

01-25-2001



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1.9.01

**RECORDATION FORM COVERSHEET
TRADEMARKS ONLY**

TO: The Commission of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New
 Resubmission (Non-Recordation)

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License
 Security Agreement Nunc Pro Tunc Assignment

Merger
 Change of Name

Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly
 Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of conveying parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
 Corporation Association

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0227), Washington, D.C. 20503. See OMB Information Collection Budget Package 0551-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

01/24/2001 DBYRNE 00000141 76165369

01 FC:481
02 FC:482

40.00 OP
400.00 OP

**TRADEMARK
REEL: 002219 FRAME: 0320**

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone No.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="76165369"/>	<input type="text" value="75787713"/>	<input type="text" value="75788207"/>	<input type="text" value="2399879"/>	<input type="text" value="2408335"/>	<input type="text" value="2332188"/>
<input type="text" value="76069694"/>	<input type="text" value="75942800"/>	<input type="text" value="76165365"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="76165603"/>	<input type="text" value="76165,364"/>	<input type="text" value="75788,211"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved:

#

Fee Amount

Fee amount of properties listed (37 CFR 3.41):

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

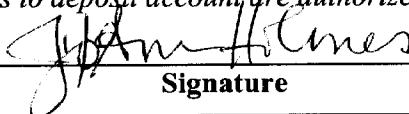
No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

JoAnn M. Holmes

Name of Person Signing



Signature

1/8/01

Date

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Mark if additional names of conveying parties attached

Enter Additional Conveying Party

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of conveying parties attached

Enter Additional Receiving Party

Name

DBA/AKA/TA

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City State/Country Zip Code

Individual General Partnership Limited Partnership

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If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75788208"/>	<input type="text" value="75788345"/>	<input type="text" value="75788092"/>
<input type="text" value="75788098"/>	<input type="text" value="75788095"/>	<input type="text"/>
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "EZGOV.COM, INC.", CHANGING ITS NAME FROM "EZGOV.COM, INC." TO "EZGOV, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF OCTOBER, A.D. 2000, AT 5:30 O'CLOCK P.M.



3022692 8100

001657311

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0885282

DATE: 12-29-00

TRADEMARK
REEL: 002219 FRAME: 0323

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**OF****EZGOV.COM, INC.,
a Delaware corporation**

ezgov.com, inc., a Delaware corporation (hereinafter referred to as the "Corporation"), hereby adopts this Amended and Restated Certificate of Incorporation pursuant to the provisions of Sections 242 and 245 of the General Corporation Law of Delaware.

1. The name of the Corporation is ezgov.com, inc.
2. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on April 9, 1999.
3. The terms and provisions of this Amended and Restated Certificate of Incorporation have been duly approved by written consent of the required number of shares of outstanding stock of the Corporation pursuant to Subsection 228(a) of the General Corporation Law of Delaware and written notice pursuant to Subsection 228(d) of the General Corporation Law of Delaware has been given to those stockholders whose written consent has not been obtained.
4. The Amended and Restated Certificate of Incorporation of the Corporation is hereby superseded by the following Amended and Restated Certificate of Incorporation.

ARTICLE I

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

ARTICLE II

The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19081. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

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 Thirty Seven Million Six Hundred Twenty Thousand (37,620,000) shares. Thirty Million (30,000,000) shares shall be Common Stock, par value \$0.001 per share, Seven Million Six Hundred Twenty Thousand (7,620,000) shares shall be Preferred Stock, par value \$0.01 per share, of which One Million Three Hundred Seventy Thousand (1,370,000) shares shall be designated "Series A Preferred," Four Million Two Hundred Fifty Thousand (4,250,000) shares shall be designated "Series B Preferred," and Two Million (2,000,000) shares shall be designated "Series C Preferred."

B. Rights, Preferences and Restrictions of Preferred Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Series A Preferred, Series B Preferred and Series C Preferred (collectively, the "Preferred") are as set forth below in this Article IV(B).

