

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Skylight Systems, Inc.		05/31/2005	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Skylight Healthcare Systems, Inc.		
<b>Street Address:</b>	11452 El Camino, Suite 210		
<b>City:</b>	San Diego		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	92130		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	78665911	SKYLIGHT ACCESS	
<b>Serial Number:</b>	78665921	ACCESS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(310)824-9696		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(310) 824-5555		
<b>Email:</b>	docketla@fulpat.com		
<b>Correspondent Name:</b>	James W. Paul		
<b>Address Line 1:</b>	6060 Center Dr., 10th Fl.		
<b>Address Line 4:</b>	Los Angeles, CALIFORNIA 90045		
<b>NAME OF SUBMITTER:</b>	Thomas A. Runk		
<b>Signature:</b>	/Thomas A. Runk/		
<b>Date:</b>	08/08/2005		

CH \$65.00 78665911

Total Attachments: 16

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**TRADEMARK  
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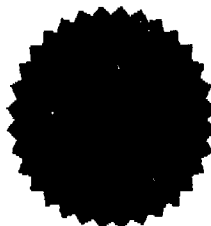
*The First State*

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 "SKYLIGHT SYSTEMS, INC.", CHANGING ITS NAME FROM "SKYLIGHT SYSTEMS, INC." TO "SKYLIGHT HEALTHCARE SYSTEMS, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MAY, A.D. 2005, AT 5:07 O'CLOCK P.M.

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

3472623 8100

050452906



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 3916429

DATE: 06-01-05

TRADEMARK  
REEL: 003136 FRAME: 0914

hundred ninety-nine thousand two hundred eight (57,699,208) shares shall be Preferred Stock with a par value of \$0.001.

B. Rights, Preferences, Privileges and Restrictions of Preferred Stock. The Preferred Stock authorized by this Certificate of Incorporation may be issued from time to time in series. The rights, preferences, privileges, and restrictions granted to and imposed on (i) the Series A Preferred Stock, which series shall consist of four million four hundred fifty eight thousand six hundred forty five (4,458,645) shares, (ii) the Series A-1 Preferred Stock, which series shall consist of three million, eight hundred seventy seven thousand three hundred three (3,877,303) shares, (iii) the Series B Preferred Stock, which series shall consist of eight million five hundred forty-one thousand six hundred sixty-five (8,541,665) shares, (iv) the Series B-1 Preferred Stock, which series shall consist of three million eight hundred twenty one thousand five hundred ninety five (3,821,595) shares and (v) the Series C Preferred Stock, which series shall consist of thirty-seven million (37,000,000) shares (the Series A Preferred Stock, the Series A-1 Preferred Stock, the Series B Preferred Stock, the Series B-1 Preferred Stock, and the Series C Preferred Stock, collectively, the "Series Preferred"), are as set forth below in this Article IV(B). The Board of Directors is hereby authorized to fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon additional series of Preferred Stock, and the number of shares constituting any such series and the designation hereof, or any of them. Subject to compliance with applicable protective voting rights which have been or may be granted to the Preferred Stock or series thereof in Certificates of Designation or the Corporation's Certificate of Incorporation ("Protective Provisions"), but notwithstanding any other rights of the Preferred Stock or any series thereof, the rights, preferences, privileges and restrictions of any such additional series may be subordinated to, pari passu with (including, without limitation, inclusion of provisions with respect to liquidation and acquisition preferences, redemption and/or approval of matters by vote or written consent), or senior to any of those of any present or future class or series of Preferred or Common Stock. Subject to compliance with applicable Protective Provisions, the Board of Directors is also authorized to increase or decrease the number of shares of any series, prior or subsequent to the issue of that series, but not below the number of shares of such series outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

1. Dividend Provisions. Subject to the rights of series of Preferred Stock which may from time to time come into existence, the holders of shares of Series B, Series B-1 Preferred Stock and Series C Preferred Stock shall be entitled to receive dividends at the rate of \$0.048, \$0.048 and \$0.05 (as adjusted for any stock dividends, combinations or splits with respect to such shares) per annum, respectively, out of any assets legally available therefor, prior and in preference to any declaration or payment of any dividend on the Series A or Series A-1 Preferred Stock or the Common Stock of this Corporation. Any such dividend shall be payable when, as and if declared by the Board of Directors. Such dividends shall not be cumulative. After the foregoing dividends on the Series B and Series B-1 Preferred Stock and Series C Preferred Stock have been paid or declared and a sum sufficient for the payment thereof set apart for any particular year, then, subject to the rights of any series of Preferred Stock which may from time to time come into existence, this Corporation may (when, as and if declared by the Board of Directors) declare and distribute in such year dividends among the holders of Series A and Series A-1 Preferred Stock and Common Stock; provided, such dividend per share shall not be greater than the lowest amount of the dividend paid to the holders of Series B and Series B-1 Preferred Stock and Series C Preferred Stock. Any such dividend shall be declared and distributed among the holders of Series A and Series A-1 Preferred Stock and Common Stock pro rata based on the number of shares of Common Stock held by each on

