

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
Streamload, Inc.		06/13/2007	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Nirvanix, Inc.		
Street Address:	525 B Street		
Internal Address:	Suite 1000		
City:	San Diego		
State/Country:	CALIFORNIA		
Postal Code:	92101		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	77196603	NIRVANIX	
CORRESPONDENCE DATA			
Fax Number:	(415)772-6268		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	415 772 6000		
Email:	kim.moore@hellerehrman.com		
Correspondent Name:	John C. Wilson		
Address Line 1:	333 Bush Street		
Address Line 4:	San Francisco, CALIFORNIA 94104-2878		
ATTORNEY DOCKET NUMBER:	40051-0003		
NAME OF SUBMITTER:	John C. Wilson		
Signature:	/John C. Wilson/		
Date:	07/11/2007		

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Total Attachments: 19

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State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 18 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

JUN 15 2007

DEBRA BOWEN
Secretary of State

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
STREAMLOAD, INC.

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

JUN 13 2007

The undersigned, Patrick Harr and Gregory A. Bohdan, hereby certify that:

1. They are the duly elected and acting President and Secretary, respectively, of Streamload, Inc., a California corporation.
2. The Articles of Incorporation of this corporation shall be amended and restated to read in full as follows:

ARTICLE I

The name of this corporation is Nirvanix, Inc. (the "Corporation").

ARTICLE II

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

ARTICLE III

(A) Classes of Stock. The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." Forty-Six Million (46,000,000) shares shall be Common Stock, par value \$0.0001 per share, and Thirty-Three Million Four Hundred Seventy-Eight Thousand Seven Hundred Ninety-Three (33,478,793) shares shall be Preferred Stock, par value \$0.0001 per share.

(B) Rights, Preferences and Restrictions of Preferred Stock. The Preferred Stock authorized by these Amended and Restated Articles of Incorporation (the "Restated Articles") may be issued from time to time in one or more series. The first series of Preferred Stock shall be designated "Series A Preferred Stock" and shall consist of 1,194,240 shares. The second series of Preferred Stock shall be designated "Series A-1 Preferred Stock" and shall consist of 250,000 shares. The third series of Preferred Stock shall be designated "Series A-3 Preferred Stock" and shall consist of 46,948 shares. The fourth series of Preferred Stock shall be designated "Series B Preferred Stock" and shall consist of 1,220,656 shares. The fifth series of Preferred Stock shall be designated "Series B-1 Preferred Stock" and shall consist of 3,097,169 shares. The sixth series of Preferred Stock shall be designated "Series C Preferred Stock" and shall consist of 27,669,780 shares. The rights, preferences, privileges, and restrictions granted to and imposed on the Series A, Series A-1, Series A-3, Series B, Series B-1, and Series C Preferred Stock are as set forth below in this Article III(B).

Upon the filing of the Restated Articles, without any further action by the holders thereof, (i) each one share of the Corporation's outstanding Series A-3 Preferred Stock shall be

automatically split and divided into 1.50235 shares of Series A-3 Preferred Stock, (ii) each one (1) share of the Corporation's outstanding Series B Preferred Stock shall be automatically split and divided into 1.50235 shares of Series B Preferred Stock and (iii) each one (1) share of Series B-1 Preferred Stock shall be automatically split and divided into 1.70892 shares of Series B-1 Preferred Stock (collectively, the "Stock Split"). All share amounts, amounts per share and per share numbers set forth in the Restated Articles have been adjusted to reflect the Stock Split. For purposes of calculating the number of shares of any series of Preferred Stock a holder will hold following the Stock Split, the Corporation shall aggregate all of the shares of each series of Preferred Stock held by a holder and its affiliates as of the Stock Split. If the Stock Split would result in any fractional share, the Corporation shall, in lieu of issuing any such fractional share, pay the holder thereof an amount in cash equal to the fair market value of such fractional share as of such date as determined by the Board of Directors of the Corporation (the "Board of Directors").

1. Dividend Provision.

(a) Series C Dividends. The holders of shares of Series C 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 the Corporation) on the Series A, Series A-1, Series A-3, Series B and Series B-1 Preferred Stock and Common Stock of the Corporation, at the rate of \$0.043 per share (as adjusted for stock splits, stock dividends, reclassifications or the like) per annum on each outstanding share of Series C Preferred Stock. Such dividends shall accrue on each share from the initial date of issuance, and shall accrue from day to day, whether or not earned or declared. Such dividends shall be cumulative so that, if such dividends in respect of any previous or current annual dividend period, at the annual rate specified above, shall not have been paid the deficiency shall first be fully paid before any dividend or other distribution shall be paid on or declared and set apart for the Series A, Series A-1, Series A-3, Series B and Series B-1 Preferred Stock and Common Stock. Any accumulation of dividends on the Series C Preferred Stock shall not bear interest. Cumulative dividends with respect to a share of Series C Preferred Stock which are accrued, payable and/or in arrears shall, upon conversion of such share to Common Stock, not then or thereafter be paid and shall cease to be accrued, payable and/or in arrears.

