

PATENT ASSIGNMENT

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Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
KorTeam International Inc.	06/12/2001
RECEIVING PARTY DATA	
Name:	Breveon Incorporated
Street Address:	953 Industrial Avenue, Suite 110
City:	Palo Alto
State/Country:	CALIFORNIA
Postal Code:	94303-4920
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	6507643
CORRESPONDENCE DATA	
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<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
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Correspondent Name:	Morgan, Lewis & Bockius LLP
Address Line 1:	3000 El Camino Real, Ste. 700
Address Line 2:	Two Palo Alto Square
Address Line 4:	Palo Alto, CALIFORNIA 94306
ATTORNEY DOCKET NUMBER:	060864-0006-US
NAME OF SUBMITTER:	Arthur T.C. Au
Total Attachments: 23 source=KORTEAM#page1.tif source=KORTEAM#page2.tif source=KORTEAM#page3.tif source=KORTEAM#page4.tif	

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JUNE 12, 2000

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PENNIE & EDMONDS LLP
GARY S. WILLIAMS
3300 HILLVIEW AVENUE
PALO ALTO, CA 94304



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9785-006-999

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RECORDATION DATE: 03/16/2000

REEL/FRAME: 010689/0081
NUMBER OF PAGES: 2

BRIEF: ASSIGNMENT OF ASSIGNOR'S INTEREST (SEE DOCUMENT FOR DETAILS).

ASSIGNOR:
GRONER, GABRIEL F. ✓

DOC DATE: 03/16/2000

ASSIGNEE:
KORTEAM INTERNATIONAL, INC. ✓
777 PALOMAR AVENUE
SUNNYVALE, CALIFORNIA 94086

SERIAL NUMBER: 09526807 ✓
PATENT NUMBER:

FILING DATE: 03/16/2000 ✓
ISSUE DATE:

JEEVON JONES, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

JUN 2 2000
JUS-2856

PATENT
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Attorney Docket Number
9786-006-999TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS
Box Assignment
Washington, DC 20231

Please record the attached original documents or copy thereof.



1. Name of conveying party(ies):

Gabriel F. Groner

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

2. Name and address of receiving party(ies):

Name: KorTeam International, Inc.,Address: 777 Palomar Avenue
Sunnyvale, California 94086

Country (if other than USA): _____

3. Nature of conveyance:

☒ Assignment☐ Merger☐ Security Agreement☐ Change of Name☐ Other _____Execution Date: March 16, 2000

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: March 16, 2000

A. Patent Application No.(s) _____

B. Patent No.(s) _____

Additional numbers attached? ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

PENNIE & EDMONDS LLP
3300 Hillview Avenue
Palo Alto, CA 943046. Number of applications and patents involved: 17. Total fee (37 CFR 3.41):\$ 40.00
Please charge to the deposit account listed in Section 8.8. Deposit account number:
16-1150

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9. 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.*Gary S. Williams31,066

Signature

March 16, 2000

Name of Person Signing Reg. No.

Date

Total number of pages including cover sheet:

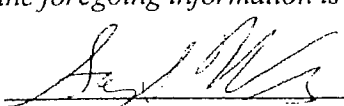
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Commissioner of Patents & Trademarks, Box Assignment
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RECORDATION FORM COVER SHEET
PATENTS ONLY

Attorney Docket Number
 9786-006-999

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS
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 Washington, DC 20231

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Gabriel F. Groner Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies): Name: <u>KorTeam International, Inc.</u> Address: <u>777 Palomar Avenue</u> <u>Sunnyvale, California 94086</u> Country (if other than USA): _____	
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>March 16, 2000</u>			
4. Application number(s) or patent number(s): If this document is being filed together with a new application, the execution date of the application is: <u>March 16, 2000</u> A. Patent Application No.(s) _____ B. Patent No.(s) _____ Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
5. Name and address of party to whom correspondence concerning document should be mailed: PENNIE & EDMONDS LLP 3300 Hillview Avenue Palo Alto, CA 94304		6. Number of applications and patents involved: <u>1</u> 7. Total fee (37 CFR 3.41):.....\$ <u>40.00</u> Please charge to the deposit account listed in Section 8. 8. Deposit account number: <u>16-1150</u>	
DO NOT USE THIS SPACE			
9. Statement and signature. <i>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.</i> <u>Gary S. Williams</u> <u>31,066</u>  <u>March 16, 2000</u> Name of Person Signing Reg. No. Signature Date Total number of pages including cover sheet: <u>2</u>			

