

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

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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):

VoiceRamp Technologies, Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other _____
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: March 31, 2003

2. Name and address of receiving party(ies)

Name: Carrius Technologies, Inc.

Internal

Address: _____

Street Address: 2140 Lake Park Boulevard, Suite 500

City: Richardson State: TX Zip: 75080

- 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

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

A. Trademark Application No.(s) 78/227,889

B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

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

Name: Andrew S. Ehmke

Internal Address: Haynes and Boone, LLP

Street Address: 901 Main Street, Suite 3100

City: Dallas State: TX Zip: 75202

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41):.....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

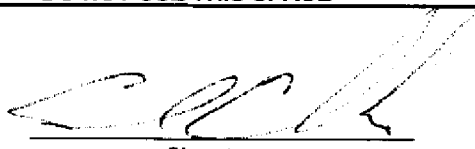
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DO NOT USE THIS SPACE

9. Signature.

Andrew S. Ehmke, Reg. No. 50,271

Name of Person Signing



Signature

July 23, 2003

Date

Total number of pages including cover sheet, attachments, and document: 21

Mail documents to be recorded with required cover sheet information to:
Mail Stop Assignment Recordation Services, Director of the United States Patent and Trademark Office
P.O. Box 1450, Alexandria, VA 22313-1450

CH \$40.00 081394 78227889

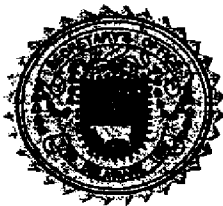
Delaware

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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 "VOICERAMP TECHNOLOGIES, INC.", CHANGING ITS NAME FROM "VOICERAMP TECHNOLOGIES, INC." TO "CARRIUS TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MARCH, A.D. 2003, AT 5 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3410057 8100

AUTHENTICATION: 2341137

030212999

DATE: 03-31-03

TRADEMARK
REEL: 002688 FRAME: 0727

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
LED 05:00 PM 03/31/2003
030212999 - 3410057

VOICERAMP TECHNOLOGIES, INC.

RESTATED CERTIFICATE OF INCORPORATION

VoiceRamp Technologies, Inc., a corporation organized and existing under the laws of the State of Delaware hereby certifies as follows:

A. The original name of this corporation is VoiceRamp Technologies, Inc., and the date of filing of its original Certificate of Incorporation with the Delaware Secretary of State was July 17, 2001.

B. This Restated Certificate of Incorporation was duly adopted by this corporation's directors and stockholders in accordance with the applicable provisions of Sections 228, 242 and 245 of the Delaware General Corporation Law (the "DGCL").

C. This Restated Certificate of Incorporation restates, integrates and amends the provisions of the Certificate of Incorporation of this corporation, as heretofore amended.

D. The text of the Certificate of Incorporation, as heretofore amended, is hereby amended and restated in its entirety to read as follows:

Article I

The name of this corporation is CARRIUS TECHNOLOGIES INC. (the "Corporation").

Article II

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

Article III

The Corporation is to have perpetual existence.

Article IV

The address of the Corporation's registered office in the State of Delaware is 615 South DuPont Highway, Dover, Delaware 19901, County of Kent. The name of its registered agent at such address is Capitol Services, Inc.

Article V

This Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which this Corporation is authorized to issue is 46,250,000 shares. 30,000,000 shares shall be Common Stock with a par value of \$0.001 per share. 16,250,000 shares shall be Preferred Stock with a par value of \$0.001 per share, all of which shares shall be designated Series A Preferred Stock.

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The relative rights, preferences, privileges, limitations and restrictions granted to or imposed on the respective classes of the shares of capital stock or the holders thereof are as follows:

5.1 Dividends. The holders of the Series A Preferred Stock shall be entitled to receive dividends, out of any funds legally available therefor, prior and in preference to any declaration or payment of any dividend (payable other than in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of this Corporation's Common Stock) on the Corporation's Common Stock, at the rate of \$0.04 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations or similar events with respect to such share) per annum. Such dividends shall be payable when, as and if declared by the Corporation's Board of Directors, and shall not be cumulative; provided, however, with respect to any shares of Series A Preferred Stock that have not been converted to Common Stock pursuant to subsection (A) or (B) of Section 5.3 by the fifth anniversary of the date on which the Corporation issued its first share of Series A Preferred Stock (the "*Series A Original Issue Date*"), dividends upon such shares of Series A Preferred Stock shall begin to accumulate from that date. Upon conversion of the Series A Preferred Stock pursuant to subsection (A) or (B) of Section 5.3, all dividends declared or accumulated but unpaid shall be payable in shares of Common Stock at the then fair market value as determined in good faith by the Board of Directors or in cash at the discretion of the Board of Directors. No dividends shall be paid on any shares of Common Stock (other than dividends payable solely in Common Stock) unless (i) all dividends declared or accumulated but unpaid on the Series A Preferred Stock have been paid and (ii) a dividend (including the amount of any dividend paid pursuant to the first sentence of this Section 5.1) is paid with respect to all outstanding shares of the Series A Preferred Stock in an amount for each such share of the Series A Preferred Stock equal to the aggregate amount of such dividends for all shares of Common Stock into which each such share of the Series A Preferred Stock could then be converted.

