

Form PTO-1594 (Rev. 06/04)
OMB Collection 0551-0027 (exp. 5/30/2005)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Tier Corporation

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

Citizenship (see guidelines) _____

Execution Date(s) June 10, 2003

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Tier Technologies, Inc.

Internal Address: Suite 500

Street Address: 2001 North Main Street

City: Walnut Creek

State: CA

Country: U.S.A. Zip: 94596

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship California
- Other Citizenship _____

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)

4. Application number(s) or registration number(s) and Identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,138,667; 2,228,110; 2,228,108; 2,228,109; 2,300,641

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

Tier Technologies (2,138,677); Tier Technologies (& Design) (2,228,110); Tier Technologies (& Design) (2,228,108); Tier Technologies (& Design) (2,228,109) and T (Design) (2,300,641)

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

Name: Marcy J. Bergman, Esq.

Internal Address: 17th Floor
Cooper White & Cooper LLP

Street Address: 201 California St.

City: San Francisco

State: CA Zip: 94111

Phone Number: 415 433-1900

Fax Number: 415 433-5530

Email Address: mbergman@cwclaw.com

6. Total number of applications and registrations involved:

-5-

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 200.00


- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 501410
Authorized User Name Cyrus Wadia

9. Signature:



July 26, 2004
Date

Cyrus Wadia

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 2

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5985, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

06-17-2003



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

RECORDED 102474897 TRADEMARKS ONLY

DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: AMENDED AND RESTATED ARTICLES OF INCORPORATION (2/10/97)

2. Name and address of receiving party(ies)

Name: TIER TECHNOLOGIES, INC.

Internal

Address:

Street Address: 2001 NORTH MAIN ST., STE. 500

City: WALNUT CREEK State: CA Zip: 94596

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State CALIFORNIA

Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,138,667;

2,228,110; 2,228,108; 2,228,109;

2,300,641

Additional number(s) attached Yes No

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

Name: MARCY J. BERGMAN, ESQ.

Internal Address: COOPER, WHITE & COOPER LLP

Street Address: 201 CALIFORNIA STREET, STE. 1700

City: SAN FRANCISCO State: CA Zip: 94111

6. Total number of applications and registrations involved: -1-

7. Total fee (37 CFR 3.41).....\$ 200.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

501410

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Keith Omsberg

Name of Person Signing

[Signature]

Signature

June 10, 2003

Date

Total number of pages including cover sheet, attachments, and document: 7

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

06/16/2003 ECOMPER 00000263 501410 2138667

01 FC:ASB1 40.00 DA

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TRADEMARK

REEL: 002910 FRAME: 0429

12/15/03

Resulm

RE: DOCUMENT ID NO. 102474847

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)		RECORDATION FORM COVER SHEET TRADEMARKS (S)		12-31-2003		RCE Office
Tab settings						
To the Honorable Commissioner of Patents and Trademarks: Please record						
1. Name of conveying party(ies): TIER CORPORATION <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other CALIFORNIA Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			2. Name and address of receiving party(ies) Name: TIER TECHNOLOGIES, INC. Internal Address: Street Address: 2001 North Main St., Suite 500 City: Walnut Creek State: CA Zip: 94596 <input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State CALIFORNIA <input type="checkbox"/> Other <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)</small> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No			
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other Amended and Restated Execution Date: <u>Articles of Incorporation</u> <u>(2/10/97)</u>			4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____ B. Trademark Registration No.(s) <u>2,138,667;</u> <u>2,228,110; 2,228,108;</u> <u>2,228,109; 2,300,641</u> Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Marcy J. Bergman</u> Internal Address: <u>Cooper, White & Cooper LLP</u> Street Address: <u>201 California Street,</u> <u>Suite 1700</u> City: <u>San Francisco</u> State: <u>CA</u> Zip: <u>94111</u>			6. Total number of applications and registrations involved: 5 7. Total fee (37 CFR 3.41).....\$ <u>200.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>501410</u>			
DO NOT USE THIS SPACE						
9. Signature. Name of Person Signing: <u>Todd Bolinger</u> Signature: _____ Date: <u>12/15/03</u> Total number of pages including cover sheet, attachments, and document: 11						

12/30/2003 8TON11 00000096 501410 2138667

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

01 FC:8521 40.00 DA
02 FC:8522 100.00 DA

Guidelines for Completing Trademarks Cover Sheets (PTO-1594)

Cover Sheet information must be submitted with each document to be recorded. If the document to be recorded concerns both patents and trademarks, separate patent and trademark cover sheets, including any attached pages for continuing information, must accompany the document. All pages of the cover sheet should be numbered consecutively for example, if both a patent and trademark cover sheet is used, and information is continued on one additional page for both patents and trademarks, the pages of the cover sheet would be numbered from 1 to 4.

Item 1. Name of Conveying Party(ies).

