

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
AM Group Corporation		11/06/2003	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Airgain, Inc.		
Street Address:	5355 Avenida Encinas, Suite 204		
City:	Carlsbad		
State/Country:	CALIFORNIA		
Postal Code:	92008		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	76555250	AIRGAIN	
Serial Number:	76555399	AIRGAIN	
CORRESPONDENCE DATA			
Fax Number:	(619)398-0115		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	619-238-1900		
Email:	docketing@procopio.com		
Correspondent Name:	Stephen C. Beuerle		
Address Line 1:	530 B Street, Suite 2100		
Address Line 4:	San Diego, CALIFORNIA 92101-4469		
NAME OF SUBMITTER:	Stephen C. Beuerle		
Signature:	/stephen c beuerle/		
Date:	09/28/2005		

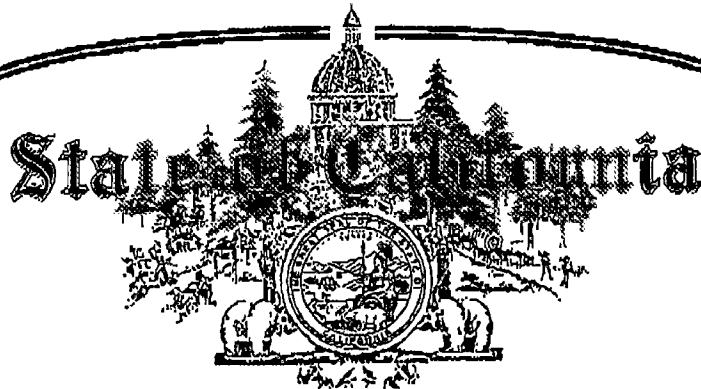
Total Attachments: 17

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SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 14 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

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

NOV 07 2003



Kevin Shelley
Secretary of State

A0603645

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

**THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF AM GROUP CORPORATION
a California Corporation**

NOV 06 2003

**KEVIN SHELLEY
Secretary of State**

Perth Visuri hereby certifies that:

ONE: He is the duly elected and acting President and Chief Financial Officer of said corporation.

TWO: The Articles of Incorporation of said corporation are amended and restated to read in full as follows:

ARTICLE I

The name of this corporation is Airgain, Inc. (this "corporation" or the "corporation").

ARTICLE II

The purpose of this 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. Classes of Stock. 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 the corporation is authorized to issue is twenty-seven million five hundred thousand (27,500,000) shares, of which twenty million (20,000,000) shares shall be Common Stock and seven million five hundred thousand (7,500,000) shares shall be Preferred Stock.

B. Rights, Preferences and Restrictions of Preferred Stock. The Preferred Stock authorized by these Third Amended and Restated Articles of Incorporation may be issued from time to time in one or more series. The rights, preferences, privileges, and restrictions granted to and imposed on the Series A Preferred Stock, which series shall consist of five hundred forty-six thousand eight hundred seventy-six (546,876) shares, the Series B Preferred Stock, which series shall consist of one million one hundred eighty-five thousand (1,185,000) shares, the Series C Preferred Stock, which series shall consist of six hundred eighty-two thousand (682,000) shares, and the Series D Preferred Stock, which series shall consist of four million five hundred thousand (4,500,000) shares, are as set forth below in this Article III(B). The Series A Preferred Stock, the Series B Preferred Stock and the Series C Preferred Stock is sometimes collectively referred to herein as the "Junior Preferred Stock, and the Series D Preferred Stock and the Junior Preferred Stock is sometimes collectively referred to herein as the "Designated Preferred Stock."

The Board of Directors is hereby authorized to fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock, and the number of shares constituting any such series and the designation

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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 Determination or the corporation's articles of incorporation ("Protective Provisions"), but notwithstanding any other rights of the Preferred Stock or any series thereof, the rights, privileges, preferences and restrictions of any such wholly unissued series may be subordinated to, pari passu with (including, without limitation, inclusion in 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 Stock 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 constituting any such wholly unissued series, prior or subsequent to the issue of that series, but not below the number of shares of such series then 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.