an as-converted basis. For the purposes of this Section, the term dividends shall include distributions payable in securities of other persons (other than wholly-owned subsidiaries of this Corporation), evidences of indebtedness issued by the Corporation or other persons, or other assets, options or rights (other than Common Stock Equivalents as defined in item (iii) of subsection 3(d)).

2. Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of this Corporation, either voluntary or involuntary, subject to the rights of series of Preferred Stock that may from time to time come into existence, the holders of Series C Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of this Corporation to the holders of Series B or Series B-1 Preferred Stock or Series A or Series A-1 Preferred Stock or the Common Stock of this Corporation by reason of their ownership thereof, an amount per share equal to the sum of (i) \$0.50 for each outstanding share of Series C Preferred Stock plus (ii) such amount of declared but unpaid dividends on such shares. If upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series C Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then, subject to the rights of Series of Preferred Stock that may from time to time come into existence, the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series C Preferred Stock in proportion to the full amounts to which they would otherwise be entitled.

(b) Upon completion of the distribution required by subparagraph (a) of this Section 2, the holders of Series B and Series B-1 Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of this Corporation to the holders of Series A or Series A-1 Preferred Stock or the Common Stock of this Corporation by reason of their ownership thereof, an amount per share equal to the sum of (i) \$0.48 for each outstanding share of Series B Preferred Stock and (ii) \$0.96 for each outstanding share of Series B-1 Preferred Stock plus (iii) such amount of declared but unpaid dividends on such shares. If upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series B and Series B-1 Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then, subject to the rights of series of Preferred Stock that may from time to time come into existence, the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series B and Series B-1 Preferred Stock in proportion to the full amounts to which they would otherwise be entitled.

(c) Upon the completion of the distribution required by subparagraphs (a) and (b) of this Section 2, the holders of Series A and Series A-1 Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of this Corporation to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the sum of (i) \$0.462038 for each outstanding share of Series A Preferred Stock and (ii) \$0.528976 for each outstanding share of Series A-1 Preferred Stock plus (iii) such amount of declared but unpaid dividends on such shares. If upon the occurrence of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, and the completion of the distribution required by subparagraphs (a) and (b) of this Section 2, the assets and funds thus distributed among the holders of the Series A and Series A-1 Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then, subject to the rights of series of Preferred Stock that may from time to time come into existence, the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series A and

Series A-1 Preferred Stock in proportion to the full amounts to which they would otherwise be entitled.

(d) Upon the completion of the distributions required by subparagraphs (a), (b) and (c) of this Section 2 and any other distribution that may be required with respect to series of Preferred Stock that may from time to time come into existence, the remaining assets of the Corporation available for distribution to stockholders shall be distributed among the holders of Series Preferred and Common Stock pro rata based on the number of shares of Common Stock held by each (assuming conversion of all such Series Preferred) until (i) with respect to the holders of Series A Preferred Stock, such holders shall have received an aggregate of \$4.62 per share (including amounts paid pursuant to subsection (c) of this Section 2), (ii) with respect to the holders of Series A-1 Preferred Stock, such holders shall have received an aggregate of \$5.29 per share (including amounts paid pursuant to subsection (c) of this Section 2), (iii) with respect to the holders of Series B Preferred Stock, such holders shall have received an aggregate of \$4.80 per share (including amounts paid pursuant to subsection (b) of this Section 2), (iv) with respect to the holders of Series B-1 Preferred Stock, such holders have received an aggregate of \$9.60 per share (including amounts paid pursuant to subsection (b) of this Section 2) and (v) with respect to the holders of Series C Preferred Stock, such holders have received an aggregate of \$5.00 per share (including amounts paid pursuant to subsection (a) of this Section 2); thereafter, subject to the rights of series of Preferred Stock that may from time to time come into existence, if assets remain in this Corporation, the holders of the Common Stock of this Corporation shall receive all of the remaining assets of this Corporation pro rata based on the number of shares of Common Stock held by each.