(b) Dividends on Remaining Series of Preferred Stock. After the payment of the dividends required by Section 1(a), the holders of shares of Series A, Series A-1, Series A-3 Series B and Series B-1 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 the Corporation) on the Common Stock of the Corporation, at the rate of (a) \$0.0264 per share (as appropriately adjusted for stock splits, stock dividends, reclassifications or the like) per annum on each outstanding share of Series A Preferred Stock, (b) \$0.032 per share (as appropriately adjusted for stock splits, stock dividends, reclassifications or the like) per annum on each outstanding share of Series A-1 Preferred Stock, (c) \$0.043 per share (as appropriately adjusted for stock splits, stock dividends, reclassifications or the like) per annum on each

outstanding share of Series A-3 Preferred Stock (d) \$0.032 per share (as appropriately adjusted for stock splits, stock dividends, reclassifications or the like) per annum on each outstanding share of Series B Preferred Stock, and (e) \$0.036 per share (as appropriately adjusted for stock splits, stock dividends, reclassifications or the like) per annum on each outstanding share of Series B-1 Preferred Stock, payable quarterly when, as and if declared by the Board of Directors. Such dividends shall not be cumulative. After payment of such dividends, any additional dividends shall be distributed among the holders of Series A, Series A-1, Series A-3, Series B, Series B-1 and Series C Preferred Stock and Common Stock pro rata based on the number of shares of Common Stock then held by each holder (assuming conversion of all such Preferred Stock into Common Stock).

(c) MediaMax Distribution. Notwithstanding anything to the contrary contained in this Section 1, the provisions of this Section 1 shall not apply to any dividend or distribution of the common stock of MediaMax, Inc. held by this Corporation (a "MediaMax Distribution") and any MediaMax Distribution shall be made in the manner approved by the Board of Directors of the Corporation.

2. Liquidation.

(a) Preference. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of the Series A, Series A-1, Series A-3, Series B, Series B-1 and Series C Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Common Stock by reason of their ownership thereof, out of any assets legally available therefor, an amount per share equal to (i) \$0.34 per share (as appropriately adjusted for stock splits, stock dividends, reclassifications or the like) for each share of Series A Preferred Stock then held by them, (ii) \$0.40 per share (as appropriately adjusted for stock splits, stock dividends, reclassifications or the like) for each share of Series A-1 Preferred Stock then held by them, (iii) \$0.5325 per share (as appropriately adjusted for stock splits, stock dividends, reclassifications or the like) for each share of Series A-3 Preferred Stock then held by them, (iv) \$0.5325 per share (as appropriately adjusted for stock splits, stock dividends, reclassifications or the like) for each share of Series B Preferred Stock then held by them, (v) \$0.5325 per share (as appropriately adjusted for stock splits, stock dividends, reclassifications or the like) for each share of Series B-1 Preferred Stock then held by them, and (vi) \$0.5325 per share (as appropriately adjusted for stock splits, stock dividends, reclassifications or the like) for each share of Series C Preferred Stock then held by them. If, upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series A, Series A-1, Series A-3, Series B, Series B-1 and Series C Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series A, Series A-1, Series A-3, Series B, Series B-1 and Series C Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive.

(b) Payment of Dividends on Series C Preferred Stock. Upon the completion of the distributions required by Section 2(a) above, the holders of Series C Preferred Stock shall be entitled to receive all accrued but unpaid dividends on such shares of Series C Preferred Stock. If, upon the occurrence of such event and upon the completion of the

distribution required by Section 2(a) above, 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 pursuant to this Section 2(b), then the remaining assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of Series C Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive pursuant to this Section 2(b).

(c) Remaining Assets. Upon the completion of the distributions required by Sections 2(a) and 2(b) above, the remaining assets of the Corporation available for distribution to shareholders shall be distributed among the holders of Common Stock pro rata based on the number of shares of Common Stock held by each.

(d) Certain Acquisitions.

(i) Deemed Liquidation. For purposes of this Section 2, a liquidation, dissolution, or winding up of the Corporation shall be deemed to occur if the Corporation shall sell, lease, license, transfer, convey, or otherwise dispose of all or substantially all of its property, assets or business (including the exclusive licensing of substantially all of the Corporation's intellectual property), or merge with or into, or consolidate with, any other corporation, limited liability company or other entity or person (other than a wholly-owned subsidiary of the Corporation) (any such transaction, a "Liquidation Transaction") , provided that none of the following shall be considered a Liquidation Transaction: (A) a merger effected primarily for the purpose of changing the domicile of the Corporation, (B) a bona fide equity financing in which cash is received by the Corporation or indebtedness of the Corporation is cancelled or converted or any combination thereof approved by at least 75% of the members of the Board of Directors or (C) a transaction in which the shareholders of the Corporation immediately prior to the transaction own more than 50% of the voting power of the surviving corporation (or its parent if the surviving corporation is a wholly-owned entity) following the transaction, in substantially the same proportions as their ownership of the voting power of the Corporation immediately prior to such transaction;