5.2 Liquidation Preference. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, distributions to the Corporation's stockholders shall be made in the following manner:

(A) Series A Preferred Stock Preference. The holders of Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the Corporation's assets or funds to the holders of the Corporation's Common Stock by reason of their ownership thereof, an amount equal to \$0.50 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations or similar events with respect to such share) (the "*Series A Original Issue Price*"), plus an additional amount equal to any dividends accrued or declared but unpaid on each such share. If, upon such liquidation, dissolution or winding up of the Corporation, the assets and funds distributed are insufficient to permit the payment to each holder of Series A Preferred Stock of the full aforesaid preferential amount, the entire assets and funds legally available for distribution shall be distributed ratably among the holders of the Series A Preferred Stock based on the number of shares of Series A Preferred Stock held by each such holder. The Series A Original Issue Price is sometimes referred to herein as the "*Original Issue Price*."

(B) Remaining Assets. Upon the completion of the distribution required by subsection (A) of this Section 5.2, the Corporation's remaining assets or funds available for

distribution to stockholders shall be distributed ratably to the holders of Series A Preferred Stock and Common Stock based on the number of shares of Common Stock held by each such holder (assuming full conversion of the Series A Preferred Stock).

(C) (1) Unless otherwise determined by the holders of at least a majority of the Series A Preferred Stock then outstanding, for the purposes of this Section 5.2, a liquidation, dissolution or winding up of the Corporation shall be deemed to be occasioned by, or include, the following: (X) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation, but excluding any merger effected exclusively for the purpose of changing the domicile of the Corporation and excluding any preferred stock equity financing of the Corporation), unless the Corporation's stockholders of record as constituted immediately prior to such transaction or series of related transactions will, immediately after such transaction or series of related transactions hold at least fifty percent (50%) of the voting power of the surviving or acquiring entity or (Y) a sale of all or substantially all of the assets of the Corporation.

(2) In any of such events, if the consideration received by the Corporation is other than cash, its value will be deemed its fair market value, as determined in good faith by the Corporation's Board of Directors. Any securities shall be valued as follows:

(a) For securities not subject to investment letter or other similar restrictions on free marketability,

(i) if traded on a securities exchange or The Nasdaq Stock Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange or market over the 10-day trading period ending three (3) days prior to the closing of such transaction;

(ii) if actively traded over-the-counter, the value shall be deemed to be the average of the closing bid prices over the 10-day trading period ending three (3) days prior to the closing of such transaction; and

(iii) if there is no active public market, the value shall be the fair market value thereof, as determined in good faith by the Corporation's Board of Directors.

(b) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate) shall take into account an appropriate discount (as determined in good faith by the Corporation's Board of Directors) from the market value as determined pursuant to subsection (C)(2)(a) so as to reflect the approximate fair market value thereof.

(3) In the event the requirements of this subsection (C) are not complied with, the Corporation shall forthwith either:

(a) cause the closing of such transaction to be postponed until such time as the requirements of this Section 5.2 have been complied with, or

(b) cancel such transaction, in which event the rights, preferences, privileges and restrictions of the holders of the Series A Preferred Stock shall revert to and be the same as such rights, preferences, privileges and restrictions existing immediately prior to the date of the first notice referred to in subsection (C)(4).

(4) The Corporation shall give each holder of record of the Series A Preferred Stock written notice of a transaction described in subsection (C)(1) not later than twenty (20) days prior to the stockholders' meeting called to approve such transaction, or twenty (20) days prior to the closing of such transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such transaction. The first of such notices shall describe the material terms and conditions of the impending transaction and the provisions of this Section 5.2, and the Corporation shall thereafter give such holders prompt notice of any material changes. The transaction shall in no event take place sooner than twenty (20) days after the Corporation has given the first notice provided for herein or sooner than ten (10) days after the Corporation has given notice of any material changes to the terms of the impending transaction; provided, however, that such periods may be shortened upon the written consent of the holders of at least a majority of the shares of the Series A Preferred Stock then outstanding.