1. Dividend Provisions. The holders of shares of Preferred 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) on the Common Stock of this Corporation, at the rate of (i) \$0.176 per share per annum for each share of Series A Preferred; (ii) \$0.5568 per share per annum for each share of Series B Preferred (as adjusted for any stock dividends, combinations or splits with respect to such shares); and (iii) \$1.3832 per share per annum for each share of Series C Preferred (as adjusted for any stock dividends, combinations or splits with respect to such shares). The dividends on the shares of Series A Preferred shall not be cumulative and shall be paid only when and if declared by the Board of Directors of the Corporation. The dividends on the shares of Series B Preferred and Series C Preferred shall be fully cumulative from the date of first issuance and shall accumulate on a daily basis. The dividends on the Series B Preferred and Series C Preferred shall be paid upon the earlier to occur of (i) a Qualified Public Offering (as defined in Article IV(B)(3)(b)), (ii) a Change in Control (as defined in Article IV(B)(2)(c)(i) below), or (iii) any conversion of the shares of Series B Preferred or Series C Preferred, as the case may be, after an initial public offering that is not a Qualified Public Offering. At the option of the holder of Series B Preferred or Series C Preferred, as the case may be, such dividends shall (i) be paid in cash, or (ii) converted into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the dollar amount of such dividends (x) in the case of a Qualified Public Offering, by the initial public offering price (net of any underwriters' discounts or commissions), or (y) in the case of a Change in Control, by the sale price per share of Common Stock or, if the consideration received by the Corporation is other than cash, by the fair market value thereof as determined by the Board of Directors. All accrued and unpaid dividends on the Series B Preferred and Series C Preferred shall also be paid in full in cash prior to the payment of any dividend on the Series A Preferred. No dividend shall be paid on shares of Common Stock or other securities of this Corporation having dividend rights junior to the Preferred in any fiscal year unless the aforementioned preferential dividends of the Preferred shall have been paid in full.

2. Liquidation Preference.

a. Preferred Stock. In the event of any liquidation, dissolution or winding up of this Corporation, either voluntary or involuntary, each holder of Preferred 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,

(i) in the case of the Series A Preferred, an amount equal to the sum of (x) \$2.20 (the "Original Series A Issue Price") for each share of Series A Preferred held of record by such holder (as adjusted for any stock splits, dividends or combinations with respect to such shares) and (y) all declared but unpaid dividends on such shares;

(ii) in the case of the Series B Preferred, an amount equal to the sum of (x) the product of (A) two, multiplied by (B) \$6.96 (the "Original Series B Issue Price") for each share of Series B Preferred held of record by such holder (as adjusted for any stock splits, dividends or combinations with respect to such shares) and (y) all accumulated but unpaid dividends on such shares; and

(iii) in the case of the Series C Preferred, an amount equal to the sum of (x) \$17.29 (the "Original Series C Issue Price") for each share of Series C Preferred held of record by such holder (as adjusted for any stock splits, dividends or combinations with respect to such shares) and (y) all accumulated but unpaid dividends on such shares.

If upon the occurrence of such event, the assets and funds of the Corporation legally available for distribution among the holders of Preferred 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 Preferred in proportion to the full preferential amount each such holder is otherwise entitled to receive under this subsection (a).

b. Common Stock. Following such time as payment has been made to the holders of Preferred of the full amounts to which they are entitled pursuant to subsection 2(a) above, then the entire remaining assets and funds of the Corporation legally available for distribution, if any, shall be distributed ratably among the holders of Common Stock in a manner such that the amount distributed to each holder of Common Stock shall equal the amount obtained by multiplying the entire remaining assets and funds of the Corporation legally available for distribution hereunder by a fraction, (i) the numerator of which shall be the number of shares of Common Stock then held by such holder, and (ii) the denominator of which shall be the total number of shares of Common Stock then outstanding.

c. Definition of Liquidation Event: Notice.

(i) For purposes of this Section 2, a liquidation, dissolution or winding up of this Corporation shall be deemed to be occasioned by any "Change in Control."

which shall be deemed 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), unless the Corporation's stockholders of record as constituted immediately prior to such acquisition will, immediately after such acquisition (by virtue of securities issued as consideration for the Corporation's acquisition or otherwise and excluding shares held in the acquiring entity by the Corporation's stockholders of record prior to such acquisition) hold at least 50% of the voting power and economic interests of the surviving or acquiring entity; (B) a sale of all or substantially all of the assets of the Corporation (including without limitation any sale of intellectual property rights which constitute substantially all of the Corporation's material assets); or (C) the acquisition by the Corporation of another entity by means of any transaction or series of related transactions (including without limitation any reorganization, merger or consolidation), unless the Corporation's stockholders of record as constituted immediately prior to such acquisition will, immediately after such acquisition (by virtue of securities issued as consideration for the Corporation's acquisition or otherwise and excluding shares held in the acquiring entity by the Corporation's stockholders of record prior to such acquisition) hold at least 50% of the voting power and economic interests of the surviving or acquiring entity.