(ii) Valuation of Consideration. In the event of a Liquidation Transaction, if the consideration received by the Corporation is other than cash, its value will be deemed its fair market value as determined in good faith by the Board of Directors. 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 The Nasdaq Stock Market ("Nasdaq"), the value shall be based on a formula determined in good faith by the Board of Directors and derived from the closing prices of the securities on such exchange or Nasdaq over a specified time period;

(2) If actively traded over-the-counter, the value shall be based on a formula determined in good faith by the Board of Directors and derived from the closing bid or sales prices (whichever is applicable) for such securities over a specified time period; and

(3) If there is no active public market, the value shall be the fair market value thereof, 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 specified above in Section 2(c)(ii)(A) to reflect the approximate fair market value thereof, as determined in good faith by the Board of Directors.

(e) MediaMax Distribution. Notwithstanding anything to the contrary contained in this Section 2, a MediaMax Distribution shall not be deemed to be a liquidation, dissolution or winding up within the meaning of this Section 2.

3. Redemption.

(a) Redemption Date and Price. At any time after June 15, 2012, upon the receipt by the Corporation of a written request (a "Redemption Election") from the holders of not less than a majority of the then outstanding Series C Preferred Stock, voting together as a single class on an as-converted basis, that all of the shares of Series C Preferred Stock be redeemed, the Corporation shall, in three (3) equal annual installments beginning on the date thirty (30) days following the date of the Redemption Election and on each of next two annual anniversaries of such date (each, a "Redemption Date"), to the extent it may lawfully do so, redeem the Series C Preferred Stock in accordance with the procedures set forth in this Section 3 by paying in cash therefor a sum per share equal to \$0.5325 per share (as appropriately adjusted for stock splits, stock dividends, reclassifications or the like) plus all accrued but unpaid dividends on such shares (the "Series C Redemption Price").

(b) Shares to be Redeemed. The number of shares of Series C Preferred Stock that the Corporation shall be required to redeem on any one Redemption Date shall be equal to the amount determined by dividing (A) the aggregate number of shares of Series C Preferred Stock outstanding immediately prior to the Redemption Date by (B) the number of remaining Redemption Dates (including the Redemption Date to which such calculation applies). Shares subject to redemption pursuant to this Section 3(a) shall be redeemed from each holder of Series C Preferred Stock on a pro rata basis.

(c) Procedure. Within 15 days following its receipt of the Redemption Election, the Corporation shall mail a written notice, first class postage prepaid, to each holder of record (at the close of business on the business day next preceding the day on which notice is given) of Series C Preferred Stock at the address last shown on the records of the Corporation for such holder, notifying such holder of the redemption to be effected, specifying the number of shares to be redeemed from such holder, the Redemption Date, the Series C Redemption Price, the place at which payment may be obtained and calling upon such holder to surrender to the Corporation, in the manner and at the place designated, such holder's certificate or certificates representing the shares to be redeemed (the "Redemption Notice"). Except as provided in Section 3(c) on or after each Redemption Date, each holder of Series C Preferred Stock to be redeemed shall surrender to the Corporation the certificate or certificates representing such shares to be redeemed at such Redemption Date, in the manner and at the place designated in the

Redemption Notice, and thereupon the Series C Redemption Price of such shares to be redeemed shall be payable to the order of the person whose name appears on such certificate or certificates as the owner thereof and each surrendered certificate shall be cancelled.

(d) Effect of Redemption; Insufficient Funds. From and after the first Redemption Date, unless there shall have been a default in payment of the Redemption Price, all rights of the holders of shares of Series C Preferred Stock designated for redemption in the Redemption Notice (except the right to receive the applicable Series C Redemption Price without interest upon surrender of their certificate or certificates) shall cease with respect to such shares, and such shares shall not thereafter be transferred on the books of the Corporation or be deemed to be outstanding for any purpose whatsoever. If the funds of the Corporation legally available for redemption of shares of Series C Preferred Stock on a Redemption Date are insufficient to redeem the total number of shares of Series C Preferred Stock to be redeemed on such date, those funds which are legally available will be used to redeem the shares from the holders of Series C Preferred Stock on a pro rata basis as if the shares had been converted to Common Stock.