5.3 Conversion. The holders of the Series A Preferred Stock have conversion rights as follows:

(A) Right to Convert. Each share of the Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share and on or prior to the fifth day prior to the Redemption Date, if any, as may have been fixed in any Redemption Notice with respect to the Series A Preferred Stock, at the office of the Corporation or any transfer agent for the Series A Preferred Stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Series A Original Issue Price by the Conversion Price for the Series A Preferred Stock, determined as hereinafter provided, in effect at the time of the conversion (the "Conversion Rate"). The initial "Conversion Price" per share for the Series A Preferred Stock shall be the Series A Original Issue Price. Such initial Conversion Price of the Series A Preferred Stock shall be subject to adjustment as provided in subsection (D) of this Section 5.3.

(B) Automatic Conversion. Each share of the Series A Preferred Stock shall automatically be converted into shares of Common Stock at its then effective Conversion Rate upon the earlier of (i) 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 (the "1933 Act"), covering the offer and sale of Common Stock to the public for the account of the Corporation in which the public offering price (prior to underwriter's discounts or commissions and offering expenses) equals or exceeds \$1.50 per share (subject to adjustment for stock splits, stock dividends, recapitalizations and similar events) and the aggregate gross proceeds raised (prior to underwriter's discounts or commissions and offering expenses) equals or exceeds \$25,000,000 or (ii) on the date the holders of at least a majority of the then outstanding shares of the Series A Preferred Stock so elect to convert.

(C) Mechanics of Conversion. Before any holder of the Series A Preferred Stock shall be entitled to convert the same into shares of Common Stock, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of this Corporation or of any transfer agent for the Series A Preferred Stock, and shall give written notice to this Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued; provided, however, that in the event of an automatic conversion in connection with an underwritten public offering as described in subsection (B) above, the outstanding shares of Series A Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent, and provided further that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such automatic conversion unless the certificates evidencing such shares of Series A Preferred Stock are either delivered to the Corporation or its transfer agent as provided above, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. This Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series A Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. 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 Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date. If the conversion is in connection with an underwritten public offering as described in subsection (B) above, the conversion may, at the option of any holder tendering Series A Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive the Common Stock upon conversion of the Series A Preferred Stock shall not be deemed to have converted such Series A Preferred Stock until immediately prior to the closing of such sale of securities. In addition, any optional conversion may be conditional upon the happening of a specific event, in which event the person(s) entitled to receive Common Stock issuable upon such conversion of such Series A Preferred Stock shall not be deemed to have converted such Series A Preferred Stock until immediately prior to the happening of such event.

(D) Adjustment of Conversion Price. The Conversion Price of the Series A Preferred Stock shall be subject to adjustment from time to time as follows:

(1) (a) If the Corporation shall issue, after the date of filing of this Restated Certificate, any Additional Stock (as defined in subsection (D)(2)) without consideration or for a consideration per share less than the Conversion Price for the Series A Preferred Stock in effect immediately prior to the issuance of such Additional Stock, the Conversion Price for such series in effect immediately after each such issuance of Additional Stock shall forthwith (except as otherwise provided in this subsection (D)) be adjusted to a price (calculated to the nearest cent) equal to the product obtained by multiplying the Conversion Price for the Series A Preferred Stock in effect immediately prior to such issuance of Additional Stock by a fraction, the numerator of which is equal to the sum of (x) the total number of shares of Common Stock outstanding (including any

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shares of Common Stock deemed to be issued pursuant to subsection (D)(1)(e)(i) or (ii) of this Section 5.3) immediately prior to such issuance of Additional Stock plus (y) the number of shares of Common Stock that the aggregate consideration received by this Corporation for such issuance of Additional Stock would purchase at the Conversion Price for the Series A Preferred Stock in effect immediately prior to such issuance of Additional Stock, and the denominator of which is equal to the sum of (x) the total number of shares of Common Stock outstanding (including any shares of Common Stock deemed to be issued pursuant to subsection (D)(1)(e)(i) or (ii) of this Section 5.3 immediately prior to such issuance of Additional Stock plus (y) the number of shares of such Additional Stock actually issued.

(b) No adjustment in the Conversion Price for the Series A Preferred Stock need be made if such adjustment would result in a change in the Conversion Price of less than \$0.01. Any adjustment of less than \$0.01 which is not made shall be carried forward and shall be made at the time of and together with any subsequent adjustment that, on a cumulative basis, amounts to an adjustment of \$0.01 or more in the Conversion Price. Except to the limited extent provided for in subsections (D)(1)(e)(iii) or (iv), no adjustment of such Conversion Price pursuant to this subsection (D)(1) shall have the effect of increasing the Conversion Price above the Conversion Price in effect immediately prior to such adjustment.

(c) In the case of the issuance of Common Stock for cash, the consideration shall be deemed to be the amount of cash paid therefor before deducting any discounts, commissions or other expenses allowed, paid or incurred by the Corporation for any underwriting or otherwise in connection with the issuance and sale thereof.