(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 shall be valued as follows: (1) if traded on a securities exchange or through The Nasdaq National Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange over the 30 day period ending three 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 30 day period ending three days prior to the closing; and (3) if there is no active public market, the value shall be the fair market value thereof, as determined in good faith by a majority of the Board of Directors of the Corporation.

(B) Securities subject to investment letter or other similar restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate) shall be valued in such a manner as 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 thereof, as determined in good faith by a majority of the Board of Directors of the Corporation.

(iii) The Corporation shall give each holder of record of Preferred written notice of any such impending transaction not later than 10 business days prior to the stockholder meeting called to approve such transaction or 10 business days prior to the closing of such transaction, whichever notice date 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, the provisions of this Section 2, and the amounts anticipated to be distributed to holders of each outstanding class of capital stock of

the Corporation pursuant to 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 10 days after the Corporation has given the first notice provided for herein or sooner than 10 business days after the Corporation has given notice of any material changes provided for herein; provided, however, that such periods may be shortened upon the approval of the holders of a majority of the outstanding shares of Preferred. The provisions of this Article IV(B)(2)(c)(iii) may be waived upon the approval of the holders of at least a majority of the aggregate voting power of the then outstanding shares of Preferred voting together as a class (on an as converted basis).

(iv) In the event the requirements of subsection 2(c) are not complied with, this Corporation shall forthwith either:

(A) cause such closing to be postponed until such time as the requirements of subsection 2(c) have been complied with; or

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

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

a. Right to Convert. Each share of Preferred shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of this Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing (i) in the case of the Series A Preferred, the Original Series A Issue Price in respect of such share by the Series A Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion; (ii) in the case of the Series B Preferred, the Original Series B Issue Price in respect of such share by the Series B Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion; and (iii) in the case of the Series C Preferred, the Original Series C Issue Price in respect of such share by the Series C Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The initial Series A Conversion Price per share shall be the Original Series A Issue Price; the initial Series B Conversion Price per share shall be the Original Series B Issue Price; and the initial Series C Conversion Price per share shall be the Original Series C Issue Price; provided, however, that in each case such Conversion Price shall be subject to adjustment as set forth below (the Series A Conversion Price, the Series B Conversion Price and the Series C Conversion Price are individually or collectively referred to herein as the "Conversion Price").

b. Automatic Conversion of Preferred. Each share of Preferred shall automatically be converted into shares of Common Stock at the applicable Conversion Price at the time in effect for such share of Preferred immediately upon the earlier of (A) except as

provided below in subsection 3(c), the Corporation's sale of its Common Stock in an underwritten public offering on Form S-1 or Form SB-2 under the Securities Act (or any successor form thereto), in which (1) the gross proceeds to the Corporation are in excess of \$30,000,000, (2) the public offering price per share of Common Stock equals or exceeds the Series C Conversion Price, (3) the Common Stock is designated for trading on the New York Stock Exchange, the American Stock Exchange or The Nasdaq National Market (or in each such case any successor market), and (4) the lead underwriter is designated by a three member committee of the Board of Directors of the Corporation consisting of one Warburg Designee (as defined in the Stockholders Agreement described in subsection Article IV(B)(4)(b) below), one outside director which is acceptable to the holders of a majority of the outstanding shares of Series B Preferred, and one director who is also a senior executive officer of the Corporation (a "Qualified Public Offering"), or (B) the date specified by written consent or agreement of the holders of at least a majority of the then outstanding shares of Series B Preferred and Series C Preferred voting together as a class (on an as converted basis).

c. Mechanics of Conversion. Before any holder of Preferred shall be entitled to receive a new certificate as a result of the conversion of the same into shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of this Corporation or of any transfer agent for the Preferred, and shall give written notice to this Corporation at its principal corporate office of any 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, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Preferred to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date. If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act, the conversion, unless otherwise designated by the holder, will be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the persons entitled to receive the Common Stock upon conversion of the Preferred shall not be deemed to have converted such Preferred until immediately prior to the closing of such sale of securities.

d. Conversion Price Adjustments of Preferred Stock for Certain Splits and Combinations. The Conversion Price of each series of Preferred shall be subject to adjustment from time to time as follows:

(i) In the event the Corporation should at any time or from time to time after the Series C Original Issue Date (as defined in Article IV(B)(3)(g)(i)(D) below) fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or for the determination of the holders of outstanding shares of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock without payment of any consideration by such holder for the additional shares of Common Stock 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 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.