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents & Trademarks, Box Assignment
 Washington, D.C. 20231

ASSIGNMENT

WHEREAS, I, Gabriel F. Groner, ASSIGNOR, citizen of the United States, residing at 230 Parkside Drive, Palo Alto, California, am the inventor of the invention in SPEECH RECOGNITION SYSTEM AND METHOD FOR CONVERTING VOICE MAIL MESSAGES TO ELECTRONIC MAIL MESSAGES for which I have executed an application for a Patent of the United States

☒ which is executed on ☒ even date herewith or ☐ _____

☒ which is identified by Pennie & Edmonds LLP docket no. 9785-006-999

☐ which was filed on , Application No.

and WHEREAS, KORTEAM INTERNATIONAL, INC., ASSIGNEE is desirous of obtaining my entire right, title and interest in, to and under the said invention and the said application:

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) to me in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, I, the said ASSIGNOR, have sold, assigned, transferred and set over, and by these presents do hereby sell, assign, transfer and set over, unto the said ASSIGNEE, its successors, legal representatives and assigns, my entire right, title and interest in, to and under the said invention, and the said United States application and all divisions, renewals and continuations thereof, and all Patents of the United States which may be granted thereon and all reissues and extensions thereof; and all applications for industrial property protection, including, without limitation, all applications for patents, utility models, and designs which may hereafter be filed for said invention in any country or countries foreign to the United States, together with the right to file such applications and the right to claim for the same the priority rights derived from said United States application under the Patent Laws of the United States, the International Convention for the Protection of Industrial Property, or any other international agreement or the domestic laws of the country in which any such application is filed, as may be applicable; and all forms of industrial property protection, including, without limitation, patents, utility models, inventors' certificates and designs which may be granted for said invention in any country or countries foreign to the United States and all extensions, renewals and reissues thereof;

AND I HEREBY authorize and request the Commissioner of Patents and Trademarks of the United States, and any Official of any country or countries foreign to the United States, whose duty it is to issue patents or other evidence or forms of industrial property protection on applications as aforesaid, to issue the same to the said ASSIGNEE, its successors, legal representatives and assigns, in accordance with the terms of this instrument.

AND I HEREBY covenant and agree that I have full right to convey the entire interest herein assigned, and that I have not executed, and will not execute, any agreement in conflict herewith.

AND I HEREBY further covenant and agree that I will communicate to the said ASSIGNEE, its successors, legal representatives and assigns, any facts known to me respecting said invention, and testify in any legal proceeding, sign all lawful papers, execute all divisional, continuing, reissue and foreign applications, make all rightful oaths, and generally do everything possible to aid the said ASSIGNEE, its successors, legal representatives and assigns, to obtain and enforce proper protection for said invention in all countries.

IN TESTIMONY WHEREOF, I hereunto set my hand and seal this 16th day of March, 2000.

Gabriel F. Groner

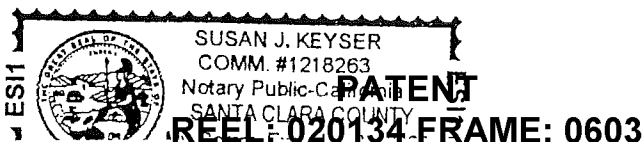
L.S.