(a) Subject to the rights of series of Preferred Stock that may from time to time come into existence, the holders of shares of Series D Preferred Stock shall be entitled to receive dividends, out of any assets 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 Common Stock of this corporation) on the Common Stock or the Junior Preferred Stock of this corporation, at the rate of \$.0488 per share per annum. Such dividends shall be cumulative and accrue on each share from the date of issue thereof. Such dividends shall be payable only upon a liquidation pursuant to Section 2 below or upon conversion pursuant to Section 4 below. Any accumulation of dividends on the Series D Preferred Stock shall not bear interest. Upon conversion of any shares of the Series D Preferred Stock pursuant to Section 4 below, all such accrued dividends on such shares (the "Series D Conversion Dividends") shall be paid on such shares in the form of additional shares of Common Stock, valued per share at the Original Issue Price of the Series D Preferred Stock (as proportionately adjusted for stock splits, dividends, combinations or other recapitalizations with respect to the Common Stock).

(b) Subject to the rights of the Series D Preferred Stock set forth in subparagraph (a) above or the rights of series of Preferred Stock that may from time to time come into existence, the holders of shares of Series A Preferred Stock shall be entitled to receive dividends, out of any assets 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 Common Stock of this corporation) on the Common Stock, the Series B Preferred Stock or the Series C Preferred Stock of this corporation, at the rate of \$.0488 per share per annum. Such dividends shall be cumulative and accrue on each share from the later of the Original Issue Date (as defined below) or the date of issue of such share. Such dividends shall be payable only upon a liquidation pursuant to Section 2 below or upon conversion pursuant to Section 4 below. Any accumulation of dividends on the Series A Preferred Stock shall not bear interest, and any dividends accrued on the Series A Preferred Stock prior to the Original Issue Date are cancelled.

Notwithstanding any dividend priority or preference of the Series D Preferred Stock stated herein, upon conversion of any shares of the Series A Preferred Stock pursuant to Section 4 below, all such accrued dividends on such shares (the "Series A Conversion Dividends," and together with the Series D Conversion Dividends, the "Conversion Dividends") shall be paid on such shares in the form of additional shares of Common Stock, valued per share at the Original Issue Price of the Series D Preferred Stock (as proportionately adjusted for stock splits, dividends, combinations or other recapitalizations with respect to the Common Stock).

(c) No dividends shall accrue or be paid on the Series B Preferred Stock or the Series C Preferred Stock.

(d) Notwithstanding anything herein to the contrary, the corporation shall be permitted to make a distribution (the "Special Distribution") of the shares of its wholly owned subsidiary, AMG Power, Inc., to the corporation's shareholders of record as of the date these Third Amended and Restated Articles of Incorporation are filed with the California Secretary of State (the "Effective Date"), such distribution to be made ratably among such shareholders in proportion to the number of shares of Common Stock held by each as of the Effective Date, assuming the conversion into Common Stock as of such date of all then outstanding shares of Junior Preferred Stock at the initial Conversion Prices specified in Section 4(a) below. For purposes of the Special Distribution, no class or series of the corporation's stock shall be junior to any other class or series of stock with respect to the distribution of assets on liquidation or the payment of dividends. The holders of any shares of the corporation's stock issued after the Effective Date shall not be entitled to receive any portion of the Special Distribution in respect of such shares.

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 the Series D 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 or the Junior Preferred Stock by reason of their ownership thereof, an amount per share equal to the Original Issue Price (as defined below) for the Series D Preferred Stock plus all accrued but unpaid dividends on Series D Preferred Stock. If upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series D 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 D Preferred Stock in proportion to the number of shares of Series D Preferred Stock held by each.

(b) Upon completion of the distribution required by subparagraph (a) of this Section 2, if any, and any other distribution that is required with respect to series of Preferred Stock that may from time to time come into existence, the holders of the Junior 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 (i) in the case of Series A Preferred Stock, the Original

Issue Price (as defined below) for such series plus all accrued but unpaid dividends on the Series A Preferred Stock, (ii) in the case of Series B Preferred Stock, the Original Issue Price for such series, and (iii) in the case of Series C Preferred Stock, the Original Issue Price for such series. If upon the occurrence of such event, after payment of the distribution required by subparagraph (a) of this Section 2, the assets and funds thus distributed among the holders of the Junior 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 Junior Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive in respect of such shares.