(e) Redemption of Remaining Preferred Stock. If at any time after the Corporation has completed the redemption of all outstanding shares of Series C Preferred Stock in accordance with this Section 3, the holders a majority of the then outstanding shares of Series A, Series A-1, Series A-3, Series B and Series B-1 Preferred Stock, voting together as a single class on an as-converted basis, make a written request (a "Subsequent Redemption Election"), that the Corporation redeem all of the remaining shares of Preferred Stock then outstanding, the Corporation shall, in three (3) equal annual installments beginning on the date thirty (30) days following the date of the Subsequent Redemption Election and on each of next two annual anniversaries of such date (each, a "Subsequent Redemption Date"), to the extent it may lawfully do so, redeem the remaining Preferred Stock in accordance with the procedures set forth in Sections 3(b), (c) and (d) above (as if the references to Series C Preferred Stock were references to Preferred Stock), by paying in cash therefor a sum per share of each series equal to the amount set forth in Section 2(a) per share in respect of such series of Preferred Stock (the "Subsequent Redemption Price").

4. Conversion. The holders of the Series A, Series A-1, Series A-3, Series B, Series B-1 and Series C Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert. Subject to Section 4(c), each share of Series A, Series A-1, Series A-3, Series B, Series B-1 and Series C 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 the 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 (i) \$0.34 in the case of the Series A Preferred Stock, (ii) \$0.40 in the case of the Series A-1 Preferred Stock, (iii) \$0.5325 in the case of the Series A-3 Preferred Stock, (iv) \$0.5325 in the case of the Series B Preferred Stock, (v) \$0.5325 in the case of the Series B-1 Preferred Stock and (vi) \$0.5325 in the case of the Series C Preferred Stock by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The initial Conversion Price per share shall be \$0.34 for shares of Series A Preferred Stock, \$0.40 for shares of Series A-1 Preferred Stock, \$0.5325 for shares of Series A-3 Preferred Stock, \$0.5325 for

shares of Series B Preferred Stock, \$0.5325 for shares of Series B-1 Preferred Stock, and \$0.5325 for shares of Series C Preferred Stock. Such initial Conversion Price shall be subject to adjustment as set forth in Section 4(d).

(b) Automatic Conversion.

(i) Each share of Series A, Series A-1, Series A-3, Series B, Series B-1 and Series C Preferred Stock shall automatically be converted into shares of Common Stock at the Conversion Price at the time in effect for such share immediately upon the earlier of (i) 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 per share of which is not less than \$2.66 (as adjusted for stock splits, stock dividends, reclassifications or the like) and which results in aggregate cash proceeds to the Corporation of not less than \$30,000,000 or (ii) the date specified by written consent or agreement of the holders of a majority of the then outstanding shares of Series A, Series A-1, Series A-3, Series B, Series B-1 and Series C Preferred Stock (voting together as a single class on an as-converted basis).

(ii) Upon the occurrence of either of the events specified in Section 4(b)(i) above, the outstanding shares of Series A, Series A-1, Series A-3, Series B, Series B-1 and Series C Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided, however, that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such conversion unless the certificates evidencing such shares of Series A, Series A-1, Series A-3, Series B, Series B-1 and Series C Preferred Stock are either delivered to the Corporation or its transfer agent as provided below, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. Upon the occurrence of such automatic conversion of the Series A, Series A-1, Series A-3, Series B, Series B-1 and Series C Preferred Stock, the holders of such Preferred Stock shall surrender the certificates representing such shares at the office of the Corporation or any transfer agent for such series of Preferred Stock. Thereupon, there shall be issued and delivered to such holder promptly at such office and in its name as shown on such surrendered certificate or certificates, a certificate or certificates for the number of shares of Common Stock into which the shares of Series A, Series A-1, Series A-3, Series B, Series B-1 and Series C Preferred Stock surrendered were convertible on the date on which such automatic conversion occurred, and any declared and unpaid dividends shall be paid.

(c) Mechanics of Conversion. Subject to Section 4(b) above, before any holder of Series A, Series A-1, Series A-3, Series B, Series B-1 or Series C Preferred Stock shall be entitled to convert such Preferred Stock into shares of Common Stock, the holder shall surrender the certificate or certificates therefor, duly endorsed (or a reasonably acceptable affidavit and indemnity undertaking in the event of a lost, stolen or destroyed certificate), at the office of the Corporation or of any transfer agent for such series of Preferred Stock, and shall give written notice to the 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. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid, and, shall, as soon as practicable thereafter, pay in cash or, to the extent sufficient funds are not then legally available therefore, in Common Stock (at the Common Stock's fair market value as determined in good faith by the Board of Directors as of the date of such conversion), any declared or accrued and unpaid dividends on such shares of Series A, Series A-1, Series A-3, Series B, Series B-1 and/or Series C Preferred Stock being converted. 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 such series of Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date.

(d) Conversion Price Adjustments of Preferred Stock for Certain Dilutive Issuances, Splits and Combinations. The Conversion Price of the Series A, Series A-1, Series A-3, Series B, Series B-1 and Series C Preferred Stock shall be subject to adjustment from time to time as follows:

(i) Issuance of Additional Stock below Purchase Price. If the Corporation should issue, or be deemed to have issued pursuant to Section 4(d)(i)(E) below, at any time after the date hereof (the "Purchase Date"), any Additional Stock (as defined below) without consideration or for a consideration per share less than the Conversion Price for such series in effect immediately prior to the issuance of such Additional Stock, the Conversion Price for such series in effect immediately prior to each such issuance shall automatically be adjusted as set forth in this Section 4(d)(i), unless otherwise provided in this Section 4(d)(i).