(d) In the case of the issuance of Common Stock for a consideration in whole or in part other than cash, the consideration other than cash shall be deemed to be the fair value thereof as determined in good faith by the Corporation's Board of Directors irrespective of any accounting treatment.

(e) In the case of the issuance (whether before, on or after the date of filing of this Restated Certificate) of (i) options to purchase or rights to subscribe for Common Stock, (ii) securities, by their terms, convertible into or exchangeable for Common Stock or (iii) options to purchase or rights to subscribe for securities, by their terms, convertible into or exchangeable for Common Stock, the following provisions shall apply for all purposes of subsections (D)(1) and (2):

(i) The aggregate maximum number of shares of Common Stock deliverable upon exercise (assuming the satisfaction of any conditions to exercisability, including without limitation, the passage of time) of such options to purchase or rights to subscribe for Common Stock shall be deemed to have been issued at the time such options or rights were issued and for a consideration equal to the consideration (determined in the manner provided in subsections (D)(1)(c) and (D)(1)(d)), if any, received by the Corporation upon the issuance of such options or rights plus the minimum purchase price provided in such options or rights for the Common Stock covered thereby (without taking into account potential antidilution adjustments).

(ii) The aggregate maximum number of shares of Common Stock deliverable upon conversion of or in exchange (assuming the satisfaction of any conditions to convertibility or exchangeability, including, without limitation, the passage of time) for any such convertible or exchangeable securities, or upon the exercise of options to purchase or rights to subscribe for such convertible or exchangeable securities and subsequent conversion or exchange thereof, shall be deemed to have been issued at the time such securities were issued or such options or rights were issued and for a consideration equal to the consideration, if any, received by the Corporation for any such securities and related options or rights (excluding any cash received on account of accrued interest or accrued dividends), plus the minimum additional consideration, if any, to be received by the Corporation upon the conversion or exchange of such securities or the exercise of any related options or rights (the consideration in each case to be determined in the manner provided in subsections (D)(1)(c) and (D)(1)(d)).

(iii) In the event of any change in the number of shares of Common Stock deliverable upon exercise of any such options or rights or conversion of or exchange for such convertible or exchangeable securities, or on any change in the minimum purchase price of such options, rights or securities, including, but not limited to, a change resulting from the antidilution provisions of such options, rights or securities, the Conversion Price of the Series A Preferred Stock that was in any way affected by or computed using such options, rights or securities, shall be recomputed to reflect such change, but no further adjustment shall be made for the actual issuance of Common Stock or any payment of such consideration upon the exercise of any such options or rights or the conversion or exchange of such securities.

(iv) Upon the expiration of any such options or rights, the termination of any such rights to convert or exchange or the expiration of any options or rights related to such convertible or exchangeable securities, the Conversion Price of the Series A Preferred Stock, if in any way affected by or computed using such options, rights or securities related to such options or rights shall forthwith be readjusted to such Conversion Price as would have been obtained had the adjustment made upon the issuance of such options, rights, convertible or exchangeable securities or options or rights related to such convertible or exchangeable securities, as the case may be, been made upon the basis of the issuance of only the number of shares of Common Stock (and convertible or exchangeable securities that remain in effect) actually issued upon the exercise of such options or rights, upon the conversion or exchange of such convertible or exchangeable securities or upon the exercise of the options or rights related to such convertible or exchangeable securities, as the case may be.

(v) The number of shares of Common Stock deemed issued and the consideration deemed paid therefor pursuant to subsections (D)(1)(e)(i) and (ii) shall be appropriately adjusted to reflect any change, termination or expiration of the type described in either subsection (D)(1)(e)(iii) or (iv).

(2) "Additional Stock" shall mean any shares of Common Stock issued (or deemed to have been issued pursuant to subsection (D)(1)(e) of this Section 5.3) by this Corporation after the date of filing of this Restated Certificate other than:

