares of Common Stock (such convertible or exchangeable stock or securities being hereinafter referred to in this Section D(6)(i) as "Convertible Securities") and if the Effective Price of such Additional Shares of Common Stock is less than the Conversion Price of a series of Preferred Stock then in effect, then in each case the Corporation shall be deemed to have issued at the time of the issuance of such rights or options or Convertible Securities the maximum number of Additional Shares of Common Stock then issuable upon exercise or conversion thereof and to have received as consideration for the issuance of such shares an amount equal to the total amount of the consideration, if any, received by the Corporation for the issuance of



such rights or options or Convertible Securities, plus, in the case of such rights or options, the minimum amounts of consideration, if any, payable to the Corporation upon the exercise of such rights or options, plus, in the case of Convertible Securities, the minimum amounts of consideration, if any, payable to the Corporation (other than by cancellation of liabilities or obligations evidenced by such Convertible Securities) upon the conversion thereof. No further adjustment of the Conversion Price for such series of Preferred Stock, adjusted upon the issuance of such rights, options or Convertible Securities, shall be made as a result of the actual issuance of Additional Shares of Common Stock on the exercise of any such rights or options or the conversion of any such Convertible Securities.

- (4) If any such rights or options or the conversion or exchange privilege represented by any such Convertible Securities shall expire without having been exercised, the Conversion Price for such series of Preferred Stock adjusted upon the issuance of such rights, options or Convertible Securities shall be readjusted to the Conversion Price which would have been in effect had an adjustment been made on the basis that the only Additional Shares of Common Stock so issued were the Additional Shares of Common Stock, if any, actually issued or sold on the exercise of such rights or options or rights of conversion or exchange of such Convertible Securities, and such Additional Shares of Common Stock, if any, were issued or sold for the consideration actually received by the Corporation upon such exercise, plus the consideration, if any, actually received by the Corporation for the granting of all such rights or options, whether or not exercised, plus the consideration received for issuing or selling the Convertible Securities actually converted, plus the consideration, if any, actually received by the Corporation (other than by cancellation of liabilities or obligations evidenced by such Convertible Securities) on the conversion of such Convertible Securities.

- (5) For the purpose of the adjustment required under this Section D(6)(i), if the Corporation issues or sells any rights or options for the purchase of Convertible Securities and if the Effective Price of the Additional Shares of Common Stock underlying such Convertible Securities is less than the Conversion Price for any series of Preferred Stock then in effect, then in each such case the Corporation shall be deemed to have issued at the time of the issuance of such rights or options the maximum number of Additional Shares of Common

Stock then issuable upon conversion or exchange of the total amount of Convertible Securities covered by such rights or options and to have received as consideration for the issuance of such Additional Shares of Common Stock an amount equal to the amount of consideration, if any, received by the Corporation for the issuance of such rights or options, plus the minimum amounts of consideration, if any, payable to the Corporation upon the exercise of such rights or options and plus the minimum amount of consideration, if any, payable to the Corporation (other than by cancellation of liabilities or obligations evidenced by such Convertible Securities) upon the conversion of such Convertible Securities. No further adjustment of the Conversion Price for such series of Preferred Stock, adjusted upon the issuance of such rights or options, shall be made as a result of the actual issuance of the Convertible Securities upon the exercise of such rights or options or upon the actual issuance of Additional Shares of Common Stock upon the conversion of such Convertible Securities. The provisions of paragraph (4) of this Section D(6) above for the readjustment of the Conversion Price for such series of Preferred Stock upon the expiration of rights or options or the rights of conversion or exchange of Convertible Securities shall apply mutatis mutandis to the rights, options and Convertible Securities referred to in this paragraph (5) of Section D(6)(i).

- (6) "Additional Shares of Common Stock" shall mean all shares of Common Stock issued by the Corporation after the Commitment Date for any series of Preferred Stock, whether or not subsequently reacquired or retired by the Corporation, other than shares of Common Stock issued (i) either directly or upon exercise of options, to employees, consultants or directors pursuant to the Corporation's 2001 Stock Option Plan; (ii) in an Initial Public Offering or to underwriters in connection with such offering; (iii) upon conversion of the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock or Series E Preferred Stock or as dividends on the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock or Series D Preferred Stock; (iv) in connection with a business acquisition of an Affiliate (hereinafter defined) by the Corporation; (v) pursuant to equipment lease financings or bank credit arrangements approved by the Board of Directors; and (vi) upon exercise of warrants, options or other convertible debt or equity securities or rights to acquire Common Stock by persons or entities with which the Corporation has business relationships, provided such issuances are for

Stock then issuable upon conversion or exchange of the total amount of Convertible Securities covered by such rights or options and to have received as consideration for the issuance of such Additional Shares of Common Stock an amount equal to the amount of consideration, if any, received by the Corporation for the issuance of such rights or options, plus the minimum amounts of consideration, if any, payable to the Corporation upon the exercise of such rights or options and plus the minimum amount of consideration, if any, payable to the Corporation (other than by cancellation of liabilities or obligations evidenced by such Convertible Securities) upon the conversion of such Convertible Securities. No further adjustment of the Conversion Price for such series of Preferred Stock, adjusted upon the issuance of such rights or options, shall be made as a result of the actual issuance of the Convertible Securities upon the exercise of such rights or options or upon the actual issuance of Additional Shares of Common Stock upon the conversion of such Convertible Securities. The provisions of paragraph (4) of this Section D(6) above for the readjustment of the Conversion Price for such series of Preferred Stock upon the expiration of rights or options or the rights of conversion or exchange of Convertible Securities shall apply mutatis mutandis to the rights, options and Convertible Securities referred to in this paragraph (5) of Section D(6)(i).

