

PATENT ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
ERUGGALLERY.COM	01/01/2001
RECEIVING PARTY DATA	
Name:	Visfinity, Inc.
Street Address:	370 Convention Way
City:	Redwood City
State/Country:	CALIFORNIA
Postal Code:	94063
PROPERTY NUMBERS Total: 2	
Property Type	Number
Application Number:	09444023
Patent Number:	6381510
CORRESPONDENCE DATA	
Fax Number:	(415)388-0860
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	4153880830
Email:	mewoods@mewoods.com
Correspondent Name:	Michael E. Woods
Address Line 1:	112 Barn Road
Address Line 4:	Tiburon, CALIFORNIA 94920-2602
NAME OF SUBMITTER:	Michael E. Woods

OP \$80.00 09444023

Total Attachments: 13
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State of California



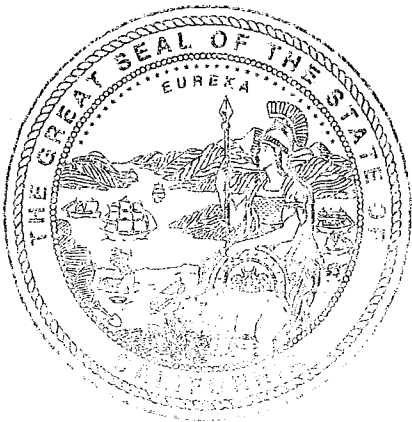
SECRETARY OF STATE

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

That the attached transcript of 58 page(s) was prepared by and in this office from the record on file, 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

JAN 31 2007



Kevin Shelley
Secretary of State

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**FOURTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ERUGALLERY.COM**

FILED
In the Office of the Secretary of State
of the State of California

FEB 26 2007

Bill Jones
BILL JONES, Secretary of State

The undersigned, Rahim Amid Hozour and Saeed Amid Hozour, hereby certify that:

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

"ARTICLE I

The name of this corporation is Visfinity, 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." The total number of shares which the Corporation is authorized to issue is Sixty-Two Million (62,000,000) shares, each with no par value. Forty Million (40,000,000) shares shall be Common Stock and Twenty-Two Million (22,000,000) shares shall be Preferred Stock. Upon the filing of this Fourth Amended and Restated Articles of Incorporation, every outstanding share of the Common Stock of the Corporation will be combined and reconstituted into 0.01 shares of Common Stock of the Corporation.

B. Rights Preferences and Restrictions of Preferred Stock. The Preferred Stock shall consist of Twenty-Two Million (22,000,000) shares. Twenty Million (20,000,000) shares of Preferred Stock are hereby designated as "Series A Preferred Stock". Two Million (2,000,000) shares of Preferred Stock are hereby designated as "Series B Preferred Stock". The rights, preferences, privileges, and restrictions granted to and imposed on the Series A Preferred Stock and the Series B Preferred Stock (which are collectively referred to herein as the "Preferred Shares" and individually as a "Preferred Share") shall be as set forth below.

1. Dividend Provisions. The holders of the Preferred Shares shall be entitled to receive dividends, out of any assets legally available therefore, prior and in preference to any declaration or payment of any dividend (payable other than in Common Stock or any other securities and rights convertible into or entitling the holder thereof, to receive, directly or

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indirectly, additional shares of Common Stock of the Corporation) on the Common Stock of the Corporation at a rate of \$0.01 per share of Series A Preferred Stock per annum and \$0.03 per share of Series B Preferred Stock per annum, all as adjusted for any stock dividends combinations, splits, recapitalizations and the like with respect to such shares, payable quarterly when, as and if declared by the Board of Directors of the Corporation with any payments rounded to the nearest whole cent. Such dividends shall not be cumulative.

2. Liquidation.

a. In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, the holders of the Series A Preferred Stock and Series B 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, an amount per share equal to the sum of i) \$0.1667 per share for each share of Series A Preferred Stock (as adjusted for any stock dividends, combinations or splits) then held by them, plus (ii) declared but unpaid dividends, if any, and (iii) \$0.50 per share for each share of Series B Preferred Stock (as adjusted for any stock dividends, combinations or splits) then held by them, plus (iv) declared but unpaid dividends, if any. If upon occurrence of such an event, the assets and funds thus distributed among the holders of the Series A Preferred Stock and Series B Preferred Stock shall be insufficient to permit 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 Preferred Stock and Series B Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive.