(A) Adjustment Formula. Whenever the Conversion Price is adjusted pursuant to this Section 4(d)(i), the new Conversion Price shall be determined by multiplying the Conversion Price then in effect by a fraction, (x) the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such issuance (the "Outstanding Common") plus the number of shares of Common Stock that the aggregate consideration received by the Corporation for such issuance would purchase at such Conversion Price; and (y) the denominator of which shall be the number of shares of Outstanding Common plus the number of shares of such Additional Stock. For purposes of the foregoing calculation, the term "Outstanding Common" shall include shares of Common Stock deemed issued pursuant to Section 4(d)(i)(E) below.

(B) Definition of "Additional Stock". For purposes of this Section 4(d)(i), "Additional Stock" shall mean any shares of Common Stock issued (or deemed to have been issued pursuant to Section 4(d)(i)(E)) by the Corporation after the Purchase Date other than:

(1) Common Stock issued pursuant to stock dividends, stock splits or similar transactions, as described in Section 4(d)(ii) hereof;

(2) Common Stock and Common Stock Equivalents (as defined below) issued to employees, consultants or directors of the Corporation

directly or pursuant to a stock option plan, restricted stock purchase plan or other stock plan approved by at least 75% of the members of the Board of Directors;

(3) Common Stock and Common Stock Equivalents issued to financial institutions, equipment lessors, brokers or similar person in connection with commercial credit arrangements, equipment financings, commercial property lease transactions or similar transactions approved by at least 75% of the members of the Board of Directors;

(4) Common Stock and Common Stock Equivalents issued upon conversion or exercise of convertible or exercisable securities outstanding as of the date hereof;

(5) Common Stock and Common Stock Equivalents issued in connection with bona fide acquisitions, mergers or similar transactions, the terms of which are approved by at least 75% of the members of the Board of Directors;

(6) Common Stock and Common Stock Equivalents issued in a public offering prior to or in connection with which all outstanding shares of Series A, Series A-1, Series A-3, Series B, Series B-1 and Series C Preferred Stock will be converted to Common Stock;

(7) Common Stock issued or issuable upon conversion of the Series A, Series A-1, Series A-3, Series B, Series B-1 and Series C Preferred Stock; and

(8) Common Stock and Common Stock Equivalents issued or issuable with the affirmative vote of at least a majority of the then outstanding shares of Series C Preferred Stock.

(C) No Fractional Adjustments. No adjustment of the Conversion Price for the Series A, Series A-1, Series A-3, Series B, Series B-1 Preferred Stock and Series C 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: a) taken into account in any subsequent adjustment made prior to three years from the date of the event giving rise to the adjustment being carried forward, b) shall be made at the end of three years from the date of the event giving rise to the adjustment being carried forward, or c) shall be made upon a Liquidation Transaction.

(D) Determination of Consideration. 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 the Corporation for any underwriting or otherwise in connection with the issuance and sale thereof. In the case of the issuance of Common Stock or Common Stock Equivalents 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 reasonably determined by the Board of Directors in good faith irrespective of any accounting treatment.

(E) Deemed Issuances of Common Stock. In the case of the issuance (whether before, on or after the Purchase Date) of securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (the "Common Stock Equivalents"), the following provisions shall apply for all purposes of this Section 4(d)(i):

(1) The aggregate maximum number of shares of Common Stock deliverable upon conversion, exchange or exercise (assuming the satisfaction of any conditions to convertibility, exchangeability or exercisability, including, without limitation, the passage of time, but without taking into account potential antidilution adjustments) of any Common Stock Equivalents and subsequent conversion, exchange or exercise thereof shall be deemed to have been issued at the time such Common Stock Equivalents were issued and for a consideration equal to the consideration, if any, received by the Corporation for any such securities and related Common Stock Equivalents (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, exchange or exercise of any Common Stock Equivalents (the consideration in each case to be determined in the manner provided in Section 4(d)(i)(D); provided, however, that, in the event the maximum number of shares of Common Stock deliverable upon conversion, exchange or exercise of any Common Stock Equivalents is unascertainable at the time such Common Stock Equivalents are issued (other than as a result of potential antidilution adjustments), such Common Stock shall be deemed to have been issued at the time the maximum number of shares of Common Stock deliverable upon conversion, exchange or exercise of such Common Stock Equivalents becomes ascertainable.

(2) In the event of any change in the number of shares of Common Stock deliverable or in the consideration payable to the Corporation upon conversion, exchange or exercise of any Common Stock Equivalents, including a change resulting from the antidilution provisions thereof, the Conversion Price of each series of Preferred Stock, to the extent in any way affected by or computed using such Common Stock Equivalents, 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 conversion, exchange or exercise of such Common Stock Equivalents.