(e) For purposes of this Section 2, a liquidation, dissolution or winding up of this Corporation shall be deemed to be occasioned by, or to include, (A) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, share purchase, merger or consolidation but, excluding any merger effected exclusively for the purpose of changing the domicile of the Corporation); or (B) a sale of all or substantially all of the assets of the Corporation; unless in the case of either (A) or (B), the Corporation's shareholders of record as constituted immediately prior to such acquisition or sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least fifty percent (50%) of the voting power of the surviving or acquiring entity.

(i) 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. Any securities shall be valued as follows:

(A) If traded on a securities exchange or through the Nasdaq National Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange over the thirty (30)-day period ending three (3) days prior to the closing;

(B) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the thirty (30)-day period ending three (3) days prior to the closing; and

(C) If there is no active public market, the value shall be the fair market value thereof, as mutually agreed by the Corporation and the holders of at least a majority of the voting power of all then outstanding shares of Preferred Stock (the "Majority Holders"). If the

Corporation and the Majority Holders are unable to reach agreement within a period of twenty (20) days, the Majority Holders and the Corporation shall, within a further ten (10) day period, appoint a qualified independent appraiser acceptable to both the Corporation and the Majority Holders to determine the fair market value of the consideration received by the Corporation. The independent appraiser shall be engaged to render a written valuation report within a period of thirty (30) days and the determination of such independent appraiser shall be final, conclusive and binding on the Corporation and the holders of the outstanding shares of Preferred stock.

(ii) In the event the requirements of this subsection 2(e) are not satisfied, this Corporation shall forthwith either:

(A) cause such closing to be postponed until such time as the requirements of this Section 2 have been satisfied; or

(B) cancel such transaction, in which event the rights, preferences and privileges of the holders of the Series Preferred shall revert to and be the same as such rights, preferences and privileges existing immediately prior to the date of the first notice referred to in subsection 2(e)(iii) hereof.

(iii) The Corporation shall give each holder of record of Series Preferred written notice of such impending transaction not later than twenty (20) days prior to the shareholders' 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 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 provided for herein; provided, however, that such periods may be shortened upon the written consent of the holders of Series Preferred that are entitled to such notice rights or similar notice rights and that represent at least a majority of the voting of all then outstanding shares of such Series Preferred.

3. Conversion. The holders of the Series Preferred shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert. Each share of Series Preferred shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of this Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Original Issue Price applicable to such share in effect on the date the certificate is surrendered for conversion, by the Conversion Price applicable to such share, in effect on the date the certificate is surrendered for conversion. The Original Series A Issue Price shall be \$0.462038, the Original Series A-1 Issue Price shall be \$0.528976, the Original Series B Issue Price shall be \$0.48, the Original Series B-1 Issue Price shall be \$0.48 and the Original Series C Issue Price shall be \$0.50. The initial Conversion Price per share for shares of Series A Preferred Stock shall be \$18.48152, the initial Conversion Price per share for shares of Series A-1 Preferred Stock shall be the \$21.15904, the initial Conversion Price per share for shares of Series B and Series B-1 Preferred Stock shall be \$0.48 and the initial Conversion Price per share for shares of Series C Preferred Stock shall be \$0.50; provided, however, that the Conversion Price for the Series Preferred shall be subject to adjustment as set forth in subsection 3(d).

(b) Automatic Conversion. Each share of Series Preferred shall automatically be converted into shares of Common Stock at the then-applicable Conversion Price at the time in effect for such shares of Series Preferred upon the earlier of (i) except as provided below in subsection 3(c), the Corporation's sale of its Common Stock in a firm commitment underwritten public offering pursuant to a registration statement on Form S-1 at an offering price of at least \$25,000,000 in the aggregate, or similar form, under the Securities Act of 1933, as amended, which has been duly authorized by the Corporation's Board of Directors and in which the shares of the Corporation's Common Stock to be sold have been authorized for trading on a national stock exchange or for listing for quotation on the Nasdaq National Market or (ii) the date specified by written consent or agreement of the holders of a majority of the then outstanding shares of any series of Series Preferred with respect to the conversion of such series.