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

c. Certain Acquisitions

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

(2) Notice of Transaction. The Corporation shall give each holder of record of Preferred Stock written notice of such impending transaction not later than twenty (20) days prior to the shareholders' meeting called to approve such transaction, or twenty

(20) days prior to the closing of such transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such transaction. The first of such notices shall describe the material terms and conditions of the impending transaction and the provisions of this Section 2, and the Corporation shall thereafter give such holders prompt notice of any material changes. The transaction shall in no event take place sooner than twenty (20) days after the Corporation has given the first notice provided for herein or sooner than ten (10) days after the Corporation has given notice of any material changes provided for herein; provided, however, that such periods may be shortened upon the written consent of the holders of Preferred Stock that are entitled to such notice rights or similar notice rights and that represent at least a majority of the voting power of all then outstanding shares of such Preferred Stock.

(3) Effect of Non-Compliance. In the event the requirements of this Section 2(c) are not complied with, the Corporation shall forthwith either cause the closing to be postponed until such requirements have been complied with, or cancel such transaction in which event the rights, preferences and privileges of the holders of the Preferred Stock 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 Section 2(c)(2) hereof.

3. Redemption. The Preferred Stock is not redeemable.

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

a. Right to Convert. Subject to Section 4(c), each share of 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: (i) by dividing \$0.1667 for the Series A Preferred Stock and \$0.50 for the Series B 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 of the Series A Preferred Stock shall be \$0.1667 and the initial Conversion Price for the Series B Preferred Stock shall be \$0.50.

b. Automatic Conversion. Except as provided in Section 4(c), each share of Preferred Stock shall automatically be converted into shares of Common Stock at the Conversion Price then in effect for such share immediately upon 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 public offering price of which is not less than \$2.00 per share (adjusted to reflect subsequent stock dividends, stock splits or recapitalization), with gross proceeds to the Corporation of more than \$15,000,000.00.

c. Mechanics of Conversion. Before any holder of Preferred Stock shall be entitled to convert the same into shares of Common Stock, such holder shall surrender the certificates therefore, duly endorsed, at the office of the Corporation or of any transfer agent for the 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 to as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such

surrender of the shares of Preferred Stock to be converted, and the person 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 that date. If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act of 1933, as amended, the conversion may, at the option of any holder tendering Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive Common Stock upon conversion of such Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of the sale of securities.

d. Other Distributions. In case the Corporation shall declare a cash dividend upon its Common Stock payable otherwise than out of retained earnings or shall distribute to holders of its Common Stock shares of capital stock or other securities of other persons, evidences of indebtedness issued by the Corporation or other persons, assets (excluding cash dividends) or options or rights (excluding options to purchase and rights to subscribe for Common Stock or other securities of the Corporation convertible into or exchangeable for Common Stock), then, in each such case, the holders of the Preferred Stock shall be entitled to a proportionate share of any such distribution as though they were holders of the number of shares of Common Stock into which their shares of Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock entitled to receive such distribution.

e. Recapitalizations. If at any time or from time to time there shall be a recapitalization of the Common Stock (other than 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 Preferred Stock shall thereafter be entitled to receive upon conversion of the Preferred Stock the number of shares of stock or other securities or property of the Company or otherwise, to which a holder of the Common Stock deliverable upon conversion would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of provisions of this Section 4 with respect to the rights of the holders of the 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 the Preferred Stock) shall be applicable after that event and be as nearly equivalent as practicable.

f. Capital Reorganizations, Reclassifications, Merger or Sale of Assets. In case, at any time after the Original Issue Date, of any capital reorganization, or any reclassification of the stock of the Corporation (other than a change in par value or as a result of a stock dividend or subdivision, split-up or combination of shares), or the consolidation or merger of the Corporation with or into another person (other than a consolidation or merger which is covered by Section 2(d) or in which the Corporation is the continuing entity and which does not result in any change in the Common Stock), or of the sale or other disposition of all or substantially all the properties and assets of the Corporation to any other person, the shares of Preferred Stock shall, after such reorganization, reclassification, consolidation, merger, sale or other disposition, be convertible into the kind and number of shares of stock or other securities or property of the Corporation or of the entity resulting from such consolidation or surviving such merger or to which such properties and assets shall have been sold or otherwise disposed to which such holder would have been entitled if immediately prior to such reorganization, reclassification, consolidation, merger, sale or other disposition, such Holder had converted its shares of Preferred Stock into Common Stock. In any such case, appropriate adjustment shall be

made in the application of the provisions of this Section 4 with respect to the rights of the holders of the Preferred Stock after the applicable event to the end that the provisions of this Section 4 (including adjustment of the Conversion Price then in effect and the number of shares issuable upon conversion of the Preferred Stock) shall be applicable after such event and be as nearly equivalent as practicable. The provisions of this Section 4f shall similarly apply to successive reorganizations, reclassifications, consolidations, mergers, sales or other dispositions.