(ii) If the number of shares of Common Stock outstanding at any time after the Series C Original Issue Date is decreased by a combination of the outstanding shares of Common Stock or reverse stock split, then, following the record date of such combination or reverse stock split, the Conversion Price of each series of Preferred 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.

e. Other Distributions. In the event the Corporation shall at any time after the Series C Original Issue Date declare a distribution payable in securities of other persons, evidences of indebtedness issued by this Corporation or other persons, assets (excluding cash dividends) or options or rights not referred to in subsection 3(d), then, in each such case for the purpose of this subsection 3(e), the holders of Preferred shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of the Corporation into which their shares of Preferred are convertible as of the record date fixed for the determination of the holders of Common Stock of the Corporation entitled to receive such distribution.

f. Recapitalizations. If at any time or from time to time after the Series C 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 3 or in Section 2), provision shall be made so that the holders of the Preferred shall thereafter be entitled to receive upon conversion of the Preferred the number of shares of stock or other securities or property of the Corporation or otherwise, which a holder of Common Stock deliverable upon conversion immediately prior to such recapitalization would have been entitled to receive on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 3 with respect to the rights of the holders of the Preferred after the recapitalization to the extent that the provisions of this Section 3 (including adjustment of the Conversion Price then in effect and the number of shares purchasable upon conversion of the Preferred) shall be applicable after that event as nearly equivalently as may be practicable.

g. Adjustments to Series B Conversion Price and Series C Conversion Price for Dilutive Issues.

(i) Special Definitions. For purposes of this subsection 3(g), the following definitions shall apply:

(A) "Additional Shares of Common" shall mean all shares of Common Stock issued (or, pursuant to subsection 3(g)(iii), deemed to be issued) by the Corporation after the Series C Original Issue Date, other than shares of Common Stock issued, issuable or, pursuant to subsection 3(g)(iii) herein, deemed to be issued:

- (1) upon conversion of shares of the Preferred;
- (2) to officers, directors or employees of, or consultants and advisors to, the Corporation pursuant to any stock grant, option plan or purchase plan or other stock incentive program or arrangement approved by the Board of Directors of the Corporation (which approval shall include the approval of at least one of the Series B Designees);
- (3) as a dividend or distribution on the Preferred;
- (4) in connection with any transaction for which adjustment is made pursuant to subsection 3(d)(i), 3(d)(ii), 3(e) or 3(f) hereof;
- (5) to financial institutions or lessors in connection with commercial credit arrangements, debt financings, equipment lease financings or similar transactions, provided such financings are approved by the Board of Directors of the Corporation (which approval shall include the approval of at least one of the Series B Designees) and are for other than primarily equity financing purposes;
- (6) to an operating (rather than financial) entity in connection with a commercial transaction entered into by the Corporation with such entity, where the Board of Directors unanimously approves the share issuance and determines that the commercial relationship provides material strategic benefits to the Corporation and where the share issuance is for less than 3% of the aggregate voting power of the Corporation immediately preceding the transaction;
- (7) in respect of warrants, options or other rights outstanding on the date of the filing of this Amended and Restated Certificate of Incorporation with the Secretary of State;
- (8) with respect to the Series B Preferred, in any other transaction with respect to which an adjustment to the Series B Conversion Price would be made pursuant to this subsection 3(g) and these antidilution provisions are waived by holders of a majority of the then outstanding shares of Series B Preferred;
- (9) with respect to the Series C Preferred, in any other transaction with respect to which an adjustment to the Series C Conversion Price would be made pursuant to this subsection 3(g) and these antidilution provisions are waived by holders of a majority of the then outstanding shares of Series C Preferred;
- (10) with respect to the Series B Preferred, in connection with an acquisition by the Company, whether by merger, consolidation or purchase of assets, that is unanimously approved by the Board of Directors and results in the transfer of less than 30% of the aggregate voting power of the Corporation following the transaction, so long as

the per share price at which the shares were issued pursuant to such merger, consolidation or purchase of assets is in excess of the Series B Conversion Price as of the date of such issuance; or

(11) with respect to the Series C Preferred, in connection with an acquisition by the Company, whether by merger, consolidation or purchase of assets, that is unanimously approved by the Board of Directors and results in the transfer of less than 30% of the aggregate voting power of the Corporation following the transaction, so long as the per share price at which the shares were issued pursuant to such merger, consolidation or purchase of assets is in excess of the Series C Conversion Price as of the date of such issuance.