- (a) shares of Common Stock issued pursuant to an event or transaction described in subsection (3) of this Section 5.3(D);
- (b) shares of Common Stock issuable upon conversion of shares of Series A Preferred Stock;
- (c) shares of Common Stock or other securities issued as a dividend on the shares of Series A Preferred Stock;
- (d) shares of Common Stock, warrants or options to purchase Common Stock or other securities issued to the Corporation's employees, officers, directors, consultants, advisors and services providers pursuant to any plan or arrangement, provided such plan or arrangement is approved by the Corporation's Board of Directors (including, for any plan or arrangement adopted after the date of this Restated Certificate of Incorporation, at least one director elected exclusively by the holders of the Series A Preferred Stock);
- (e) shares of Common Stock, warrants or options to purchase Common Stock or other securities issued to banks or equipment lessors in connection with commercial credit arrangements, equipment financings or similar transactions, provided such issuance is approved by the Corporation's Board of Directors (including at least one director elected exclusively by the holders of Series A Preferred Stock);
- (f) shares of Common Stock, warrants or options to purchase Common Stock or other securities issued in connection with corporate or strategic partnering agreements or agreements to license technology (including but not limited to collaboration, development, OEM, marketing or other similar agreements), provided such issuance is approved by the Corporation's Board of Directors (including at least one director elected exclusively by the holders of Series A Preferred Stock);
- (g) shares of Common Stock or other securities issued in connection with a bona fide business acquisition of or by the Corporation (whether by merger, consolidation, sale of assets, sale or exchange of stock or otherwise), provided such acquisition is approved by the Corporation's Board of Directors (including at least one director elected exclusively by the holders of Series A Preferred Stock);
- (h) shares of Common Stock or other securities issued in a firm commitment underwritten public offering pursuant to an effective registration statement under the 1933 Act pursuant to which all outstanding shares of the Series A Preferred Stock are converted to Common Stock;
- (i) shares or other securities issued upon exercise or conversion of convertible or exercisable securities outstanding on the date of the filing of this Restated Certificate; or
- (j) up to 38,750 shares of Common Stock issuable to Impulse Telecommunications Corporation pursuant to the Consulting Service Agreement dated June 25, 2002.

(3) Subdivision, etc. In the event this Corporation should at any time or from time to time after the date of filing of this Restated Certificate, fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (hereinafter referred to as "*Common Stock Equivalents*") without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Conversion Price of the Series A Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of Series A Preferred Stock shall be increased in proportion to such increase of the aggregate of shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents.

(4) Combination. If the number of shares of Common Stock outstanding at any time after the date of filing of this Restated Certificate is decreased by a combination of the outstanding shares of Common Stock, then, on the effective date of such combination, the Conversion Price of the Series A Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of any shares of Series A Preferred Stock shall be decreased in proportion to such decrease in outstanding shares.

(5) Waiver of Adjustment to Conversion Price. Notwithstanding anything herein to the contrary, any downward adjustment of the Conversion Price of the Series A Preferred Stock may be waived, either prospectively or retroactively and either generally or in a particular instance, by the consent or vote of the holders of a majority of the outstanding shares of the Series A Preferred Stock. Any such waiver shall bind all current and future holders of shares of the Series A Preferred Stock.

(E) Other Distributions. In the event the Corporation shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by this Corporation or other persons, assets (excluding cash dividends) or options or rights not referred to in subsection (D)(3) of this Section 5.3, then, in each such case for the purpose of this subsection (E), the holders of Series A Preferred Stock shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of the Corporation into which their respective shares of Series A Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of the Corporation entitled to receive such distribution.

(F) Recapitalizations. If, at any time or from time to time after the date of filing of this Restated Certificate, there shall be a recapitalization of the Corporation's Common Stock (other than (x) a subdivision or combination provided for elsewhere in this Section 5.3 or (y) a merger or sale of assets referred to in Section 5.2(C)) provision shall be made so that the holders of the Series A Preferred Stock shall thereafter be entitled to receive upon conversion of the Series A

Preferred Stock the number of shares of stock or other securities or property of the Corporation or otherwise, to which a holder of Common Stock deliverable upon conversion would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 5.3 with respect to the rights of the holders of the Series A Preferred Stock after the recapitalization to the end that the provisions of this Section 5.3 (including adjustment of the Conversion Price then in effect and the number of shares purchasable upon conversion of the Series A Preferred Stock) shall be applicable after that event as nearly equivalent as may be practicable.

(G) No Impairment. The Corporation will not, by amendment of its Certificate of Incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 5.3 and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of the Series A Preferred Stock set forth in this Section 5.3 against impairment. This provision shall not restrict the Corporation's right to amend its Certificate of Incorporation with the requisite stockholder consent.

(H) No Fractional Shares and Certificate as to Adjustment.

(1) No fractional shares shall be issued upon the conversion of any share of the Series A Preferred Stock and, in lieu of any fractional shares to which any holder of the Series A Preferred Stock would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then effective Conversion Price for the Series A Preferred Stock. Whether or not fractional shares are issuable upon such conversion shall be determined on the basis of the total number of shares of Series A Preferred Stock of each holder at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

(2) Upon the occurrence of each adjustment or readjustment of the Conversion Rate for the Series A Preferred Stock pursuant to this Section 5.3, the Corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of the Series A Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon written request at any time of any holder of the Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) all such adjustments and readjustments, (ii) the Conversion Rate at the time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property that at the time would be received upon the conversion of such holder's shares of Series A Preferred Stock.