g. Common Stock Dividends and Stock Splits. If the Corporation at any time or from time to time after the Original Issue Date for any series of Preferred Stock either (i) makes, or fixes a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in additional shares of Common Stock or other securities convertible into, or entitling the holder to receive additional shares of Common Stock ("Common Stock Equivalents") without payment of consideration by such holder or (ii) effects a split or subdivision of the outstanding Common Stock, then the Conversion Price for the Preferred Stock then in effect, for any event described in clause (i), at the time of such issuance or, in the event such record date is fixed, as of the close of business on such record date, or for any event described in clause (ii), immediately prior to such split or subdivision, the Conversion Price for the Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of any shares of the Preferred Stock shall be increased in proportion to the increase in the aggregate number of shares of Common Stock outstanding (including those issuable with respect to Common Stock Equivalents).

h. Stock Combinations. If the number of shares of Common Stock outstanding at anytime after the date hereof is decreased by a combination of the outstanding shares of Common Stock (excluding the stock combination to take effect upon the filing of these Articles), then, on the effective date of such combination, the Conversion Price for such series of Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of shares of Preferred Stock shall be decreased in proportion to such decrease in the outstanding shares of Common Stock.

i. No Fractional Shares and Certificate as to Adjustments.

(1) No fractional shares shall be issued upon the conversion of any share or shares of Preferred Stock, and the number of shares of Common Stock to be issued shall be rounded to the nearest whole share with one-half being rounded upward. In lieu of fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the applicable Conversion Price.

(2) Upon the occurrence of each adjustment or readjustment of the Conversion Price of the 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 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 written request at any time of any holder of the Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (A) such adjustment and readjustment, (B) the Conversion Price for the 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 the Preferred Stock.

j. Adjustment of Conversion Price for Preferred Stock. In addition to the adjustments set forth above in this Section 4, the Conversion Price of the Preferred Stock shall be subject to adjustment from time to time, as follows:

(1) If the Corporation shall at any time or from time to time after the date of the issuance of the Preferred Stock (the "Original Issue Date") issue any Common Stock (other than "Excluded Stock," as defined below, or stock dividends, subdivisions, split-ups, combinations or dividends, which are covered by Sections 4g, 4h, and 4d), for a consideration per share less than the Conversion Price for the Preferred Stock in effect immediately prior to the issuance of such Common Stock, the Conversion Price for the Preferred Stock in effect immediately after each such issuance shall forthwith be adjusted, if shares of Preferred Stock are outstanding, to a price obtained by multiplying the Conversion Price then in effect by the following quotient:

(i) an amount equal to the sum of (w) the total number of shares of Common Stock outstanding (including any shares of Common Stock issuable upon conversion of the Preferred Stock, or deemed to have been issued and outstanding pursuant to subdivision (C) of this Section 4j(1)) immediately prior to such issuance, plus (x) the number of shares of Common Stock which the aggregate consideration received by the Corporation upon such issuance of Common Stock described in Section 4j(1) would purchase at such Conversion Price in effect immediately prior to such issue or sale,

divided by

(ii) the total number of shares of Common Stock outstanding (including any shares of Common Stock issuable upon conversion of the Preferred Stock, or deemed to have been issued and outstanding pursuant to subdivision (C) of this Section 4j(1)) immediately after the issuance of such Common Stock.

For the purposes of any adjustment of a Conversion Price pursuant to this Section 4j(1), the following provisions shall be applicable:

(A) 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 or commissions, compensation, concessions or expenses paid or incurred by the Corporation in connection with the issuance and sale thereof.

(B) In the case of the issuance of Common Stock for a consideration in whole or in part other than cash, the consideration other than cash shall be deemed to be the fair value thereof as determined in good faith by the Board of Directors irrespective of accounting treatment.