State of California)
) SS.:
County of Santa Clara)

In the State of California, county of Santa Clara, on March 16, 2000 before me, SUSAN J. KEYSER, Notary Public, personally appeared Gabriel F. Groner, personally known to me on the basis of satisfactory evidence to be the person(s) whose name(s) is subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal

Susan J. Keyser



A0566910



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 13 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

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

JUL - 3 2001

Bill Jones

Secretary of State

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

JUN 1 2 2001

BILL JONES, Secretary of State

FOURTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF KORTEAM INTERNATIONAL, INC.

The undersigned, Barbara Shaw and Russell Hondren, hereby certify that:

ONE: They are the duly elected and acting President and Secretary, respectively, of this Corporation.

TWO: The Amended Articles of Incorporation of this Corporation shall be amended and restated to read in full as follows:

ARTICLE I

The name of this corporation is Breveon Incorporated.

ARTICLE II

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

ARTICLE III

A. Authorized 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 Twenty Seven Million Seven Hundred Twenty-Seven Thousand Four Hundred Thirty-Four (27,727,434) shares. The number of shares of Preferred Stock authorized to be issued is Seven Million Seven Hundred Twenty-Seven Thousand Four Hundred Thirty-Four (7,727,434) shares, having no par value, of which 10,000 shares shall be designated as Series A Preferred Stock, 1,050,767 shares shall be designated as Series B Preferred Stock, 1,666,667 shares shall be designated as Series C Preferred Stock and 5,000,000 shares shall be designated as Series D Preferred Stock. The number of shares of Common Stock authorized to be issued is Twenty Million (20,000,000) shares, having no par value.

B. Preferred Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Preferred Stock are as follows:

1. Dividend Provisions. The holders of shares of Series A, Series B, Series C and Series D Preferred Stock shall be entitled to receive dividends at the annual rate of \$0.08, \$0.096, \$0.096 and \$0.096 per share, respectively (adjusted to reflect stock splits, stock dividends and recapitalizations), payable out of funds legally available therefor. Such dividends shall be

payable only when, as, and if declared by the Board of Directors and shall not be cumulative. No dividends (other than those payable solely in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock of the Corporation) shall be payable on any Common Stock of the Corporation during any fiscal year of the Corporation until dividends in the amount of \$0.08, \$0.096, \$0.096 and \$0.096 per share (adjusted to reflect stock splits, stock dividends and recapitalizations) on the Series A, Series B, Series C and Series D Preferred Stock, respectively, shall have been paid or declared and set apart during that fiscal year. No dividend shall be paid on or declared and set apart for the shares of any series of Preferred Stock for any dividend period unless at the same time a like proportionate dividend for the same dividend period, ratably in proportion to the respective annual dividend rates fixed therefor, shall be paid on or declared and set apart for the shares of all other such series of Preferred Stock.

2. Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of Series D Preferred Stock shall be entitled to receive, prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Common Stock by reason of their ownership thereof, the amount of \$3.60 per share for each share of Series D Preferred Stock then held by them (adjusted to reflect stock splits, stock dividends and recapitalizations), plus all declared but unpaid dividends on their respective shares of Series D Preferred Stock then held by them and no more. If, upon the occurrence of such an event, the assets and funds thus distributed among the holders of the Series D Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series D Preferred Stock in proportion to the preferential amount each such holder is entitled to receive.

(b) In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, after payment in full shall have been made to the holders of the Series D Preferred Stock as provided in section 2(a), the holders of Series C Preferred Stock shall be entitled to receive, prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of Series A Preferred Stock, Series B Preferred Stock and Common Stock by reason of their ownership thereof, the amount of \$1.20 per share for each share of Series C Preferred Stock then held by them (adjusted to reflect stock splits, stock dividends and recapitalizations), plus all declared but unpaid dividends on their respective shares of Series C Preferred Stock then held by them and no more. If, upon the occurrence of such an event, the assets and funds thus distributed among the holders of the Series C Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series C Preferred Stock in proportion to the preferential amount each such holder is entitled to receive.