(B) "Convertible Securities" shall mean stock or other securities convertible into or exchangeable for Common Stock.

(C) "Options" shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire either Common Stock or Convertible Securities.

(D) "Series C Original Issue Date" shall mean October 16, 2000.

(ii) No Adjustment of Conversion Prices.

(A) No adjustment in the Series B Conversion Price shall be made in respect of the issuance of Additional Shares of Common unless the consideration per share for an Additional Share of Common issued or deemed to be issued by the Corporation is less than the Series B Conversion Price in effect on the date of, and immediately prior to, such issue.

(B) No adjustment in the Series C Conversion Price shall be made in respect of the issuance of Additional Shares of Common unless the consideration per share for an Additional Share of Common issued or deemed to be issued by the Corporation is less than the Series C Conversion Price in effect on the date of, and immediately prior to, such issue.

(iii) Options and Convertible Securities. In the event that the Corporation at any time or from time to time after the Series C Original Issue Date shall issue any Options or Convertible Securities or shall fix a record date for the determination of holders of any class of securities entitled to receive any such Options or Convertible Securities, then the maximum number of shares of Common Stock issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such record date; provided, however, that Additional Shares of Common shall not be deemed to have been issued unless the consideration per share (determined pursuant to Article IV(B)(3)(g)(v) hereof) of such Additional Shares of Common would be less than the Series B Conversion Price with respect to the Series B Preferred, or less than the Series C Conversion

Price with respect to the Series C Preferred, in effect on the date of and immediately prior to such issue, or such record date, as the case may be, and provided further that in any such case in which Additional Shares of Common are deemed to be issued:

(A) no further adjustment in the Series B Conversion Price or Series C Conversion Price shall be made upon the subsequent issue of shares of Common Stock or Convertible Securities upon either the exercise of such Options or the conversion or exchange of such Convertible Securities, in each case, pursuant to their respective terms;

(B) if such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase in the consideration payable to the Corporation, or decrease in the number of shares of Common Stock issuable, upon the exercise, conversion or exchange thereof, the Series B Conversion Price or the Series C Conversion Price, as applicable, computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities;

(C) upon the expiration of any such Options or any rights of conversion or exchange under such Convertible Securities which shall not have been exercised, the Series B Conversion Price or the Series C Conversion Price, as applicable, computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon such expiration, be recomputed as if:

(1) in the case of Convertible Securities or Options for Common Stock, the only Additional Shares of Common issued were shares of Common Stock, if any, actually issued upon the exercise of such Options or the conversion or exchange of such Convertible Securities and the consideration received therefor was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration actually received by the Corporation upon such exercise, or for the issue of all such Convertible Securities which were actually converted or exchanged, plus the additional consideration, if any, actually received by the Corporation upon such conversion or exchange, and

(2) in the case of Options for Convertible Securities, only the Convertible Securities, if any, actually issued upon the exercise thereof were issued at the time of issue of such Options, and the consideration received by the Corporation for the Additional Shares of Common deemed to have been then issued was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration deemed to have been received by the Corporation upon the issue of the Convertible Securities with respect to which such Options were actually exercised;

(D) no readjustment pursuant to clauses (C)(1) or (C)(2) above shall have the effect of:

(i) increasing the Series B Conversion Price to an amount which exceeds the lower of (1) the Series B Conversion Price on the original adjustment date or (2) the Series B Conversion Price that would have resulted from other issuances of Additional Shares of Common between the Series C Original Issue Date and such readjustment date; or

(ii) increasing the Series C Conversion Price to an amount which exceeds the lower of (1) the Series C Conversion Price on the original adjustment date or (2) the Series C Conversion Price that would have resulted from other issuances of Additional Shares of Common between the Series C Original Issue Date and such readjustment date; and

(E) in the case of any Options which expire by their terms not more than 30 days after the date of issue thereof, no adjustment of the Series B Conversion Price or Series C Conversion Price shall be made until the expiration or exercise of all such Options, whereupon such adjustment shall be made in the same manner provided in this clause (iii).