- (6) "Additional Shares of Common Stock" shall mean all shares of Common Stock issued by the Corporation after the Commitment Date for any series of Preferred Stock, whether or not subsequently reacquired or retired by the Corporation, other than shares of Common Stock issued (i) either directly or upon exercise of options, to employees, consultants or directors pursuant to the Corporation's 2001 Stock Option Plan; (ii) in an Initial Public Offering or to underwriters in connection with such offering; (iii) upon conversion of the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock or Series E Preferred Stock or as dividends on the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock or Series D Preferred Stock; (iv) in connection with a business acquisition of an Affiliate (hereinafter defined) by the Corporation; (v) pursuant to equipment lease financings or bank credit arrangements approved by the Board of Directors; and (vi) upon exercise of warrants, options or other convertible debt or equity securities or rights to acquire Common Stock by persons or entities with which the Corporation has business relationships, provided such issuances are for

non-financing purposes and are approved by the Board of Directors. For purposes of the definition of "Additional Shares of Common Stock", the sale or other disposition of any Common Stock of the Corporation after the Commitment Date for a series of Preferred Stock theretofore held in its treasury shall be deemed to be an issuance thereof.

The "Effective Price" of Additional Shares of Common Stock shall mean the quotient determined by dividing the total number of Additional Shares of Common Stock issued or sold, or deemed to have been issued or sold by the Corporation under this Section D(6)(i), into the aggregate consideration received, or deemed to have been received by the Corporation for such issue under this Section D(6)(i), for such Additional Shares of Common Stock.

An "Affiliate" as used in Section D(6)(iv) means a business entity in which, prior to its acquisition, the Corporation, or its officers or directors owns twenty-five (25) percent or more of the outstanding capital stock of such business or entity (determined on a fully-diluted basis).

- (j) Certificate of Adjustment. In each case of an adjustment or readjustment of the Conversion Price of any series of Preferred Stock or the number of shares of Common Stock or other securities issuable upon conversion of any series of Preferred Stock, the Corporation shall compute such adjustment or readjustment in accordance with the provisions hereof and prepare a certificate showing such adjustment or readjustment, and shall mail such certificate, by first class mail, postage prepaid, to each registered holder of the Preferred Stock at the holder's address as shown in the Corporation's books. The certificate shall set forth such adjustment or readjustment, showing in detail the facts upon which such adjustment or readjustment is based, including a statement of (1) the consideration received or deemed to be received by the Corporation for any Additional Shares of Common Stock issued or sold or deemed to have been issued or sold, (2) the Conversion Price for each series of Preferred Stock at the time in effect, (3) the number of Additional Shares of Common Stock and (4) the type and amount, if any, of other property which at the time would be received upon conversion of the Preferred Stock.
  
- (k) Notices of Record Date. In the event of (i) the Corporation setting a record date for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, or (ii) any capital reorganization of the Corporation,

any reclassification or recapitalization of the capital stock of the Corporation, any merger or consolidation of the Corporation with or into any other corporation, or any transfer of all or substantially all of the assets of the Corporation to any other person or entity or any voluntary or involuntary dissolution, liquidation or winding up of the Corporation, the Corporation shall mail to each holder of Preferred Stock at least ten (10) days prior to the record date specified therein, a notice specifying (1) the record date for purposes of such dividend or distribution and a description of such dividend or distribution, (2) the date on which any such reorganization, reclassification, transfer, consolidation, merger, dissolution, liquidation or winding up is expected to become effective, and (3) the date, if any, that is to be fixed, as to when the holders of record of Common Stock (or other securities) shall be entitled to exchange their shares of Common Stock (or other securities) for securities or other property deliverable upon such reorganization, reclassification, transfer, consolidation, merger, dissolution, liquidation or winding up.

- (l) Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of Preferred Stock. If more than one share of Preferred Stock shall be surrendered for conversion at any one time by the same holder, the number of full shares of Common Stock issuable upon conversion thereof shall be computed on the basis of the aggregate number of shares of Preferred Stock so surrendered. In lieu of any fractional share to which the holder would otherwise be entitled, the Corporation shall pay cash equal to the product of such fraction multiplied by the fair market value of one share of the Corporation's Common Stock on the date of conversion, as reasonably determined in good faith by the Board of Directors.
  
- (m) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.
  