(c) Mechanics of Conversion. Before any holder of Series Preferred 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 Preferred, 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. This Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series Preferred, 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 Preferred 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 offering of securities registered pursuant to the Securities Act of 1933, as amended, the conversion may, at the option of any holder tendering Series Preferred 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 Preferred shall not be deemed to have converted such Series Preferred until immediately prior to the closing of such sale of securities.

(d) Conversion Price Adjustments of Series Preferred for Certain Dilutive Issuances, Splits and Combinations. The applicable Conversion Price of the Series Preferred shall be subject to adjustment from time to time as follows (subsection 3(d)(i) is applicable only to Series B and Series B-1 Preferred Stock and the Series C Preferred Stock while subsections 3d(iii) and (iv) apply to all Series Preferred):

(i) If the Corporation shall issue, after the date upon which any shares of Series C Preferred Stock were first issued (the "Purchase Date"), any Additional Stock (as defined below) without consideration or for a consideration per share less than the respective Conversion Price in effect immediately prior to the issuance for shares of Series B and Series B-1 Preferred Stock or Series C Preferred Stock, then the applicable Conversion Price in effect immediately prior to each such issuance shall forthwith (except as otherwise provided in this clause (i)) be adjusted to a price equal to the quotient obtained by dividing the total computed under clause (x) below by the total computed under clause (y) below as follows:

(x) an amount equal to the sum of:



- (1) the total number of shares of Common Stock outstanding immediately prior to such issuance multiplied by the Conversion Price in effect for the series to which such adjustment is to be made immediately prior to such issuance of Additional Stock, plus
- (2) the consideration received by the Corporation upon such issuance of Additional Stock;
- (y) the total number of shares of Common Stock outstanding immediately after such issuance of Additional Stock.

For purposes of the foregoing computation, the number of shares of Common Stock outstanding shall include all shares of Common Stock actually outstanding and all shares of Common Stock deemed to be outstanding as a result of the application of subsection 3(d)(i)(E).

(B) No adjustment of any Conversion Price for the Series Preferred shall be made in an amount less than one cent per share, provided that any adjustments which are not required to be made by reason of this sentence shall be carried forward and shall be either taken into account in any subsequent adjustment made prior to three (3) years from the date of the event giving rise to the adjustment being carried forward, or shall be made at the end of three (3) years from the date of the event giving rise to the adjustment being carried forward. Except to the limited extent provided for in subsections 3(d)(i)(E)(3) and (E)(4), no adjustment of any Conversion Price pursuant to this subsection 3(d)(i) shall have the effect of increasing such 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 reasonable discounts, commissions or other expenses allowed, paid or incurred by this Corporation for any underwriting or otherwise in connection with the issuance and sale thereof.

(D) In the case of the issuance of the 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 by the Board of Directors irrespective of any accounting treatment.

(E) In the case of the issuance (whether before, on or after the applicable Purchase Date) of options to purchase or rights to subscribe for Common Stock, securities by their terms convertible into or exchangeable for Common Stock or options to purchase or rights to subscribe for such convertible or exchangeable securities, the following provisions shall apply for all purposes of this subsection 3(d)(i) and subsection 3(d)(ii):

- (1) 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, but without taking into account potential antidilution adjustments) 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 3(d)(i)(C) and (d)(i)(D)), if any, received by the Corporation upon the issuance of such options or rights plus the minimum exercise price provided in such options or rights (without taking into account potential antidilution adjustments) for the Common Stock covered thereby.

(2) 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, but without taking into account potential antidilution adjustments) 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 (without taking into account potential antidilution adjustments) 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 3(d)(i)(C) and (d)(i)(D)).

(3) In the event of any change in the number of shares of Common Stock deliverable or in the consideration payable to this Corporation upon exercise of such options or rights or upon conversion of or in exchange for such convertible or exchangeable securities, including, but not limited to, a change resulting from the antidilution provisions thereof, the Conversion Price of any Series Preferred, to the extent 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.

(4) 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 any Series Preferred, to the extent in any way affected by or computed using such options, rights or securities or options or rights related to such securities, shall be recomputed to reflect the issuance of only the number of shares of Common Stock (and convertible or exchangeable securities which remain in effect) actually issued upon the exercise of such options or rights, upon the conversion or exchange of such securities or upon the exercise of the options or rights related to such securities.

(5) The number of shares of Common Stock deemed issued and the consideration deemed paid therefor pursuant to subsections 3(d)(i)(E)(1) and (2) shall be appropriately adjusted to reflect any change, termination or expiration of the type described in either subsection 3(d)(i)(E)(3) or (4).