Enter the full name of the party(ies) conveying the interest and the execution date(s) of the document. It is preferable to use the name of the month, or an abbreviation of that name, to minimize confusion over dates. If there is more than one conveying party, enter a check mark in the "Yes" box to indicate that additional information is attached. The name of the second and any subsequent conveying party(ies) should be placed on an attached page clearly identified as a continuation of the information in Item 1. Enter a check mark in the "No" box, if no information is contained on an attached page.

Item 2. Name and Address of Receiving Party(ies).

Enter the name and full address of the first party receiving the interest. If there is more than one party receiving the interest, enter a check mark in the "Yes" box to indicate that additional information is attached. If the receiving party is an individual, check the "other" box, place the word "individual" in the following line, and enter the citizenship of the receiving individual. If the receiving party is a legal entity, designate the legal entity of the receiving party by checking the appropriate box. If the receiving party has more than one citizenship, then the citizenship of each partner should be specified on an additional sheet, and "See additional sheet" should be written on the line for citizenship. A corporation must set forth the state, if applicable, or country of incorporation. An association must set forth the state, if applicable, or country under which they are organized. If the receiving party is not domiciled in the United States, a designation of domestic representative is encouraged. Place a check mark in the appropriate box to indicate whether or not a designation of domestic representative is attached. Enter a check mark in the "No" box if no information is contained on an attached page.

Item 3. Nature of Conveyance.

Place a check mark in the appropriate box describing the nature of the conveying document. If the "Other" box is checked, specify the nature of the conveyance. The "Other" box should be checked if the conveying/receiving party is correcting a previously filed document.

Item 4. Application Number(s) or Registration Number(s).

Indicate the application number(s) including series code and serial number, and/or registration number(s) against which the document is to be recorded. The identification of the trademark should be provided for all properties to avoid recordation against the wrong property. A filing date should be provided only when the application or registration number is unknown. Enter a check mark in the appropriate box: "Yes" or "No" if additional numbers appear on attached pages. Be sure to identify numbers included on attached pages as the continuation of Item 4.

Item 5. Name and Address of Party to whom correspondence concerning document should be mailed.

Enter the name and full address of the party to whom correspondence is to be mailed.

Item 6. Total Applications and Trademarks Involved.

Enter the total number of applications and trademarks identified for recordation. Be sure to include all applications and registrations identified on the cover sheet and on additional pages.

Block 7. Total Fee Enclosed.

Enter the total fee enclosed or authorized to be charged. A fee is required for each application and registration against which the document is recorded.

Item 8. Payment Information.

Enter either the last four digits of your credit card and expiration date or the deposit account number and authorized user name to authorize charges.

Item 9. Signature.

Enter the name of the person submitting the document. The submitter must sign and date the cover sheet. Enter the total number of pages including the cover sheet, attachments, and document.

This collection of information is required by 35 USC 261 and 262 and 15 USC 1057 and 1060. The information is used by the public to submit (and by the USPTO to process) patent and trademark assignment requests. After the USPTO records the information, the records for patent and trademarks, assignments, and other associated documents can be inspected by the public. To view documents recorded under secrecy orders or documents recorded due to the interest of the federal government, a written authorization must be submitted. This collection is estimated to take 30 minutes to complete, including gathering, preparing, and submitting the form to the USPTO. Any comments on the amount of time you require to complete this form and/or suggestions for reducing this burden, should be sent to the Manager of the Assignment Division, Crystal Gateway 4, Room 310, 1213 Jefferson Davis Highway, Arlington, VA 22202. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450.

ORIGINAL

ASSIGNMENT OF SERVICE MARK

WHEREAS, Tier Corporation ("Assignor") a corporation organized under the laws of the State of California, with a principal business address of 2001 North Main Street, Suite 500, Walnut Creek, California 94596, has adopted, owns and is using the Registered United States Trademark Service Marks (the "Marks") "TIER TECHNOLOGIES", Registration No. 2,138,667; "TIER TECHNOLOGIES" and T Design, Registration No. 2,228,110; "TIER TECHNOLOGIES" and T Design, Registration No. 2,228,108; "TIER TECHNOLOGIES" and T Design, Registration No. 2,228,109, and; "T" and Design, Registration No. 2,300,641, all in connection with computer consultation services.

WHEREAS, Tier Technologies, Inc. ("Assignee"), a company organized under the laws of the State of California with a principal business address of 2001 North Main Street, Suite 500, Walnut Creek, California 94596 desires to acquire that portion of the goodwill of the business of Assignor associated with the Marks, including Trademark Registration No.'s 2,138,667, 2,228,110, 2,228,108, 2,228,109, and 2,300,641 and is to become the successor in interest to that portion of business of the Assignor to which the Marks pertain pursuant to Section 10 of the Lanham Act, 15 U.S.C. 1060.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor Tier Corporation hereby sells, transfers and assigns to Assignee Tier Technologies, Inc. all right, title and interest in and to the Marks together with the good will of that portion of the business to which the Marks apply, and the registered Trademarks Registration No.'s 2,138,667, 2,228,110, 2,228,108, 2,228,109, and 2,300,641.