(iv) Adjustment of Series B Conversion Price and Series C Conversion Price Upon Issuance of Additional Shares of Common. In the event that at any time after the Series C Original Issue Date the Corporation shall issue Additional Shares of Common (including Additional Shares of Common deemed to be issued pursuant to subsection 3(g)(iii)) without consideration or for a consideration per share less than the Series B Conversion Price with respect to the Series B Preferred, or less than the Series C Conversion Price with respect to the Series C Preferred, in effect on the date of and immediately prior to such issue, then and in such event, the Series B Conversion Price or the Series C Conversion Price, as applicable, shall be reduced, concurrently with such issue, to a price determined by multiplying the Series B Conversion Price or the Series C Conversion Price, as applicable, theretofore in effect by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such issue plus the number of shares of Common Stock which the aggregate consideration received by the Corporation for the total number of Additional Shares of Common so issued would purchase at the Series B Conversion Price or the Series C Conversion Price, as applicable, in effect immediately prior to such issue, and the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to such issue plus the number of such Additional Shares of Common so issued; provided however, that, for the purposes of this subsection 3(g)(iv), all shares of Common Stock issuable upon exercise, conversion or exchange of outstanding Options or Convertible Securities, as the case may be, shall be deemed to be outstanding, and immediately after any Additional Shares of Common are deemed issued pursuant to subsection 3(g)(iii), such Additional Shares of Common shall be deemed to be outstanding. No adjustment of the Series B Conversion Price or the Series C Conversion Price shall be made in an amount less than one cent per share, provided that any adjustments that 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.

(v) Determination of Consideration. For purposes of this subsection 3(g), the consideration received by the Corporation for the issue of any Additional Shares of Common shall be computed as follows:

(A) Cash and Property. Such consideration shall:

(1) insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation excluding amounts paid or payable for accrued interest or accrued dividends;

(2) insofar as it consists of property other than cash, be computed at the fair market value thereof at the time of such issue, as determined in good faith by the Board of Directors of the Corporation; and

(3) in the event Additional Shares of Common are issued together with other shares or securities or other assets of the Corporation for consideration which covers both, be the proportion of such consideration so received, computed as provided in clauses (1) and (2) above, as determined in good faith by the Board of Directors of the Corporation.

(B) Options and Convertible Securities. The consideration per share received by the Corporation for Additional Shares of Common deemed to have been issued pursuant to subsection 3(g)(iii), relating to Options and Convertible Securities, shall be determined by dividing:

(1) the total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities, by

(2) the maximum number of shares of Common Stock issuable upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or exercise and conversion or exchange of such Options for Convertible Securities, as determined in subsection 3(g)(iii) hereof.

h. No Impairment. The Corporation will not, by amendment of this Amended and Restated Certificate of Incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good

faith assist in the carrying out of all the provisions of this Article IV(B)(3) and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Preferred against impairment.

i. No Fractional Shares; Certificate as to Adjustment.

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

(ii) Upon the occurrence of each adjustment or readjustment of the applicable Conversion Price of the Preferred pursuant to this Article IV(B)(3), 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 Preferred which is affected 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 reasonable written request at any time of any holder of Preferred, furnish or cause to be furnished to such holder a like certificate setting forth (A) such adjustment and readjustment, (B) the applicable Conversion Price for the Preferred at the time in effect, and (C) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of a share of Preferred held by such holder.

j. Notices of Record Date. In the event of any taking by the Corporation of a record date for determining the holders of any class of securities who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, this Corporation shall mail to each holder of Preferred, at least 15 business days prior to the record date specified therein, a notice specifying the record date for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.

k. 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 then outstanding shares of the Preferred, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Preferred; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Preferred, in addition to such other remedies as shall be available to the holder of such Preferred, 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 Board of Directors and

stockholder approval of any necessary amendment to this Amended and Restated Certificate of Incorporation.