(I) Notices of Record Date. In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property or to receive any other right, the Corporation shall mail to each holder of Series A Preferred Stock at least twenty (20) days prior to such record date, a notice specifying the

date on which any such record is to be taken for the purpose of such dividend or distribution or right, and the amount and character of such dividend, distribution or right.

(J) 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 Series A 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 Series A 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 Series A 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, including, without limitation, engaging its best efforts to obtain the requisite stockholder approval for any necessary amendment to this Restated Certificate.

(K) Notices. Any notice required by the provisions of Sections 5.2 and 5.3 to be given to the holders of shares of the Series A Preferred Stock shall be deemed given upon personal delivery, upon delivery by nationally recognized courier or three business days after deposit in the United States mail, postage prepaid, and addressed to each holder of record at such holder's address appearing on the Corporation's books.

5.4 Redemption.

(A) At any time after the fifth anniversary of the Series A Original Issue Date, but within forty-five (45) days after the receipt by this Corporation of a written request from the holders of at least a majority of the then outstanding Series A Preferred Stock, that all or, if less than all, a specified percentage of such holders' respective shares of Series A Preferred Stock be redeemed, and concurrently with surrender by such holders of the certificates representing such shares, this Corporation shall, to the extent it may lawfully do so, redeem in three (3) annual installments (each payment date being referred to herein as a "Redemption Date") the shares specified in such request by paying in cash therefor an amount equal to the Series A Original Issue Price per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations or similar events with respect to such share), plus an additional amount equal to any dividends declared or accrued but unpaid on each such share (the "Series A Redemption Price"). The number of shares of Series A Preferred Stock that this Corporation shall be required to redeem on each Redemption Date shall be equal to the amount determined by dividing (i) the aggregate number of shares of the Series A Preferred Stock outstanding immediately prior to any such Redemption Date that have been requested to be redeemed pursuant to this subsection (A) by (ii) the number of remaining Redemption Dates (including the Redemption Date to which such calculation applies). Any redemption effected pursuant to this Section 5.4 shall be made on a pro rata basis among the holders of Series A Preferred Stock to be redeemed in proportion to the number of shares of Series A Preferred Stock then held by such holders.

(B) Redemption Procedure. As used in this subsection (B) and in subsections (C) and (D) below, the term "Redemption Price" shall refer to the Series A Redemption Price. At least thirty (30) days prior to each Redemption Date, written notice (the "Redemption Notice") shall be

mailed, postage prepaid, to each holder of record (at the close of business on the business day next preceding the day on which notice is given) of the Series A Preferred Stock to be redeemed, at the address last shown on the records of the Corporation for such holder or given by the holder to the Corporation for the purpose of notice or if no such address appears or is given, at the place where the principal executive office of the Corporation is located, notifying such holder of the redemption to be effected, specifying the number of shares to be redeemed from such holder, the Redemption Price, the place at which payment may be obtained and calling upon such holder to surrender to the Corporation, in the manner and at the place designated, its certificate or certificates representing the shares to be redeemed. Except as provided in subsection (C) below, on or after each Redemption Date, each holder of Series A Preferred Stock to be redeemed shall surrender to the Corporation the certificate or certificates representing such shares, in the manner and at the place designated in the Redemption Notice, and thereupon the aggregate Redemption Price of such shares shall be payable to the order of the person whose name appears on such certificate or certificates as the owner thereof and each surrendered certificate shall be cancelled. In the event less than all the shares represented by any such certificate are redeemed, a new certificate shall be issued representing the unredeemed shares.

(C) Effect of Redemption. From and after each Redemption Date, unless there shall have been a default in payment of the Redemption Price, all rights of the holders of such shares as holders of Series A Preferred Stock (except the right to receive their respective Redemption Price without interest upon surrender of their certificate or certificates) shall cease with respect to such shares, and such shares shall not thereafter be transferred on the books of the Corporation or be deemed to be outstanding for any purpose whatsoever. If the funds of the Corporation legally available for redemption on any Redemption Date are insufficient to redeem the total number of shares requested to be redeemed on such date, those funds which are legally available will be used to redeem the maximum possible number of such shares ratably among the holders of such shares to be redeemed based upon their holdings of Series A Preferred Stock. The shares not redeemed shall remain outstanding and be entitled to all the rights and preferences provided herein. At any time thereafter when additional funds of the Corporation are legally available for the redemption of shares not redeemed, such funds will immediately be set aside for the redemption of the balance of the shares which the Corporation has become obligated to redeem on any Redemption Date but which it has not redeemed.