(c) After the distributions described in Sections 2(a) and 2(b) above have been paid in full, the remaining assets of the Corporation available for distribution to shareholders

shall be distributed ratably among the holders of Common Stock and the holders of Preferred Stock on an as-if-converted to Common Stock basis.

(d) For purposes of this Section 2, any acquisition of the Corporation by means of merger or other form of corporate reorganization in which the outstanding shares of the Corporation are exchanged for securities or other consideration issued, or caused to be issued, by the acquiring corporation or its subsidiary (other than a reincorporation transaction or a transaction in which the shareholders of the corporation immediately before the transaction own, immediately after the transaction, a majority of the combined voting power of all classes of stock of the surviving entity or its parent) or any sale of all or substantially all of the assets of the Corporation, in which the per share consideration paid or payable in connection with such transaction is less than \$3.60 per share of outstanding Common Stock (assuming the conversion of all outstanding convertible securities into Common Stock and the exercise of all outstanding options, warrants and rights to purchase Common Stock), shall be treated as liquidation, dissolution or winding up of the Corporation and shall entitle the holders of Series A, Series B, Series C and Series D Preferred Stock and Common Stock to receive at the closing in cash, securities or other property, the amounts as specified in Sections 2(a), 2(b) and 2(c) above.

(e) Any securities to be delivered to the holders of the Preferred Stock and/or Common Stock pursuant to a transaction described in Section 2(d) above shall be valued as follows:

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

(A) If traded on a securities exchange or the NASDAQ National Market System, the value shall be deemed to be the average of the closing prices of the securities on such exchange over the 30-day period ending three (3) days prior to the distribution;

(B) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid prices over the 30-day period ending three (3) days prior to the distribution; and

(C) If there is no active public market, the value shall be the fair market value thereof, as determined in good faith by the Board of Directors of the Corporation.

(ii) The method of valuation of securities subject to investment letter or other restrictions on free marketability shall be to make an appropriate discount from the market value determined as above in (i) (A), (B) or (C) to reflect the approximate fair market value thereof, as determined in good faith by the Board of Directors of the Corporation.

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

(a) Right to Convert.

(i) Subject to Section 3(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 the Preferred 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 Stock, \$1.00 for each share of Series A Preferred Stock or (ii) in the case of the Series B Preferred Stock, \$1.20 for each share of Series B Preferred Stock or (iii) in the case of the Series C Preferred Stock, \$1.20 for each share of Series C Preferred Stock, or (iv) in the case of the Series D Preferred Stock, \$1.20 for each share of Series D Preferred Stock, in each case by the applicable Conversion Price at the time in effect for such share. The initial Conversion Price for shares of Series A Preferred Stock shall be \$1.00 per share, the initial Conversion Price for shares of Series B Preferred Stock shall be \$1.20 per share, the initial Conversion Price for shares of Series C Preferred Stock shall be \$1.20 per share and the initial Conversion Price for shares of Series D Preferred Stock shall be \$1.20 per share; provided, however, that the Conversion Price for each series of Preferred Stock shall be subject to adjustment as set forth in subsection 3(c).

(ii) Each share of Preferred Stock shall automatically be converted into shares of Common Stock at the Conversion Price at the time in effect for such shares of Preferred Stock, as to each series, upon the consummation of the Corporation's sale of its Common Stock in a bona fide, firm commitment underwriting pursuant to a registration statement under the Securities Act of 1933, as amended (the "Securities Act"), which results in aggregate gross cash proceeds to the Corporation in excess of \$10,000,000 and the public offering price of which is not less than \$5.00 per share (adjusted to reflect subsequent stock dividends, stock splits or recapitalizations).

(b) Mechanics of Conversion. Before any holder of Preferred Stock shall be entitled to convert the same into shares of Common Stock, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Preferred Stock, and shall give written notice by mail, postage prepaid, to the Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. 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 such date. If the conversion is in connection with an underwritten offer of securities registered pursuant to the Securities Act, the conversion will be conditioned upon the closing with the underwriter of the sale of securities pursuant to such offering, unless otherwise designated in writing by the holders of such Preferred Stock, in which event the person(s) entitled to receive the Common Stock issuable upon such conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such sale of securities.