- (n) Notices. All notices and other communications required by the provisions of this Section D(6) shall be in writing and shall be deemed to have been duly given if delivered personally, mailed

by certified mail (return receipt requested) or sent by overnight delivery service, cable, telegram, facsimile transmission or telex to each holder of record at the address of such holder appearing on the books of the Corporation. Notice so given shall, in the case of notice so given by mail, be deemed to be given and received on the fourth calendar day after posting, in the case of overnight delivery service, on the date of actual delivery and, in the case of notice so given by cable, telegram, facsimile transmission, telex or personal delivery, on the date of actual transmission or, as the case may be, personal delivery.

- (o) Payment of Taxes. The Corporation will pay all taxes (other than taxes based upon income) and other governmental charges that may be imposed with respect to the issue or delivery of shares of Common Stock upon conversion of shares of Preferred Stock, including without limitation any tax or other charge imposed in connection with any transfer involved in the issue and delivery of shares of Common Stock in a name other than that in which the shares of Preferred Stock so converted were registered.
- (p) No Dilution or Impairment. The Corporation shall not amend its Certificate of Incorporation or participate in any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, for the purpose of avoiding or seeking to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in carrying out all such action as may be reasonably necessary or appropriate in order to protect the conversion rights of the holders of the Preferred Stock against dilution or other impairment.
- (q) Rounding of Calculations; Minimum Adjustment. All calculations under this Section D(6) shall be made to the nearest one thousandth (1/1,000th) cent or to the nearest one thousandth (1/1,000th) of a share, as the case may be. Any provision of this Section D(6) to the contrary notwithstanding, no adjustment in the Conversion Price shall be made if the amount of such adjustment would be less than \$0.001, but any such amount shall be carried forward and an adjustment with respect thereto shall be made at the time of and together with any such subsequent adjustment which, together with such amount and any other amount or amounts so carried forward, shall aggregate \$0.001 or more.

Fifth: Elections of directors need not be by written ballot except and to the extent provided otherwise in the bylaws of the Corporation.

Sixth: The Corporation shall have perpetual existence.

Seventh: The board of directors is expressly authorized to make, alter, or repeal the bylaws of the Corporation.

Eighth: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, as the same exists or hereafter may be amended, or (iv) for any transaction from which the director derived an improper personal benefit. If the DGCL hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended DGCL. Any repeal or modification of this paragraph by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

Ninth: The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative, any appeal in such an action, suit or proceeding and any inquiry or investigation that could lead to such an action, suit or proceeding (whether or not by or in the right of the Corporation), by reason of fact that he is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another corporation, partnership, joint venture, sole proprietorship, trust, nonprofit entity, employee benefit plan or other enterprise, against all judgments, penalties (including excise and similar taxes), fines, settlements and expenses (including attorneys' fees and court costs) actually and reasonably incurred by him in connection with such action, suit or proceeding to the fullest extent permitted by any applicable law, and such indemnity shall inure to the benefit of the heirs, executors and administrators of any such person so indemnified pursuant to this Article Ninth. The right to indemnification under this Article Ninth shall be a contract right and shall include, with respect to directors and officers, the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its disposition; provided, however, that, if the DGCL requires, the payment of such expenses incurred by a director or officer in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article Ninth or otherwise. The Corporation may, by action of its board of directors, pay such expenses incurred by employees and agents of the Corporation upon such terms as the board of directors deems appropriate. The indemnification and advancement of expenses provided by, or granted pursuant to this Article Ninth shall not be deemed exclusive of any other right to which those seeking indemnification may be entitled under any law, bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. Any repeal or amendment of this Article Ninth by the stockholders of the Corporation or by changes in applicable law shall, to the extent permitted by applicable law, be prospective only, and not adversely affect the indemnification of any person who may be indemnified at the time of such repeal or amendment.

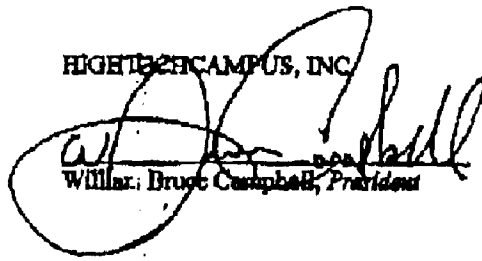
Tenth: Any capital expenditure by the Corporation in excess of \$25,000 shall require the approval of the Board of Directors.

**Remainder of Page Intentionally Left Blank.  
Signature Page to Follow.**



IN WITNESS WHEREOF, HighTechCampus, Inc. has caused this Fourth Amended and Restated Certificate of Incorporation to be executed this 10th day of April, 2002.

HIGHTECHCAMPUS, INC.



William Drost Campbell, President

ATTEST:



Don Phillips, Secretary

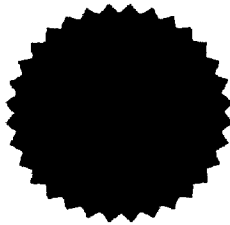
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "HIGHTECHCAMPUS, INC.", CHANGING ITS NAME FROM "HIGHTECHCAMPUS, INC." TO "EDGIA, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF APRIL, A.D. 2002, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

S154646 8100

AUTHENTICATION: 1718340

020232958

DATE: 04-12-02

RECORDED: 12/31/2002

TRADEMARK  
REEL: 002652 FRAME: 0703