(D) Redemption Funding. On or prior to each Redemption Date, the Corporation shall deposit the Redemption Price of all shares of Series A Preferred Stock designated for redemption in the Redemption Notice, and not yet redeemed or converted, with a bank or trust company having aggregate capital and surplus in excess of \$100,000,000 as a trust fund for the benefit of the respective holders of the shares designated for redemption and not yet redeemed. Simultaneously, the Corporation shall deposit irrevocable instructions and authority to such bank or trust company to pay, on and after the date fixed for redemption or prior thereto, the Redemption Price of the Series A Preferred Stock to the holders thereof, upon receipt of notification from the Corporation that such holder has surrendered his, her or its certificates pursuant to subsection (B) above. Any money deposited by the Corporation pursuant to this subsection (D) for the redemption of shares which are thereafter converted into shares of Common Stock no later than the close of business on the last business day prior to the Redemption Date shall be returned to the Corporation forthwith upon such conversion. The balance of any money deposited by the Corporation pursuant

to this subsection (D) remaining unclaimed at the expiration of six months following the Redemption Date shall thereafter be returned to the Corporation, provided that the stockholder to which such money would be payable hereunder shall be entitled, upon proof of its ownership of the Series A Preferred Stock and payment of any bond requested by the Corporation, to receive such monies but without interest from the Redemption Date.

5.5 Voting.

(A) General. Each holder of each share of Series A Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such share of Series A Preferred Stock could be converted at the record date for 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 solicited, and, except as otherwise required by law or as provided herein, shall have voting rights and powers equal to the voting rights and powers of the Common Stock. Each holder of each share of Series A Preferred Stock shall be entitled to notice of any stockholders' meeting in accordance with the Corporation's Bylaws and shall vote with holders of the Common Stock as a single class upon the election of directors (except as set forth in subsection (B) below) and upon any other matter submitted to a vote of stockholders (except those matters required by law to be submitted to a class vote and as set forth in Section 5.6). Fractional votes by the holders of Series A Preferred Stock shall not, however, be permitted and any fractional voting rights shall (after aggregating all shares into which shares of Series A Preferred Stock held by each holder could be converted) be rounded to the nearest whole number (with one-half being rounded upward). Each share of Common Stock shall be entitled to one vote.

(B) Election of Directors.

(1) The holders of Common Stock, voting as a single class, shall be entitled to elect two (2) members of the Corporation's Board of Directors at each meeting or pursuant to each consent of the Corporation's stockholders for the election of directors, one of whom shall at all times be the Chief Executive Officer of the Corporation, or, if there is no Chief Executive Officer, the Corporation's President. The holders of Series A Preferred Stock, voting as a single class, shall be entitled to elect two (2) members of the Corporation's Board of Directors at each meeting or pursuant to each consent of the Corporation's stockholders for the election of directors. The holders of Common Stock and Series A Preferred Stock, voting together as a single class and on an as-converted basis, shall be entitled to elect one (1) member of the Corporation's Board of Directors at each meeting or pursuant to each consent of the Corporation's stockholders for the election of directors.

(2) Whenever the holders of any class or classes of stock or series thereof are entitled to elect one or more directors by Section 5.5(B)(1), vacancies in the Board of Directors may be filled by at least a majority of the remaining directors originally elected by the same series, class or classes of shares that elected the member who created the vacancy (or the remaining director so elected if there is but one, or if there is no such director remaining, by the affirmative vote of the holders of at least a majority of the shares of that class or classes). The stockholders entitled to vote upon the election of directors may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors.

(3) Any director who was elected by a specified class or classes of stock or series thereof may be removed during his or her term of office, either for or without cause, by, and only by, the affirmative vote of the holders of at least a majority of the shares of the class or classes of stock or series thereof that initially elected such director. Such vote may be given at a special meeting of such stockholders duly called or by an action by written consent for that purpose.

5.6 Preferred Stock Protective Provisions. So long as at least 4,000,000 shares of Series A Preferred Stock are outstanding, the Corporation shall not, without first obtaining the affirmative vote or written consent of the holders of at least a majority of the Series A Preferred Stock then outstanding:

(A) take any action (including amending the Corporation's Certificate of Incorporation or by way of merger, consolidation or otherwise) that would alter or change materially and adversely the rights, preferences or privileges of the Series A Preferred Stock then outstanding;

(B) authorize any new class or series of equity securities having any preference or priority as to voting, dividends, or distribution of assets upon liquidation, merger or otherwise which is superior to or on a parity with any such preference or priority of the Series A Preferred Stock then outstanding;

(C) increase or decrease (other than by conversion or redemption) the number of authorized shares of Series A Preferred Stock;

(D) sell all or substantially all of its assets, or merge into or consolidate with any other entity (other than a wholly-owned subsidiary corporation), or effect any transaction or series of related transactions in which the Corporation's stockholders as constituted immediately prior to such transaction or series of related transactions own immediately after such transaction or series of related transactions less than fifty percent (50%) of the voting power of the surviving or acquiring entity;