(c) Conversion Price Adjustments of Preferred Stock. The Conversion Price of the Preferred Stock shall be subject to adjustment from time to time as follows:

(i) (A) If the Corporation, at any time or from time to time after the date of the first issuance of shares of Series C or the Series D Preferred Stock (the "Purchase Date"), shall issue any Additional Stock (as defined below) without consideration or for a consideration per share less than the Conversion Price for the Series C or Series D Preferred Stock in effect immediately prior to the issuance of such Additional Stock, the Conversion Price for the Series C or Series D Preferred Stock in effect immediately prior to each such issuance shall forthwith be adjusted to a price determined by multiplying such Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such issuance plus the number of shares of Common Stock which the aggregate consideration received by the Corporation for the total number of shares of Additional Stock so issued would purchase at such Conversion Price, and the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to such issuance plus the number of such shares of Additional Stock so issued. For the purposes of this subsection, the number of shares of Common Stock outstanding immediately prior to such issue shall be calculated on a fully diluted basis, as if all shares of Preferred Stock and all convertible securities had been fully converted into shares of Common Stock immediately prior to such issuance and any outstanding warrants, options or other rights for the purchase of shares of stock or convertible securities had been fully exercised immediately prior to such issuance (and the resulting securities fully converted into shares of Common Stock, if so convertible) as of such date, but not including in such calculation any additional shares of Common Stock issuable with respect to shares of Series C or Series D Preferred Stock, as applicable, solely as a result of the adjustment of the Conversion Price resulting from the issuance of the Additional Stock causing the adjustment in question. Immediately after any Additional Stock is deemed issued, such Additional Stock shall be deemed to be outstanding.

(B) No adjustment of the Conversion Price for the Series C or Series D Preferred Stock shall be made in an amount less than one cent per share, provided that any adjustments which are not required to be made by reason of this sentence shall be carried forward and shall be either taken into account in any subsequent adjustment made prior to 3 years from the date of the event giving rise to the adjustment being carried forward, or shall be made at the end of 3 years from the date of the event giving rise to the adjustment being carried forward. Except to the limited extent provided for in subsections 3(c)(i)(E)(3) and 3(c)(i)(E)(4), no adjustment of the Conversion Price for the Series C or Series D Preferred Stock pursuant to this subsection 3(c)(i) shall have the effect of increasing such Conversion Price above the Conversion Price for the Series C or Series D Preferred Stock in effect immediately prior to such adjustment.

(C) In the case of the issuance of Common Stock for cash, the consideration shall be deemed to be the amount of cash paid therefor before deducting any reasonable discounts, commissions or other expenses allowed, paid or incurred by the Corporation for any underwriting or otherwise in connection with the issuance and sale thereof.

(D) In the case of the issuance of the Common Stock for a consideration in whole or in part other than cash, the consideration other than cash shall be deemed

to be the fair value thereof as determined by the Board of Directors irrespective of any accounting treatment.

(E) In the case of the issuance, whether before, on or after the applicable Purchase Date, of options to purchase or rights to subscribe for Common Stock, securities by their terms convertible into or exchangeable for Common Stock or options to purchase or rights to subscribe for such convertible or exchangeable securities (which are not excluded from the definition of Additional Stock), the following provisions shall apply:

1. The aggregate maximum number of shares of Common Stock deliverable upon exercise of such options to purchase or rights to subscribe for Common Stock shall be deemed to have been issued at the time such options or rights were issued and for a consideration equal to the consideration (determined in the manner provided in subsections 3(c)(i)(C) and 3(c)(i)(D)), 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.

2. The aggregate maximum number of shares of Common Stock deliverable upon conversion of or in 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 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 subsections 3(c)(i)(C) and 3(c)(i)(D)).