(c) Upon the completion of the distributions required by subparagraphs (a) and (b) of this Section 2, if any, 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 shareholders shall be distributed among the holders of Series A Preferred Stock, Series D Preferred Stock, and Common Stock pro rata based on the number of shares of Common Stock held by each (assuming conversion of all such Series A Preferred Stock and Series D Preferred Stock but without giving effect to the payment of the Conversion Dividends) until, with respect to the holders of Series A Preferred Stock, such holders of Series A Preferred Stock shall have received an aggregate of \$19.20 per share (including amounts paid pursuant to subparagraph (b) 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 Series D Preferred Stock and 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 (assuming the conversion of the Series D Preferred Stock but without giving effect to the payment of the Conversion Dividends).

(d) For purposes of these Third Amended and Restated Articles of Incorporation, (i) the Original Issue Price for the Series A Preferred Stock shall be \$3.84 for each outstanding share of Series A Preferred Stock, as such amount may be proportionately adjusted for stock splits, dividends, combinations or other recapitalizations with respect to such shares, (ii) the Original Issue Price for the Series B Preferred Stock shall be \$4.39 for each outstanding share of Series B Preferred Stock, as such amount may be proportionately adjusted for stock splits, dividends, combinations or other recapitalizations with respect to such shares, (iii) the Original Issue Price for the Series C Preferred Stock shall be \$1.00 for each outstanding share of Series C Preferred Stock, as such amount may be proportionately adjusted for stock splits, dividends, combinations or other recapitalizations with respect to such shares, and (iv) the Original Issue Price for the Series D Preferred Stock shall be \$.542 for each outstanding share of Series D Preferred Stock, as such amount may be proportionately adjusted for stock splits, dividends, combinations or other recapitalizations with respect to such shares.

(e) (i) 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, 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 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 50% of the voting power of the surviving or acquiring entity; provided, however, that the transactions contemplated by the Securities Purchase Agreement dated on or about the date hereof between this corporation and GEN3 Partners, Inc. shall not be deemed to be a liquidation, dissolution or winding up of this corporation.

(ii) 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) Securities not subject to investment letter or other similar restrictions on free marketability:

(1) If traded on a securities exchange or through the Nasdaq National Market System, 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;

(2) 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

(3) If there is no active public market, the value shall be the fair market value as determined in good faith by the 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 shareholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above in (A) (1), (2) or (3) to reflect the approximate fair market value as determined in good faith by the Board of Directors.

(iii) The corporation shall give each holder of record of Designated Preferred Stock written notice of such impending transaction not later than ten (10) days prior to the shareholders' meeting called to approve such transaction, or ten (10) 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 ten (10) 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 Preferred Stock, voting as a class, that are entitled to such notice rights or similar notice rights and that represent at least a majority

of the voting power on an as-converted basis of all then outstanding shares of such Preferred Stock (but without giving effect to the Conversion Dividends).

3. [RESERVED]

4. Conversion. The holders of the Designated Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert. Each share of Designated Preferred Stock 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 non-assessable shares of Common Stock as is determined by dividing the Original Issue Price for such share by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate therefor is surrendered for conversion. The initial Conversion Prices per share of the Designated Preferred Stock shall be as follows: (i) \$2.1700 per share of Series A Preferred Stock, (ii) \$2.4233 per share of Series B Preferred Stock, (iii) \$.8590 per share of Series C Preferred Stock, and (iv) \$.5420 per share of Series D Preferred Stock; provided, however, that the respective Conversion Prices for the Designated Preferred Stock shall be subject to adjustment as set forth in subsection 4(d).