The record of this assignment shall be entered in the records of the United States Patent and Trademark Office.

TIER TECHNOLOGIES, INC.

By: *[Signature]*

Name: Keith Omsberg

Title: Assistant General Counsel

Dated: June 10, 2003

SUBSCRIBED and SWORN to before me this 10th of June, 2003.

[Signature]
NOTARY PUBLIC



sf:471250.1/12738-32520

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COPY

State of California

A487804

SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

FEB 18 1997



Secretary of State

A487804

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TIER CORPORATION

ENDORSED
FILED
In the office of the Secretary of State
of the State of California
FEB 11 1997

Bill Jones
BILL JONES, Secretary of State

William G. Barton and Bradley H. Nickels do hereby certify that:

First: They are the duly elected and acting President and Secretary, respectively, of TIER CORPORATION, a California corporation (the "Corporation").

Second: The Articles of Incorporation are amended and restated to read as follows:

Article I

The name of the Corporation is TIER TECHNOLOGIES, INC.

Article II

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

Article III

A. Authorized Capitalization. The Corporation is authorized to issue three classes of shares designated "Class A Common Stock," "Class B Common Stock" and "Preferred Stock," respectively. The total number of shares of all classes of stock that the Corporation shall have authority to issue is twenty million (20,000,000) shares. The number of shares of Class A Common Stock that the Corporation is authorized to issue is two million, four hundred thousand (2,400,000) shares. The number of shares of Class B Common Stock that the Corporation is authorized to issue is twelve million, six hundred thousand (12,600,000) shares. The number of shares of Preferred Stock that the Corporation is authorized to issue is five million (5,000,000) shares.

B. Preferred Stock. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized to determine and alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock, and to fix the number of shares of any such series of Preferred Stock, and the designation of any such series of Preferred Stock. The Board of Directors may increase or

decrease (but not below the number of shares of such series then outstanding) the number of any series subsequent to the issuance of shares of that series.

C. Class A Common Stock. The shares of Class A Common Stock and shares of Class B Common Stock shall be identical in all respects and shall have equal rights and privileges, except as set forth in this paragraph C of this Article III. Upon dissolution of the Corporation, the Class A Common Stock and Class B Common Stock are entitled to share ratably in the assets thereof that may be available for distribution after satisfaction of creditors and the payment of any liquidation preference of any outstanding shares of Preferred Stock.

1. Dividends.

(a) Subject to the rights of any outstanding shares of Preferred Stock, such dividends or distributions as may be determined from time to time may be declared and paid or made upon the Class A Common Stock out of any source at the time lawfully available for the payment of dividends, provided that (subject to paragraphs (b) and (c) below of this paragraph C.1.) identical dividends or distributions are declared and paid concurrently on the Class B Common Stock. If dividends or distributions are declared and paid upon the Class B Common Stock (subject to subparagraphs (b) and (c) below of this paragraph C.1.), an identical dividend shall be declared and paid concurrently on the Class A Common Stock.

(b) No dividend may be declared and paid in Class A Common stock unless the dividend is payable only to holders of Class A Common Stock and a dividend payable to Class B Common Stock is declared and paid concurrently in respect of outstanding shares of Class B Common Stock in the same number of shares of Class B Common Stock per outstanding share.

(c) No dividend may be declared and paid in Class B Common Stock unless the dividend is payable only to holders of Class B Common Stock and a dividend payable to Class A Common Stock is declared and paid concurrently in respect of outstanding shares of Class A Common Stock in the same number of shares of Class A Common Stock per outstanding share.

2. Stock Combinations and Subdivisions. The Class A Common Stock shall not be combined or subdivided unless at the same time there is a proportionate combination or subdivision of the Class B Common Stock. If the Class B Common Stock is combined or subdivided, a proportionate combination or subdivision of the Class A Common Stock shall be made at the same time.

3. Voting. Except as otherwise required by applicable law related to class voting rights, the holders of Class A Common Stock shall vote together with the holders of Class B Common Stock as a single class, provided that the holders of Class A Common Stock shall have ten (10) votes per share and the holders of Class B Common Stock shall have one (1) vote per share.