(ii) "Additional Stock" shall mean any shares of Common Stock issued (or deemed to have been issued pursuant to subsection 3(d)(i)(E)) by this Corporation after the Purchase Date other than

(A) shares of Common Stock issued pursuant to a transaction described in subsection 3(d)(iii) hereof,

(B) shares of Common Stock issuable or issued to vendors of this Corporation (if in transactions with primarily non-financing purposes), or

(C) shares of Common Stock issuable or issued to employees, consultants, or directors of this Corporation pursuant to a stock option plan or restricted stock plan approved by the shareholders and Board of Directors of this Corporation at any time when the total number of shares of Common Stock so issuable or issued (and not repurchased at cost by the Corporation in connection with the termination of employment) does not exceed 6,812,500.

(D) shares of Common Stock issued pursuant to warrants or other rights to purchase existing as of the Purchase Date;

(E) shares of Common Stock issued upon conversion of shares of Series A, Series A-1, Series B, Series B-1 or Series C Preferred Stock;

(F) shares of Common Stock issued or issuable in a public offering in connection with which all outstanding shares of Series A, Series A-1, Series B, Series B-1 and Series C Preferred Stock will be converted to Common Stock; or

(G) shares of Common Stock issued in connection with the acquisition of all or part of another company by the Corporation by merger or other reorganization, or by purchase of all or part of the assets of another company, pursuant to a plan or arrangement approved by the Board of Directors.

(iii) In the event the Corporation should at any time or from time to time 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 Prices of the Series Preferred shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of the Series Preferred 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.

(iv) If the number of shares of Common Stock outstanding at any time is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Conversion Prices for the Series Preferred shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of such Series Preferred shall be decreased in proportion to such decrease in outstanding shares.

(e) Other Distributions. In the event this 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 3(d)(iii), then, in each such case for the purpose of this subsection 3(e), the holders of the Series Preferred shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of the Corporation into which their shares of Series Preferred 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 there shall be a recapitalization of the Common Stock (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this Section 3 or Section 2) provision shall be made so that the holders of the Series Preferred shall thereafter be entitled to receive upon conversion of the Series Preferred the number of shares of stock or other securities or property of the Company 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 3 with respect to the rights of the holders of the Series Preferred after the recapitalization to the end that the provisions of this Section 3 (including adjustment of the Conversion Prices then in effect and the number of shares purchasable upon conversion of the Series Preferred) shall be applicable after that event as nearly equivalent as may be practicable.

(g) No Impairment. This 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 this Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 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 Preferred against impairment.

(h) No Fractional Shares and Certificate as to Adjustments.

(i) No fractional shares shall be issued upon the conversion of any share or shares of the Series Preferred, and the number of shares of Common Stock to be issued shall be rounded to the nearest whole share. Whether or not fractional shares are issuable upon such conversion shall be determined on the basis of the total number of shares of Series Preferred the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

(ii) Upon the occurrence of each adjustment or readjustment of any Conversion Price of the Series Preferred pursuant to this Section 3, this 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 Series Preferred a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. This Corporation shall, upon the written request at any time of any holder of Series Preferred, furnish or cause to be furnished to such holder a like certificate setting forth (A) such adjustment and readjustment, (B) the applicable Conversion Price for such Series Preferred at the time in effect, and (C) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of a share of Series Preferred, as applicable.

(i) Notices of Record Date. In the event of any taking by this 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, this Corporation shall mail to each holder of Series Preferred, at least twenty (20) days prior to the date specified therein, a notice specifying the date on

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

(j) Reservation of Stock Issuable Upon Conversion. This 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 Series Preferred, 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 Series Preferred; 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 Series Preferred, in addition to such other remedies as shall be available to the holder of such Series Preferred, this 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 purposes, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to this Certificate.

(k) Notices. Any notice required by the provisions of this Section 3 to be given to the holders of shares of Series Preferred shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of this Corporation.