(b) Automatic Conversion. Each share of Designated Preferred Stock shall automatically be converted into shares of Common Stock at the Conversion Price at the time in effect for such share of Designated Preferred Stock immediately upon the earlier of (i) except as provided below in subsection 4(c), the corporation's sale of its Common Stock in a firm commitment underwritten public offering pursuant to a registration statement under the Securities Act of 1933, as amended (the "Securities Act"), the public offering price of which is not less than \$7.68 per share (adjusted to reflect subsequent stock dividends, stock splits or recapitalization) and the gross proceeds to the corporation (before underwriting discounts, commissions and fees) of which are not less than \$15,000,000 in the aggregate, or (ii) the date specified by written consent or agreement of (A) in the case of Series A Preferred Stock, the holders of a majority of the then outstanding shares of Series A Preferred Stock, voting as a separate series, (B) in the case of Series B Preferred Stock and Series C Preferred Stock, a majority of the then outstanding Series B Preferred Stock and Series C Preferred Stock, voting together as a class on an as-converted basis, and (C) in the case of the Series D Preferred Stock, the holder of a majority of the then outstanding shares of Series D Preferred Stock, voting as a separate series.

(c) Mechanics of Conversion. Before any holder of Preferred Stock shall be entitled to convert the same into shares of Common Stock, such holder shall surrender the certificate(s) therefor, duly endorsed, at the office of this corporation or of any transfer agent for the 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(s) in which the certificate(s) 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 Preferred Stock, or to the nominee(s) 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 Preferred Stock to be converted, and the person(s) entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder(s) 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, the conversion may, at the option of any holder tendering 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 Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such sale of securities.

(d) Conversion Price Adjustments of Preferred Stock for Certain Dilutive Issuances, Splits and Combinations. The Conversion Prices of the Designated Preferred Stock shall be subject to adjustment from time to time as follows:

(i) (A) If the corporation shall issue, after the date that the first share of Series D Preferred Stock is issued (the "Original Issue Date"), any Additional Stock (as defined below) without consideration or for a consideration per share less than the Conversion Price for the Series D Preferred Stock in effect immediately prior to the issuance of such Additional Stock, the Conversion Price for each series of Designated Preferred Stock in effect immediately prior to each such issuance shall forthwith (except as otherwise provided in this clause (i)) be adjusted to a price determined by multiplying the Conversion Price of each such series by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such issuance plus the number of shares of Common Stock that the aggregate consideration received by the corporation for such issuance would purchase at the Conversion Price of the Series D Preferred Stock; and the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to such issuance plus the number of shares of such Additional Stock.

(B) No adjustment of the Conversion Price for the Designated Preferred Stock 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 3 years from the date of the event giving rise to the adjustment being carried forward, or shall be made at the end of 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 (E)(3) and (E)(4), no adjustment of such Conversion Price pursuant to this subsection 4(d)(i) shall have the effect of increasing the Conversion Price for any series of Designated Preferred Stock above the Conversion Price for such series 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 Original Issue 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 4(d)(i) and subsection 4(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 4(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 4(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 Prices of Designated Preferred Stock, 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 Prices of the

Designated Preferred Stock, 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 4(d)(i)(E)(1) and (2) shall be appropriately adjusted to reflect any change, termination or expiration of the type described in either subsection 4(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 4(d)(i)(E)) by this corporation after the Original Issue Date, other than

(A) Common Stock issued pursuant to a transaction described in subsection 4(d)(iii) hereof,

(B) up to 1,300,000 shares of Common Stock issuable or issued to employees, consultants, officers or directors of this corporation directly or pursuant to a warrant, stock option plan or agreement, restricted stock plan or agreement or other equity incentive plan or agreement,

(C) shares of Common Stock issued or issuable upon conversion of the Designated Preferred Stock,

(D) shares of Common Stock issued or issuable in connection with the acquisition (whether by merger or otherwise) of another entity pursuant to a transaction approved by the Board of Directors by the affirmative vote of at least two-thirds of the directors of the corporation,

(E) shares of Common Stock issued or issuable to strategic or marketing partners pursuant to an agreement approved by the Board of Directors by the affirmative vote of at least two-thirds of the directors of the corporation,

(F) shares of Common Stock issued or issuable upon exercise or conversion of options, warrants or convertible securities outstanding on the Original Issue Date, or

(G) shares of Common Stock issued or issuable (I) in a public offering before or in connection with which all outstanding shares of Designated Preferred Stock will be converted to Common Stock or (II) upon exercise of warrants or rights granted to underwriters in connection with such a public offering.