(3) Upon the termination or expiration of the convertibility, exchangeability or exercisability of any Common Stock Equivalents, the Conversion Price of each series of Preferred Stock, to the extent in any way affected by or computed using such Common Stock Equivalents, shall be recomputed to reflect the issuance of only the number of shares of Common Stock (and Common Stock Equivalents that remain convertible, exchangeable or exercisable) actually issued upon the conversion, exchange or exercise of such Common Stock Equivalents.

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

(F) No Increased Conversion Price. Notwithstanding any other provisions of this Section 4(d)(i), except to the limited extent provided for in Sections 4(d)(i)(E)(2) and 4(d)(i)(E)(3), no adjustment of the Conversion Price pursuant to this Section 4(d)(i) shall have the effect of increasing the Conversion Price above the Conversion Price in effect immediately prior to such adjustment.

(ii) Stock Splits and Dividends. In the event the Corporation should at any time after the Purchase 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 Common Stock Equivalents without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Conversion Price of each series of Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series 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 with the number of shares issuable with respect to Common Stock Equivalents determined from time to time in the manner provided for deemed issuances in Section 4(d)(i)(E); provided, however, that, in the event this Corporation should also on such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed) effect a split or subdivision of the outstanding shares of Preferred Stock or make a determination of holders of Preferred Stock entitled to receive Common Stock Equivalents without payment of any consideration by such holder for the additional shares of Preferred Stock or the Common Stock Equivalents; then no such change to the applicable Conversion Price of the Preferred Stock shall be made.

(iii) Reverse Stock Splits. If the number of shares of Common Stock outstanding at any time after the Purchase Date is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Conversion Price for each series of Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in outstanding shares; provided, however that, in the event the number of shares of Preferred Stock is also decreased by a combination of the outstanding shares of Preferred Stock on such record date, then no such change to the applicable Conversion Price of the Preferred Stock shall be made.

(e) Other Distributions. In the event the Corporation shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by the Corporation or other persons, assets (excluding cash dividends) or options or rights not referred to in Section 4(d)(i) or 4(d)(ii), then, in each such case for the purpose of this Section 4(e), the holders of Series A, Series A-1, Series A-3, Series B, Series B-1 and Series C 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 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. Notwithstanding the

foregoing, a MediaMax Distribution shall not be deemed to be a distribution within the meaning of this subsection (e) of this Section 4

(f) Recapitalizations, Reclassifications, Mergers, Consolidations and Other Events. If at any time or from time to time the Common Stock issuable upon conversion of the Series A, Series A-1, Series A-3, Series B, Series B-1 and Series C Preferred Stock is changed into the same or a different number of shares of any class or classes of stock, whether by recapitalization, reclassification, merger, consolidation or otherwise (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 Series A, Series A-1, Series A-3, Series B, Series B-1 and Series C 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 conversion would have been entitled on such recapitalization, merger, consolidation or other event, all subject to further adjustment as provided herein or with respect to such other securities or property by the terms thereof. 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 such Preferred Stock after the recapitalization to the end that the provisions of this Section 4 (including adjustment of the Conversion Price then in effect and the number of shares purchasable upon conversion of such Preferred Stock) shall be applicable after that event and be as nearly equivalent as practicable. Notwithstanding the foregoing, a MediaMax Distribution shall not be deemed to be a recapitalization within the meaning of this subsection (f) of this Section 4.

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

(i) No fractional shares shall be issued upon the conversion of any share or shares of any series of Preferred Stock. In lieu of fractional shares, the Corporation will pay cash in an amount equal to the fair value of such fractional shares, based on the fair market value of the shares, as determined in good faith by the Board of Directors, as of the time when those who would otherwise be entitled to receive such, fractional shares is determined. The number of shares issuable upon such conversion shall be determined on the-basis of the total number of shares of Series A, Series A-1, Series A-3, Series B, Series B-1 or Series C 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 the conversion would result in any fractional share, the Corporation shall, in lieu of issuing any such fractional share, pay the holder thereof an amount in cash equal to the fair market value of such fractional share on the date of conversion, as determined in good faith by the Board of Director.

(ii) Upon the occurrence of each adjustment or readjustment of the Conversion Price of any series of Preferred Stock pursuant to this Section 4, the Corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of 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. The Corporation shall, upon the written request at any time of any holder of any series of Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (A) such adjustment or 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 such series of Preferred Stock.

(h) Notices of Record Date. Except with regard to a MediaMax Distribution, in the event of (i) any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, or (ii) any Liquidation Transaction, the Corporation shall mail to each holder of Preferred Stock, at least 10 days prior to the date specified therein, a notice specifying, as applicable, (A) 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; and (B) the date on which such Liquidation Transaction is expected to be consummated.

(i) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A, Series A-1, Series A-3, Series B, Series B-1 and Series C 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 series of 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 series of Preferred Stock, in addition to such other remedies as shall be available to the holder of such Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to these Restated Articles.