4. Voting Rights. The holder of each share of Series Preferred shall have the right to one vote for each share of Common Stock into which such Series Preferred could then be converted, and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled, notwithstanding any provision hereof, to notice of any shareholders' meeting in accordance with the bylaws of this Corporation, and shall be entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of Series Preferred held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

5. Protective Provisions. Subject to the rights of series of Preferred Stock which may from time to time come into existence, so long as any shares of Series Preferred are outstanding, and in addition to any requirements contained in the General Corporation Law of the State of Delaware, this Corporation shall not without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least seventy percent (70%) of shares of Series Preferred voting together as a single class on an as-converted basis (and as separate classes where such actions materially and adversely alter or change any of the powers, preferences, privileges or rights of such series in different manners or if required by law):

(a) sell, convey, or otherwise dispose of or encumber all or substantially all of its property or business or merge into or consolidate with any other corporation (other than a wholly-owned subsidiary corporation) or effect any transaction or series of related transactions in which more than fifty percent (50%) of the voting power of the Corporation is disposed of;

(b) alter or change the rights, preferences or privileges of any shares of Series Preferred so as to affect adversely the shares;

(c) increase or decrease (other than by conversion) the total number of authorized shares of Common Stock or any Series Preferred;

(d) authorize or issue, or obligate itself to issue, any other equity security, including any other security convertible into or exercisable for any equity security (i) having a preference over, or being on a parity with, any series of Series Preferred with respect to voting, dividends or upon liquidation, (ii) having rights similar to any of the rights of any series of Series Preferred under this Section 5 or (iii) having a liquidation preference in excess of one times the initial purchase price for such stock;

(e) redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any share or shares of Series Preferred or Common Stock; provided, however, that this restriction shall not apply to the repurchase of shares of Common Stock from employees, officers, directors, consultants or other persons performing services for the Company or any subsidiary pursuant to agreements under which the Company has the option to repurchase such shares at cost or at cost upon the occurrence of certain events, such as the termination of employment provided further, however, that the total amount applied to the repurchase of shares of Common Stock shall not exceed \$100,000 during any twelve (12) month period;

(f) amend the Corporation's Certificate of Incorporation or bylaws in a manner that adversely affects any series of Series Preferred;

(g) change the authorized number of directors of the Corporation;

(h) declare or pay any dividends on any class of stock; or

(i) agree to take any of the foregoing actions referred to in (a) through (h).

6. Redemption. The Series Preferred is not redeemable.

7. Status of Converted Stock. In the event any shares of Series Preferred shall be converted pursuant to Section 3 hereof, the shares so converted shall be cancelled and shall not be issuable by the Corporation. The Certificate of Incorporation of this Corporation shall be appropriately amended to effect the corresponding reduction in the Corporation's authorized capital stock.

C. Common Stock.

1. Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. Upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation shall be distributed as provided in Section 2 of Division (B) of this Article IV hereof.

3. Redemption. The Common Stock is not redeemable.

4. Voting Rights. The holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any shareholders' meeting in accordance with bylaws of this Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

#### ARTICLE V

(a) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors and elections of directors need not be by written ballot unless otherwise provided in the Bylaws. The number of directors of the Corporation shall be fixed from time to time by the Board of Directors either by a resolution or Bylaw adopted by the affirmative vote of a majority of the entire Board of Directors.

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

#### ARTICLE VI

A director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director (i) for any breach of his duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derives an improper personal benefit. If the General Corporation Law of the State of Delaware is hereafter amended to authorize corporate action further limiting or eliminating the personal liability of directors, then the liability of the directors of the Corporation shall be limited or eliminated to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended from time to time. Any repeal or modification of this Article VI 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.

#### ARTICLE VII

The Board of Directors of the Corporation shall have the power to make, alter, amend, change, add to or repeal the Bylaws of the Corporation, subject to the provisions of Section B.5 of Article IV above.

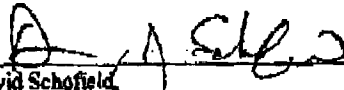
FIFTH: The foregoing Amended and Restated Certificate of Incorporation has been approved by the Board of Directors by written consent in accordance with Section 141(f) of the General Corporation Law of the State of Delaware.

SIXTH: The foregoing Amended and Restated Certificate of Incorporation has been approved by the stockholders of the Corporation by written consent in accordance with Section 228 of the General Corporation Law of the State of Delaware.

SEVENTH: The foregoing Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the applicable provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.



IN WITNESS WHEREOF, SKYLIGHT SYSTEMS, INC. has caused this Third Amended and Restated to be signed by its duly authorized President and Secretary this 31 day of May, 2005.

  
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David Schofield  
President and Chief Executive Officer

  
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Jack Fitzpatrick, Secretary