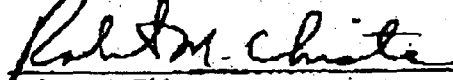


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IN WITNESS WHEREOF, TriActive Technologies, Inc., a Delaware corporation, has caused this certificate to be signed by its Chief Executive Officer on the 30th day of December, 1998.

TRIACTIVE TECHNOLOGIES, INC.



Robert M. Chiste
Chief Executive Officer