(j) Notices. 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 (i) upon personal delivery to the party to be notified, (ii) five (5) days after having been sent by registered or certified, mail, return receipt requested and postage prepaid, or (iii) one (1) day after deposit with a nationally recognized overnight courier, specifying next day delivery, with verification of receipt. All notices shall be addressed to each holder of record at the address of such holder appearing on the books of the Corporation.

(k) No Impairment. If any event occurs as to which the provisions of this Article III(B)(4) are not strictly applicable or, if strictly applicable, would not, in the good faith judgment of the Board of Directors, fairly protect the Conversion Rights of the Preferred Stock in accordance with the essential intent and principles of such provisions, the Board of Directors shall make such adjustments in the application of such provisions, in accordance with such essential intent and principles, as shall be reasonably necessary, in its good faith opinion, to protect such conversion rights as aforesaid, but in no event shall any such adjustment have the effect of increasing the applicable Conversion Price or otherwise adversely affect the holders of the Preferred Stock. This Corporation will not, without the appropriate vote of the shareholders under the California General Corporation Law or Section 5 of this Article III(B), by amendment

of its Restated Articles 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 actions as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Preferred Stock against impairment.

5. Voting Rights.

(a) Except as expressly provided by these Restated Articles or as provided by law, the holders of Series A, Series A-1, Series A-3, Series B, Series B-1 and Series C Preferred Stock shall have the same voting rights as the holders of Common Stock and shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation, and the holders of Common Stock and the Series A, Series A-1, Series A-3, Series B, Series B-1 and Series C Preferred Stock shall vote together as a single class on all matters. Each holder of Series A, Series A-1, Series A-3, Series B, Series B-1 and Series C Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Series A, Series A-1, Series A-3, Series B, Series B-1 and Series C Preferred, Stock could be converted immediately after the close of business on the record date fixed for such meeting or the effective date of a written consent. 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 A, Series A-1, Series A-3, Series B, Series B-1 or Series C Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

(b) So long as at least 1,000,000 shares of the Series A, Series A-1, Series A-3, Series B and Series B-1 Preferred Stock remains outstanding in the aggregate, the holders of then outstanding shares of Series A, Series A-1, Series A-3, Series B and Series B-1 Preferred Stock, voting as a separate class, shall be entitled to elect one (1) (the "Series A/B Director") of the total number of directors of the Corporation as is authorized by the Bylaws of the Corporation, to remove from office the Series A/B Director, and to fill any vacancy with respect thereto. At any meeting held for the purpose of electing directors, the presence in person or by proxy of the holders of a majority of the Series A, Series A-1, Series A-3, Series B and Series B-1 Preferred Stock then outstanding shall constitute a quorum of the Series A, Series A-1, Series A-3, Series B and Series B-1 Preferred Stock for the election of the Series A/B Director.

(c) So long as at least 1,000,000 shares of the Series C Preferred Stock remains outstanding, the holders of then outstanding shares of Series C Preferred Stock, voting as a separate class, shall be entitled to elect two (2) (the "Series C Directors") of the total number of directors of the Corporation as is authorized by the Bylaws of the Corporation, to remove from office the Series C Directors, and to fill any vacancy with respect thereto. At any meeting held for the purpose of electing directors, the presence in person or by proxy of the holders of a majority of the Series C Preferred Stock then outstanding shall constitute a quorum of the Series C Preferred Stock for the election of any Series C Director.

(d) The holders of then outstanding shares of Common Stock, voting as a separate class, shall be entitled to elect one (1) (the "Common Director") of the total number of directors of the Corporation as is authorized by the Bylaws of the Corporation, to remove from office the Common Director, and to fill any vacancy with respect thereto. At any meeting held for the purpose of electing directors, the presence in person or by proxy of the holders of a majority of the Common Stock then outstanding shall constitute a quorum of the Common Stock for the election of the Common Director.

(e) The holders of shares of Common Stock and Preferred Stock shall be entitled, voting together as a single class on an as-converted basis in accordance with Section 5(a) hereof, to elect the remaining directors of the Corporation at or pursuant to each meeting r consent of the Corporation's shareholders for the election of directors, to remove from office such directors, to fill any vacancy caused by the resignation or death of such directors and to fill any vacancy caused by the removal of such directors.