3. In the event of any change in the number of shares of Common Stock deliverable or any increase in the consideration payable to the Corporation upon exercise of such options or rights or upon conversion of or in exchange for such convertible or exchangeable securities, including, but not limited to, a change resulting from the antidilution provisions thereof, the Conversion Price of the Series C or Series D Preferred Stock obtained with respect to the adjustment which was made upon the issuance of such options, rights or securities, and any subsequent adjustments based thereon, shall be recomputed to reflect such change, but no further adjustment shall be made for the actual issuance of Common Stock or any payment of such consideration upon the exercise of any such options or rights or the conversion or exchange of such securities.

4. Upon the expiration of any such options or rights, the termination of any such rights to convert or exchange or the expiration of any options or rights related to such convertible or exchangeable securities, the Conversion Price of the Series C or Series D Preferred Stock obtained with respect to the adjustment which was made upon the issuance of such options, rights or securities or options or rights related to such securities, and any subsequent adjustments based thereon, shall be recomputed to reflect 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 securities or upon the exercise of the options or rights related to such securities. Upon the expiration of any such options or rights, the termination of any such rights to convert or exchange or the expiration of any options or rights related to such convertible or exchangeable securities, 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 securities or upon the exercise of the options or rights related to such securities shall continue to be deemed to be issued.

5. All Common Stock deemed issued pursuant to this subsection 3(c)(i)(E) shall be considered issued only at the time of its deemed issuance and any actual issuance of such stock shall not be an actual issuance or a deemed issuance of the Corporation's Common Stock under the provisions of this Section 3; provided however, that in the case of any options to purchase or rights to subscribe for Common Stock which expire by their terms not more than 30 days after the date of issue thereof, no adjustment of the Conversion Price for any series of Preferred Stock shall be made until the expiration or exercise of all such options or rights, whereupon such adjustment shall be made in the same manner provided in subsection 3(c)(i)(E)(4) above.

(ii) "Additional Stock" shall mean any shares of Common Stock issued (or deemed to have been issued pursuant to subsection 3(c)(i)(E)) by the Corporation on or after the applicable Purchase Date other than shares of Common Stock issued or issuable:

(A) pursuant to a transaction described in subsection 3(c)(iii) hereof,

(B) to officers, directors, employees and consultants of the Corporation directly or pursuant to a stock option plan or restricted stock plan approved by the directors of the Corporation,

(C) for which adjustment of the Conversion Price of the Series C or Series D Preferred Stock is made pursuant to this Section 3, or

(D) upon conversion of the Series A, Series B, Series C or Series D Preferred Stock.

(iii) In the event the Corporation should at any time or from time to time after the applicable Purchase Date fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock (without a corresponding split or subdivision of the outstanding shares of Preferred Stock) or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (hereinafter referred to as "Common Stock Equivalents") without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Conversion Prices of the Series A,

Series B, Series C and Series D Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase of the aggregate shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents.

(iv) If the number of shares of Common Stock outstanding at any time after the applicable Purchase Date is decreased by a combination of the outstanding shares of Common Stock (without a corresponding combination of the outstanding shares of Preferred Stock), then, following the record date of such combination, the Conversion Prices for the Series A, Series B, Series C and Series D Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in outstanding shares.

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

(e) Recapitalizations. If at any time or from time to time 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 Sections 2 or 3) provision shall be made so that the holders of 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 Corporation or otherwise, to which a holder of 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 the provisions of this Section 3 with respect to the rights of the holders of Preferred Stock after the recapitalization to the end 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 Series A, Series B, Series C and Series D Preferred Stock) shall be applicable after that event as nearly equivalent as may be practicable.

(f) No Impairment. Without the consent of the holders of Preferred Stock in accordance with Article III.B.5 below, 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 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 Section 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 Stock against impairment.