4. Conversion Upon Transfer or Termination of Employment.

(a) Each share of Class A Common Stock shall automatically be converted into one share of Class B Common Stock in the event that the beneficial or record ownership of such shares of Class A Common Stock shall be transferred (including, without limitation, by way of gift, settlement, will or intestacy) to any person or entity that is not (i) a shareholder (whether beneficially or of record) of the Corporation as of the date of filing with the California Secretary of State of these Amended and Restated Articles of Incorporation; or (ii) a trust under which any of the persons described in clause (i) is a beneficiary. A pledge of Class A Common Stock as security for an obligation of a holder of such stock shall not be considered a transfer for purposes of this paragraph C.4(a), unless and until beneficial ownership is transferred to the pledgeholder. The conversion into Class B Common Stock shall be deemed to have occurred (whether or not certificates representing such shares are surrendered) as of the close of business on the date of transfer, and the person or persons entitled to receive shares of Class B Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Class B Common Stock on that date.

(b) Before any shares of Class B Common Stock shall be delivered upon conversion, the holder of shares of Class A Common Stock whose shares have been converted into Class B Common Stock shall deliver the certificate(s) representing such shares to the Corporation or its duly authorized agent (or if such certificates have been lost, stolen or destroyed, such holder shall execute an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such conversion), specifying the place where the Common Stock issued in conversion thereof shall be sent. The endorsement of the share certificate shall be in a form satisfactory to the Corporation or such agent, as the case may be.

(c) The Corporation shall, at all times, reserve and keep available out of the authorized and unissued shares of Class B Common Stock, solely for the purpose of effecting the conversion of the outstanding Class A Common Stock, such number of shares of Class B Common Stock as shall from time to time be sufficient to effect the conversion of all of the outstanding Class A Common Stock and if, at any time, the number of authorized and unissued shares of Class B Common Stock shall not be sufficient to effect conversion of the then outstanding Class A Common Stock, the Corporation shall take such corporate action as may be necessary to increase the number of authorized and unissued shares of Class B Common Stock to such number as shall be sufficient for such purposes.

(d) The Corporation shall pay any and all issuance and other taxes that may be payable in respect of any issuance or delivery of shares of Class B Common Stock on conversion of Class A Common Stock. The Corporation shall not, however, be required to pay any tax which may be payable with respect to the issuance of any Class B Common Stock in a name other than that in which the Class A Common Stock so converted was registered,

and no such issuance or delivery shall be made unless and until the person requesting such issuance has paid to the Corporation the amount of any such tax, or has established, to the satisfaction of the Corporation, that such tax has been paid.

(e) All shares of Class B Common Stock which may be issued upon conversion of the shares of Class A Common Stock will, upon issuance by the Corporation, be validly issued, fully paid and non-assessable and free from all taxes, liens and charges with respect to the issuance thereof.

(f) All certificates representing Class A Common Stock surrendered for conversion shall be appropriately canceled on the books of the Corporation, and the amount of authorized Class A Common Stock of the Corporation shall be reduced by such amount.

D. Class B Common Stock.

1. **Dividends and Distributions.** Subject to the provisions of paragraph C of this Article III, dividends and distributions may be declared and paid or made upon the Class B Common Stock as permitted by applicable law.

2. **Stock Combinations and Subdivisions.** Subject to the provisions of paragraph C of this Article III, the Class B Common Stock may be combined or subdivided in such manner as may be permitted by applicable law.

3. **Voting.** The Class B Common Stock shall have one (1) vote per share on all matters that may be submitted to a vote or consent of shareholders.

E. Reclassification and Conversion. Upon this amendment and restatement becoming effective, each outstanding share of Common Stock, shall, without any action on the part of the holders thereof, be automatically reclassified and converted so that each outstanding share of Common Stock shall be converted into and represent forty (40) shares of Class A Common Stock and sixty (60) shares of Class B Common Stock.

Article IV

A. Liability for Monetary Damages. The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

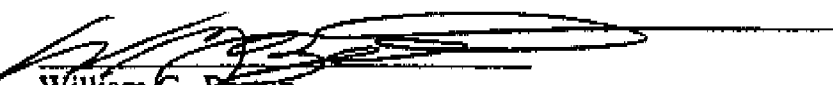
B. Indemnification. This Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) for breach of duty to the Corporation and its shareholders through bylaw provisions or through agreements with the agents, or through shareholder resolutions, or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the Corporations Code, subject to the limits on such excess indemnification set for in Section 204 of the Corporations Code.

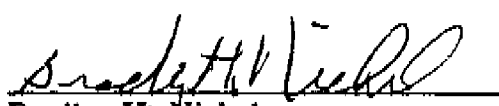
Third: The foregoing Amended and Restated Articles of Incorporation have been duly approved by the Board of Directors.

Fourth: The foregoing Amended and Restated Articles of Incorporation have been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the Corporations Code. The total number of outstanding shares of the Corporation is 46,000 shares of Common Stock. The number of shares voting in favor of the Amended and Restated Articles of Incorporation equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%) of the shares of Common Stock.

William G. Barton and Bradley H. Nickels further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of their own knowledge.

Dated: 2/10, 1997, at Walnut Creek, California


William G. Barton
President


Bradley H. Nickels
Secretary