6. Protective Provisions.

(a) Following the initial issuance of any shares of Series C Preferred Stock, for so long as at least 1,000,000 shares of Series C Preferred Stock remain outstanding, the Corporation shall not (by amendment, merger, consolidation or otherwise) 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 C Preferred Stock, voting together as a separate class;

(i) alter, amend, modify or otherwise change the rights, preferences or privileges of the shares of Series A, Series A-1, Series A-3, Series B, Series B-1 or Series C Preferred Stock;

(ii) alter, amend, modify or otherwise change the total number of authorized shares of Common Stock or Preferred Stock or designate any additional shares of Series A, Series A-1, Series A-3, Series B, Series B-1 or Series C Preferred Stock;

(iii) redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any share or shares of Preferred Stock or Common Stock; provided, however, that this restriction shall not apply to (i) the repurchase of shares of Common Stock from employees, officers or directors or consultants to, or other persons and/or entities performing services for, the Corporation (or any parent or subsidiary) pursuant to stock purchase or stock issuance plans or agreements under which the Corporation has the option to repurchase such shares at cost or then fair market value upon the occurrence of certain events and as approved by the Board of Directors, (ii) the repurchase of shares of capital stock from the Corporation's shareholders pursuant to any right of first refusal or similar right held by the Corporation against such shareholder or (iii) the redemption by the Corporation of shares of its capital stock in accordance with Section 3 of this Article III;

(iv) authorize (by merger or otherwise) or issue any other equity security (including any reclassification of Common Stock) having a preference over, or being on a parity with, the Series C Preferred Stock with respect to voting (other than the pari passu voting rights of Common Stock), dividend rights or rights upon liquidation;

(v) alter, amend, modify or otherwise change the total number of authorized directors of the Corporation to a number other than seven (7);

(vi) alter, amend, modify or otherwise change any of the Corporation's stock option or stock issuance plans to increase the maximum number of shares of Common Stock which may be issued over the term of such plans to a number other than 8,480,999;

(vii) alter, amend, modify or otherwise change the Corporation's Restated Articles or Bylaws;

(viii) effect or commit to effect a Liquidation Transaction or liquidate, dissolve, reorganize or recapitalize the Corporation (provided that the MediaMax Distribution, shall not be deemed to be a liquidation, dissolution, reorganization, recapitalization or Liquidation Transaction for purposes hereof); or

(ix) effect or commit to effect the acquisition of another business entity by acquiring (i) a majority of the capital stock or ownership interests of such entity, (ii) a majority of the voting power of such entity or (iii) all or substantially all of the assets of such entity.

7. Status of Converted Stock. In the event any shares of Preferred Stock shall be converted pursuant to Section 4 hereof, the shares so converted shall be cancelled and shall not be issuable by the Corporation. These Restated Articles 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 the 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 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, or the occurrence of a Liquidation Transaction, the assets of the Corporation shall be distributed as provided in Section 2 of Article III(B).

3. Redemption. The Common Stock is not redeemable.

4. Voting Rights. Each holder of Common Stock shall have the right to one vote per share of Common Stock, and shall be entitled to notice of any shareholders' meeting in

accordance with the Bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

ARTICLE IV

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

(B) The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) to the fullest extent permissible under California law.

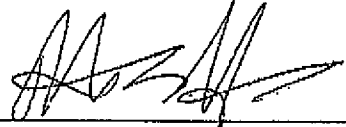
(C) Any amendment, repeal or modification of the foregoing provisions of this Article IV by the shareholders of the Corporation shall only be prospective and shall not adversely affect any right or protection of a director or agent of the Corporation existing at the time of such amendment, repeal or modification.

* * *

3. The foregoing amendment and restatement has been duly approved by the Board of Directors of this Corporation.

4. The foregoing amendment and restatement was approved by the holders of the requisite number of shares of this Corporation in accordance with Sections 902 and 903 of the California General Corporation Law. The total number of outstanding shares entitled to vote with respect to the foregoing amendment was 3,242,000 shares of Common Stock, 1,194,240 shares of Series A Preferred Stock, 250,000 shares of Series A-1 Preferred Stock, 31,250 shares of Series A-3 Preferred Stock, 812,500 shares of Series B Preferred Stock and 1,622,641 shares of Series B-1 Preferred Stock. The number of shares voting in favor of the foregoing amendment equaled or exceeded the vote required. The percentage vote required was (i) a majority of the outstanding shares of Common Stock, voting separately as a class, (ii) a majority of the outstanding shares of Series A, Series A-1 and Series A-3 Preferred Stock, voting together as a single class, (iii) a majority of the outstanding shares of Series B and Series B-1 Preferred Stock, voting together as a single class and (iv) a majority of the outstanding shares of Common Stock and Series A, Series A-1, Series A-3, Series B and Series B-1 Preferred Stock, voting together as a single class.

The undersigned executed this certificate on June 13, 2007 in San Diego, California.



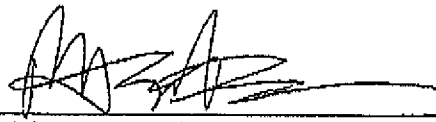
Patrick Harr, President




Gregory A. Bohdan, Secretary

The undersigned each certify under penalty of perjury that he has read the foregoing Restated Articles of Incorporation and knows the contents thereof and that the statements therein are true to his knowledge.

Executed in San Diego, California, on June 13, 2007.



Patrick Harr, President



Gregory A. Bohdan, Secretary

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