1. Notices. All notices and other communications required by the provisions of this Amended and Restated Certificate of Incorporation shall be in writing, shall be effective when given, and shall in any event be deemed to be given upon receipt or, if earlier, (a) five business days after deposit with the U.S. Postal Service or other applicable postal service, if delivered by first class mail, postage prepaid, (b) one business day after the business day of deposit with Federal Express or similar overnight courier, freight prepaid or (c) one business day after the business day of facsimile transmission (with confirmation), if delivered by facsimile transmission with copy by first class mail, postage prepaid, and shall be addressed to each holder of record at his address appearing on the books of the Corporation.

4. Voting Rights.

a. General Voting Rights. Each holder of shares of Preferred shall be entitled to a number of votes equal to the number of shares of Common Stock into which the shares of Preferred held by such holder could be converted, shall have voting rights and powers equal to the voting rights and powers of the holders of Common Stock (except as otherwise expressly provided herein or as required by law) and shall be entitled to notice of any stockholder meeting in accordance with the Bylaws of the 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 be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Preferred held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

b. Board of Directors. So long as 1,000,000 or more shares of Series B Preferred Stock remain outstanding (subject to appropriate adjustment in the event of a stock split, stock dividend, combination, recapitalization and the like), the holders of such Series B Preferred Stock (with each share of Series B Preferred Stock entitled to one vote) to the exclusion of all other classes of the Corporation's capital stock, will at all times have the right (i) to elect one of the authorized directors to the Corporation's Board of Directors, to remove and replace such director and to fill any vacancy in such directorship; and (ii) in the event that one or more directors who are serving on the Corporation's Board of Directors as of February 25, 2000 ceases for any reason to serve as a director, to elect up to one additional of the authorized directors to the Corporation's Board of Directors, remove and replace such director and to fill any vacancy in such directorship; provided that the director elected pursuant to this clause (ii) shall be mutually agreeable to the Corporation.

c. Required Series B Preferred and Series C Preferred Vote. In addition to any other rights provided by law, so long as at least 1,000,000 shares or more of the Series B Preferred and Series C Preferred in aggregate shall be outstanding (as adjusted for stock splits, stock dividends, combinations and the like), the Corporation shall not, without first obtaining the approval of holders of a majority of the then outstanding shares of Series B Preferred and Series C Preferred, voting together as a class (on an as converted basis):

(i) authorize the creation or issuance of shares of any series or class of capital stock or any other security exercisable for, convertible into or exchangeable for shares of any series or class of capital stock which is equal or senior in any way to the Series B Preferred or the Series C Preferred with respect to dividend rights, liquidation preferences or rights of redemption;

(ii) authorize or effect the payment of dividends or the redemption or repurchase of any capital stock of the Corporation or rights to acquire capital stock of the Corporation (other than the contractually required repurchases of stock from employees or consultants of the Corporation or its subsidiaries pursuant to repurchase rights under vesting provisions related to such persons' services to the Corporation at the respective purchase price initially paid by the employee or consultant for such shares);

(iii) make any acquisition through merger, purchase of assets, purchase of capital stock, sale-leaseback or otherwise in which the aggregate consideration exceeds \$5,000,000 (provided that insofar as the consideration consists of property other than cash, such consideration shall be computed at the fair market value thereof, as determined in good faith by the Board of Directors of the Corporation); or

(iv) amend or repeal any provision of the Corporation's Amended and Restated Certificate of Incorporation or Bylaws if such action would adversely alter or change the preferences, rights, privileges or powers of, or the restrictions provided for the benefit of the Series B Preferred or the Series C Preferred.

d. Required Preferred Vote. In addition to any other rights provided by law, so long as at least 1,000,000 shares or more of the Series A Preferred, Series B Preferred and Series C Preferred in aggregate shall be outstanding (as adjusted for stock splits, stock dividends, combinations and the like), the Corporation shall not, without first obtaining the approval of a majority of the aggregate voting power of the then outstanding shares of the Preferred voting together as a class (on an as converted basis), approve any liquidation, dissolution or winding up of the Corporation or any Change in Control.

e. Bring-Along Obligations.