(C) In the case of the issuance of (i) options to purchase or rights to subscribe for Common Stock (other than Excluded Stock), (ii) securities by their

terms convertible into or exchangeable for Common Stock (other than Excluded Stock), or (iii) options to purchase or rights to subscribe for securities by their terms convertible into or exchangeable for Common Stock (other than Excluded Stock):

(i) the aggregate maximum number of shares of Common Stock deliverable upon exercise (assuming the satisfaction of any conditions to exercisability) of such options to purchase or rights to subscribe for Common Stock shall be deemed to have been issued at the time such options or rights were issued and for a consideration equal to the consideration (determined in the manner provided in subdivisions (A) and (B) above), if any, received by the Corporation upon the issuance of such options or rights plus the minimum purchase price provided in such options or rights for the Common Stock covered thereby;

(ii) the aggregate maximum number of shares of Common Stock deliverable upon conversion of or in exchange (assuming the satisfaction of any conditions to the conversion or exchange) for any such convertible or exchangeable securities, or upon the exercise of options to purchase or rights to subscribe for such convertible or exchangeable securities and subsequent conversion or exchange thereof, shall be deemed to have been issued at the time such securities were issued or such options or rights were issued and for a consideration equal to the consideration, if any, received by the Corporation for any such securities and related options or rights (excluding any cash received on account of accrued interest or accrued dividends), plus the minimum additional consideration, if any, to be received by the Corporation upon the conversion or exchange of such securities or the exercise of any related options or rights (the consideration in each case to be determined in the manner provided in subdivisions (A) and (B) above);

(iii) on any change in the number of shares of Common Stock deliverable upon exercise of any such options or rights or conversion of or exchange for such convertible or exchangeable securities, or on any change in the minimum purchase price of such options, rights or securities, other than a change resulting from the antidilution provisions of such options, rights or securities, the Conversion Price for the Preferred Stock shall forthwith be readjusted to such Conversion Price as would have been obtained had the adjustment made upon the issuance of such options, rights or securities not exercised, converted or exchanged prior to such change, as the case may be, been made upon the basis of such change; and

(iv) on the expiration of any such options or rights, the termination of any such rights to convert or exchange or the expiration of any options or rights related to such convertible or exchangeable securities, the Conversion Price for the Preferred Stock shall forthwith be readjusted to such Conversion Price as would have been obtained had the adjustment made upon the issuance of such options, rights, convertible or exchangeable securities or options or rights related to such convertible or exchangeable securities, as the case may be, been made upon the basis of the issuance of only the number of shares of Common Stock actually issued upon the exercise of such options or rights, upon the

conversion or exchange of such convertible or exchangeable securities or upon the exercise of the options or rights related to such convertible or exchangeable securities, as the case may be.

(2) "Excluded Stock" shall mean:

(i) all shares of Common Stock issued upon conversion of the Preferred Stock;

(ii) up to 6,000,000 shares of Common Stock, or options or warrants to purchase Common Stock, issuable to employees, officers, consultants or directors, of the Corporation, under any agreement, arrangement or plan, including any incentive stock plan, approved by the Board of Directors;

(iii) up to 20,000,000 shares of Series A Preferred Stock issuable pursuant to agreements approved by the Board of Directors; and

(iv) all shares issued pursuant to any transaction approved by the Board of Directors primarily for the purpose of (A) a joint venture, technology licensing or research and development activity, (B) distribution or manufacture of the Corporation's products or services, or (C) any other transaction involving corporate partners that is primarily for purposes other than raising capital.

All outstanding shares of Excluded Stock (including any shares issuable upon conversion of the Preferred Stock but excluding shares reserved for issuance for option plans for which options have not yet been granted) shall be deemed to be outstanding for all purposes of the computations of Section 4j(1) above.

k. Minimal Adjustments. Notwithstanding anything herein to the contrary, no adjustment in a Conversion Price need be made if such adjustment would result in a change in a Conversion Price of less than \$0.01 per share. Any adjustment of less than \$0.01 per share which is not made shall be carried forward and shall be made at the time of and together with any subsequent adjustment which, on a cumulative basis, amounts to an adjustment of \$0.01 or more per share in a Conversion Price. Except to the limited extent provided for in Sections 4j(1)(C)(iii) and 4j(1)(C)(iv), no adjustment of the Conversion Price pursuant to this subsection 4f shall have the effect of increasing the Conversion Price above the Conversion Price in effect immediately prior to such adjustment.

l. Notice of Record Date. In the event of 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 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, the Corporation shall mail to each holder of Preferred Stock, at least 20 days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.

m. No Impairment. The Corporation will not, by amendment of its Articles of Incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities of 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 Section 4 and in the taking of such action as may be necessary or appropriate in order to protect the Conversion Rights of the Holders of Preferred Stock against impairment.

n. 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 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 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 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 articles.

o. 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 if deposited in the United States mail, registered or certified, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Corporation.