(E) redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any shares of Common Stock; provided, however, that this restriction shall not apply to the forfeiture or repurchase of shares of Common Stock from employees, officers, directors, consultants or other persons performing services for this Corporation pursuant to agreements under which this Corporation has the right to repurchase such shares, or under which such shares will be forfeited, upon the occurrence of certain events, such as the termination of services;

(F) redeem, purchase or otherwise acquire for value (or pay into or set aside for a sinking fund for such purpose) any share or shares of Series A Preferred Stock; provided, however, that this restriction shall not apply to any redemption in accordance with Section 5.4 of this Article V;

(G) amend the Corporation's Certificate of Incorporation or Bylaws (unless, in the case of the Bylaws, unanimously approved by the Corporation's Board of Directors);

(H) increase the size of the Board of Directors to more than five members (unless unanimously approved by the Corporation's Board of Directors);

(I) pay or declare a dividend on any shares of Common Stock (payable other than in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock of this Corporation);

(J) permit any subsidiary to issue or sell, or obligate itself to issue or sell, except to the Corporation or any wholly-owned subsidiary, any stock of such subsidiary;

(K) make any loans or advances to employees, except in the ordinary course of business as part of travel advances or salary;

(L) mortgage or pledge, or create a security interest in, permit any subsidiary to mortgage, pledge or create a security interest in, all or substantially all of the property of the Corporation or such subsidiary (unless approved by the Corporation's Board of Directors, including at least one of the directors elected exclusively by the holders of the Series A Preferred Stock);

(M) dissolve, liquidate or wind up this Corporation; or

(N) increase the number of shares reserved for issuance pursuant to the Corporation's 2003 Equity Incentive Plan beyond 4,025,000 shares (net of any cancellations, expirations, forfeitures or repurchases and as adjusted for any stock dividend, stock split or combination with respect to such shares) or authorize any additional shares of Common Stock to be allocated to the Corporation's employees, directors or consultants pursuant to any other plan or arrangement.

The provisions of this Section 5.6 shall not limit or restrict any rights which any holder of Series A Preferred Stock may have under the DGCL.

5.7 Status of Redeemed or Converted Stock. In the event any shares of any series of Series A Preferred Stock are converted pursuant to Section 5.3 or redeemed pursuant to Section 5.4, the Corporation shall never again issue the shares so converted or redeemed and all such shares so converted or redeemed shall, upon such conversion or redemption, cease to be a part of the Corporation's authorized stock. The Corporation's Certificate of Incorporation shall be appropriately amended to effect the corresponding reduction in the Corporation's authorized stock.

Article VI

Except as may otherwise be provided in this Restated Certificate, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation.

Article VII

Election of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

Article VIII

The right to cumulate votes in the election of directors and/or cumulative voting by any stockholder is hereby expressly denied.

Article IX

No stockholder of this Corporation shall have any preemptive or other right to acquire additional, unissued or treasury, shares of the Corporation, whether now or hereafter authorized, or any securities convertible into, exchangeable for or carrying any right to acquire any shares of any class of the Corporation, except for such rights as are explicitly provided by contract.

Article X

To the fullest extent permitted by the DGCL, as the same may be amended from time to time, a director of this Corporation shall not be personally liable to this Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of the provisions of this Article X, by amendment of this Article X or by operation of law, shall not adversely affect any right or protection of a director of the Corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

Article XI

To the fullest extent permitted by applicable law, this Corporation shall indemnify and provide advancement of expenses to its directors and officers, and this Corporation is authorized to provide indemnification of (and advancement of expenses to) employees and other agents of this Corporation (and any other persons to which Delaware law permits this Corporation to provide indemnification), through Bylaw provisions, agreements with any such director, officer, employee or other agent or other person, vote of stockholders or disinterested directors, or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the DGCL. Any repeal or modification of any of the provisions of this Article XI, by amendment of this Article XI or by operation of law, shall not adversely affect any right or protection of a director, officer, employee or other agent or other person existing at the time of, or increase the liability of any director of this Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to such repeal or modification.

Article XII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the Corporation has caused this Restated Certificate of Incorporation to be signed by its Chief Executive Officer on March 31, 2003.

VoiceRamp Technologies, Inc.

/s/ Allen R. Adams
Allen R. Adams, Chief Executive Officer

VOICERAMP TECHNOLOGIES, INC.
RESTATED CERTIFICATE OF INCORPORATION

Mar 31 03 04:31p

VoiceRamp Technologies

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IN WITNESS WHEREOF, the Corporation has caused this Restated Certificate of Incorporation to be signed by its Chief Executive Officer on March 31, 2003.

VoiceRamp Technologies, Inc.



Allen R. Adams, Chief Executive Officer

VOICERAMP TECHNOLOGIES, INC.
RESTATED CERTIFICATE OF INCORPORATION