(i) In the event that at any time, holders of at least 60% of the outstanding shares of Series B Preferred and Series C Preferred voting together as a class (on an as converted basis) and at least 60% of the outstanding shares of Common Stock (collectively, the "Proposing Shareholders") shall have approved a transaction or series of related transactions with any person or persons which would result in the merger or Change in Control of the Corporation, then each other stockholder of the Corporation shall be required to vote in favor of the proposed transaction or transactions (to the extent a vote of stockholders is required) and each stockholder of the Corporation shall be required to include all of their shares of capital stock of the Corporation in such transaction or transactions upon written notice from the Proposing Shareholders (the "Bring-Along Notice") at least 30 days prior to the consummation of the proposed transaction. Such notice shall set forth in reasonable detail the material terms and

conditions of the proposed transaction. (Such obligations shall be referred to herein as the "Bring-Along")

(ii) Upon receipt of the Bring-Along Notice, each such other stockholder shall be obligated to sell all its capital shares in connection with such proposed transaction, notwithstanding any other rights of co-sale, rights of first refusal or other rights.

(iii) At the closing of the proposed transaction or transactions (which date, place and time shall be designated by the Proposing Shareholders and provided to each other shareholder in writing at least five business days prior thereto), each such other stockholder shall deliver certificates evidencing all its capital shares, duly endorsed, or accompanied by written instruments of transfer in form satisfactory to the proposed purchaser, duly executed, by such stockholder, free and clear of any liens, against delivery of the purchase price therefor.

(iv) These Bring-Along Rights shall terminate immediately prior to and contingent upon the closing of a Qualified Public Offering.

5. Status of Converted Preferred Stock. In the event any shares of Preferred shall be converted pursuant to Article IV(B)(3), the shares so converted shall be canceled and shall not thereafter be issuable by the Corporation. The Amended and Restated Certificate of Incorporation of the Corporation shall be appropriately amended to effect the corresponding reduction in the Corporation's authorized capital stock.

6. Redemption. The shares of Preferred are not redeemable without the consent of the holders thereof.

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 of the Corporation, 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 of the Corporation

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

3. Voting Rights. Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held, shall be entitled to notice of any stockholder meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as is otherwise provided herein or as may be provided by law.

4. Redemption. The shares of Common Stock are not redeemable without the consent of the holders thereof.

ARTICLE V

The Corporation is to have perpetual existence.

ARTICLE VI

Except as otherwise provided in this Amended and Restated Certificate of Incorporation, the Board of Directors of the Corporation may make, repeal, alter, amend or rescind any or all of the Bylaws of the Corporation.

ARTICLE VII

Except as otherwise provided in this Amended and Restated Certificate of Incorporation, the number of directors which constitute the whole Board of Directors shall be designated in the Bylaws of the Corporation.

ARTICLE VIII

Elections of directors at an annual or special meeting need not be by written ballot unless a stockholder demands election by written ballot at the meeting and before voting begins or unless the Bylaws of the Corporation shall so provide.

ARTICLE IX

Meetings of stockholders may be held within or outside the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE X

The Corporation may amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute. All rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE XI

To the fullest extent permitted by the General Corporation Law of Delaware, as the same may be amended from time to time, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law of Delaware is hereafter amended to authorize, with or without the approval of a corporation's stockholders, further reductions in the liability of the corporation's directors for breach of fiduciary duty, then a director of the Corporation shall not be liable for any such breach to the fullest extent permitted by the General Corporation Law of Delaware as so amended.

Any repeal or modification of the foregoing provisions of this Article XI, by amendment of this Article XI or by operation of law, shall not adversely affect any right or protection of a director of the Corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

ARTICLE XII

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers, employees and other agents of the Corporation (and any other persons to which Delaware law permits the Corporation to provide indemnification), through Bylaw provisions, agreements with any such director, officer, employee or other agent or other person, vote of stockholders or disinterested directors, or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the Delaware General Corporation Law, subject only to limits created by applicable Delaware law (statutory or nonstatutory), with respect to actions for breach of duty to a corporation, its stockholders and others.

Any repeal or modification of any of the foregoing provisions of this Article XII, by amendment of this Article XII or by operation of law, shall not adversely affect any right or protection of a director, officer, employee or other agent or other person existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to such repeal or modification.

ARTICLE XIII

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

IN WITNESS WHEREOF, the undersigned have executed this Amended and Restated Certificate of Incorporation as of this 12th day of October, 2000.

EZGOV.COM, INC.,
a Delaware corporation

By: Edward Trimble
Edward Trimble, President and Chief
Executive Officer

ATTEST:

By: BRM
Name:
Title SECRETARY