(iii) In the event the corporation should at any time or from time to time after the Original Issue Date 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 Designated Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of Designated 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.

(iv) If the number of shares of Common Stock outstanding at any time after the Original Issue Date 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 Designated Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of Designated Preferred Stock shall be decreased in proportion to such decrease in outstanding shares of Common Stock.

(e) Other Distributions. In the event this corporation shall at any time after the Original Issue Date declare a distribution payable in securities of other persons (other than the Special Distribution), evidences of indebtedness issued by this corporation or other persons, assets (excluding cash dividends) or options or rights not referred to in subsection 4(d)(iii), then, in each such case for the purpose of this subsection 4(e), the holders of the Designated 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 shares of Designated 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 Original Issue Date 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 4 or Section 2), provision shall be made so that the holders of the Designated Preferred Stock shall thereafter be entitled to receive upon conversion of such 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 such 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 4 with respect to the rights of the holders of the Designated Preferred Stock after the recapitalization to the end that the provisions of this Section 4 (including adjustment of the Conversion Prices then in effect and the number of shares purchasable upon conversion of such Preferred Stock) shall be applicable after that event as nearly equivalent as may be practicable.

(g) No Impairment. This corporation will not, by amendment of its articles 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 4 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 Designated Preferred Stock against impairment.

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

(i) No fractional shares shall be issued upon the conversion of any share(s) of Preferred Stock, and the number of shares of Common Stock to be issued shall be determined on the basis of the total number of shares of each series of Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion. If, after the foregoing aggregation, the conversion would result in the issuance of any fractional share, the Company shall, in lieu of issuing any fractional share, pay cash equal to the product of such fraction multiplied by the Common Stock's fair market value (as determined by the Board of Directors) on the date of conversion.

(ii) Upon the occurrence of each adjustment or readjustment of the Conversion Prices of Designated Preferred Stock, as the case may be, pursuant to this Section 4, 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 such Preferred Stock 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 the Designated Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (A) such adjustment and readjustment, (B) the Conversion Price for such series of Preferred Stock 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 any series of the Designated Preferred Stock.

(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 (other than the Special 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 Designated Preferred Stock, 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 Designated 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 such 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 such Preferred Stock, in addition to such

other remedies as shall be available to the holder of such Preferred Stock, 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 these articles of incorporation.

(k) Notices. Unless otherwise expressly provided in these articles of incorporation and subject to applicable law, any notice required by the provisions of this Section 4 to be given to the holders of shares of Preferred Stock shall be deemed given at (i) the time a written notice is deposited in the United States mail, postage prepaid, and addressed to each holder of record at his, her or its address appearing on the books of this corporation, (ii) the time any other written notice, including facsimile, telegram or electronic mail message, is personally delivered to such holder or is delivered to a common carrier for transmission, or actually transmitted by the person giving notice by electronic means, to such holder, or (iii) the time any oral notice is communicated, in person or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or wireless, to such holder, including such holder's designated voice mailbox or address on such a system, or to a person at the office of such holder who the person giving the notice has reason to believe will promptly communicate it to such holder, as set forth in California Corporations Code Section 118.

5. Voting Rights. The holder of each share of Designated Preferred Stock shall have the right to one vote for each share of Common Stock into which such share of Preferred Stock could then be converted (but without giving effect to the Conversion Dividends), 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 Designated Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

6. Protective Provisions.

(a) Designated Preferred Stock. Subject to the rights of any series of Preferred Stock which may from time to time come into existence, so long as any shares of Designated Preferred Stock are outstanding, this corporation shall not without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the then outstanding shares of Designated Preferred Stock, voting together as a single class on an as-converted basis (but without giving effect to the Conversion Dividends):

(i) 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;

(ii) redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose), or pay dividends with respect to, any share(s) of Preferred Stock or Common Stock; provided, however, that this restriction shall not apply to (A) 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, (B) the payment of dividends on the Series D Preferred Stock or the Series A Preferred Stock pursuant to subsection B(1) of this Article II, or (C) the Special Distribution; or

(iii) amend the Corporation's Articles of Incorporation or bylaws.