5. Voting Rights: Directors. Except as otherwise expressly provided herein or by law, the holder of each share of Preferred Stock shall have the right to one vote for each share of Common Stock into which such Preferred Stock could then be converted, and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled, notwithstanding any provision hereof, to notice of any shareholders' meeting in accordance with the bylaws of 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, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

6. Protective Provisions. So long as any shares of Preferred Stock are outstanding, the Corporation shall not without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the then outstanding shares of Series A Preferred Stock voting as a separate class, and a majority of the then outstanding shares of the Series B Preferred Stock, voting as a separate class:

a. sell, convey, or otherwise dispose of or encumber all or substantially all of its property or business or merge into or consolidate with any other corporation (other than a wholly-owned subsidiary corporation) or effect any other transaction or series of related transactions in which more than fifty percent (50%) of the voting power of the Corporation is disposed of, provided that this Section 6(a) shall not apply to a merger effected

exclusively for the purpose of changing the domicile of the Corporation:

b. alter or change the rights, preferences or privileges of the shares of Preferred Stock so as to affect adversely the shares of such series;

c. increase or decrease (other than by redemption or conversion) the total number of authorized shares of Preferred Stock;

d. amend the Corporation's Articles of Incorporation or bylaws; or

e. create any senior or pari passu security.

7. Status of Converted Stock. In the event any shares of Preferred Stock shall be converted pursuant to Section 4 thereof, the shares so converted shall be canceled and shall not be issuable by the Corporation. The Articles of Incorporation of the Corporation shall be appropriately amended to effect the corresponding reduction in the Corporation's authorized capital stock.

8. Repurchase of Shares. In connection with repurchases by the Corporation of its Common Stock pursuant to its agreements with certain of the holders thereof, Section 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 off the Corporation, the assets of the Corporation shall be distributed as provided in Section 2 of Division (B) of this Article III.

3. Redemption. The Common Stock is not redeemable.

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

5. No Fractional Shares. No fractional shares shall be issued upon the combination of any share or shares of Common Stock, and the number of shares of Common Stock owned by each holder after such combination shall be rounded to the nearest whole share with one-half being rounded upward. In lieu of fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the fair market value of such Common Stock as reasonably determined by the Board of Directors.

ARTICLE IV

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

(B) Indemnification of Corporate Agents. 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) Repeal or Modification. Any amendment or repeal or modification of the foregoing provisions of this Article IV by the shareholders of the Corporation shall not adversely affect any right or protection of a director or agent of the Corporation existing at the time of such repeal or modification."

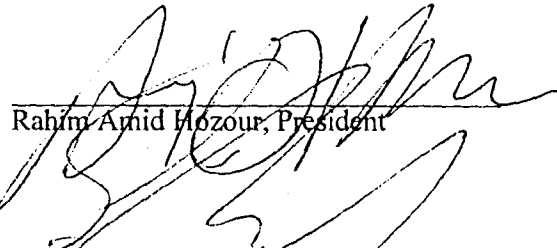
* * * *

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


4. The foregoing amendment was approved by the holders of the requisite number of shares of this Corporation in accordance with Section 902 and 903 of the California General Corporation Law. The total number of outstanding shares entitled to vote with respect to the foregoing amendment is 12,689,363 shares of Common Stock of the Corporation (the "Outstanding Common Shares"). There are no outstanding shares of Series A Preferred Stock, Series B-1 Preferred Stock, Series B-2 Preferred Stock or Series C Preferred Stock. The number of shares voting in favor of the foregoing amendment equaled or exceeded the vote required. The vote required was a majority of the Outstanding Common Shares.

The undersigned certify under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of their own knowledge.

Executed at Palo Alto, California, on January 1, 2001.



Rahim Amid Hozour, President



Saeed Amid Hozour, Secretary