(b) Series A Preferred Stock. 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 A Preferred Stock are outstanding, this corporation shall not without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the then outstanding shares of Series A Preferred Stock, voting as a separate series:

(i) alter or change the rights, preferences or privileges of the shares of Series A Preferred Stock so as to affect adversely such shares;

(ii) increase the total number of authorized shares of Series A Preferred Stock; or

(iii) authorize or issue, or obligate itself to issue, any other equity security, including any other security convertible into or exercisable for any equity security having a preference over, or being on a parity with, the Series A Preferred Stock with respect to voting, dividends or upon liquidation.

(c) Series B Preferred Stock and Series C Preferred Stock. 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 B Preferred Stock and Series C Preferred Stock are outstanding, this corporation shall not without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the then outstanding shares of Series B Preferred Stock and Series C Preferred Stock, voting together as a single series on an as-converted basis:

(i) alter or change the rights, preferences or privileges of the shares of Series B Preferred Stock or Series C Preferred Stock so as to affect adversely such shares;

(ii) increase the total number of authorized shares of such Series B Preferred Stock or Series C Preferred Stock ;

(iii) authorize or issue, or obligate itself to issue, any other equity security, including any other security convertible into or exercisable for any equity

security having a preference over, or being on a parity with, the Series B Preferred Stock or Series C Preferred Stock with respect to voting, dividends or upon liquidation.

(d) Series D Preferred Stock. 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 D Preferred Stock are outstanding, this corporation shall not without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the then outstanding shares of Series D Preferred Stock, voting as a separate series:

(i) alter or change the rights, preferences or privileges of the shares of Series D Preferred Stock so as to affect adversely such shares;

(ii) increase the total number of authorized shares of Series D Preferred Stock; or

(iii) authorize or issue, or obligate itself to issue, any other equity security, including any other security convertible into or exercisable for any equity security having a preference over, or being on a parity with, the Series D Preferred Stock with respect to voting, dividends or upon liquidation.

7. Status of Converted or Redeemed Stock. In the event any shares of Designated Preferred Stock shall be redeemed or converted pursuant to Section 3 or Section 4 hereof, the shares so converted or redeemed shall be cancelled and shall not be issuable by the corporation. The articles of incorporation of this corporation shall be appropriately amended to effect the corresponding reduction in the corporation's authorized capital stock.

8. Repurchase of Shares. In connection with repurchases by this corporation of its Common Stock pursuant to its agreements with certain of the holders thereof, Sections 502 and 503 of the California General Corporation Law shall not apply in whole or in part with respect to such repurchases.

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, as and if 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. Dividends shall not be cumulative.

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 III.

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 the bylaws of this corporation, and shall be entitled to vote upon such matters and in such

manner as may be provided by law and subsection B(5) of this Article III.

ARTICLE IV

Section 1. The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

Section 2. This corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with the agents, vote of shareholders or disinterested directors, or otherwise in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the corporation and its shareholders.

Section 3. The foregoing amendment has been approved by the Board of Directors of said corporation.

Section 4. The foregoing amendment was approved by the required vote of the Corporation's shareholders in accordance with Sections 902 and 903 of the California General Corporation Law. The total number of outstanding shares of the Corporation is 1,959,233 shares of Common Stock, 156,250 shares of Series A Preferred Stock, 595,973 shares of Series B Preferred Stock and 341,000 shares of Series C Preferred Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was (i) more than fifty percent (50%) of the outstanding shares of Common Stock, (ii) more than fifty percent (50%) of the outstanding shares of the Preferred Stock voting together as a single class, (iii) more than fifty percent (50%) of the outstanding shares of the Series A Preferred Stock, (iv) more than fifty percent (50%) of the outstanding shares of the Series B Preferred Stock, and (v) more than fifty percent (50%) of the outstanding shares of Series C Preferred Stock.

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I do hereby declare under penalty of perjury under the laws of the State of California that the contents of this document are true and correct to my best knowledge.

November 6, 2003

[Signature]
T. J. Mori, President and Chief Financial Officer



[SIGNATURE PAGE TO THIRD AMENDED AND
RESTATED ARTICLES OF INCORPORATION OF AM GROUP CORPORATION]

RECORDED: 09/28/2005

TRADEMARK
REEL: 003166 FRAME: 0670