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

(i) No fractional shares shall be issued upon conversion of the Preferred Stock. In lieu of any fractional share to which a holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the fair market value of the Common Stock on the date of conversion as determined by the Board of Directors. Whether or not fractional shares are issuable upon such conversion shall be determined on the basis of the total number of shares of Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

(ii) Upon the occurrence of each adjustment or readjustment of any Conversion Price of Series A, Series B, Series C or Series D Preferred Stock pursuant to this Section 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 Series A, Series B, Series C and Series D Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A, Series B, Series C or Series D 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 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 Series A, Series B, Series C or Series D Preferred Stock.

(h) Notices 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 (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, 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.

(i) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of the 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 the 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.

(j) Notices. Any notice required by the provisions of this Section 3 to be given to the holders of shares of Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Corporation.

4. Voting Rights.

(a) 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 (with any fractional share determined on an aggregate conversion basis being rounded to the nearest whole share), 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 by-laws 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. Notwithstanding the foregoing, the holders of Series C and Series D Preferred Stock, voting together as a single class, shall be entitled to elect three (3) members of the Corporation's board of directors; the holders of the Series A and Series B Preferred Stock, voting together as a single class, shall be entitled to elect one (1) member of the Corporation's board of directors; the holders of Common Stock, voting separately as a single class, shall be entitled to elect one (1) member of the Corporation's board of directors. The holders of the Common Stock and the Preferred Stock (on an as-converted basis), voting together as a single class, shall be entitled to elect the remaining members of the Corporation's board of directors.

(b) In the case of any vacancy in the office of a director occurring among the directors elected by the holders of a series or class of stock pursuant to Section 4(a) hereof, the remaining director or directors so elected by the holders of such series or class of stock (if any) may, by affirmative vote of a majority of such series or class, as the case may be (or the remaining director so elected if there is but one, or if there is no such director remaining, by the affirmative vote of the holders of a majority of the shares of that class) elect a successor or successors to hold the office for the unexpired term of the director or directors whose place or places shall be vacant. Any director who shall have been elected by the holders of a class of stock or any director so elected as provided in the preceding sentence hereof may be removed during the aforesaid term of office without cause only by the affirmative vote pursuant to California Corporations Code §303(a)(1) of the holders of such class of stock, as the case may be.

5. Protective Provisions. So long as shares of Series C and Series D 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 the Series C and Series D Preferred Stock, voting as a single class, except where otherwise required by law:

(a) sell, convey, or otherwise dispose of 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 in connection with a reincorporation transaction) or effect any transaction or series of related transactions in which more than 50% of the voting power of the corporation is disposed of;

(b) liquidate, dissolve, recapitalize or reorganize the Corporation;

(c) create or issue any new class or series of stock or any other securities convertible into equity securities of the Corporation (i) having a preference over, or being on a parity with, the Series C or Series D Preferred Stock with respect to voting, dividends or upon liquidation, or (ii) having rights similar to any of the rights of the Series C or Series D Preferred Stock under this Section 5;

(d) adversely alter or change the rights, preferences or privileges of the Series C or Series D Preferred Stock,

(e) reclassify or recapitalize any of the Company's outstanding capital stock;

(f) repurchase or redeem any shares of common stock of the Corporation, except upon termination of employment;

(g) increase or decrease the number of authorized shares of any series of Preferred Stock; or

(h) amend the Articles of Incorporation or Bylaws of the Corporation in any manner that would alter, change or materially adversely affect the rights, preferences or privileges of the Series C or Series D Preferred Stock.

6. Status of Converted Stock. In the event any shares of Preferred Stock shall be converted pursuant to Section 3 hereof, the shares so converted shall be canceled and shall not be issuable by the Corporation, and the Articles of Incorporation of the Corporation shall be appropriately amended to effect the corresponding reduction in the Corporation's authorized capital stock.

7. Repurchase of Shares. In connection with repurchases by the Corporation of its Common Stock pursuant to its agreements with certain of the holders thereof providing for such repurchases in the event of the termination of the status of such holder as an employee, director or consultant to the Company, each holder of Preferred Stock shall be deemed to have consented, for purposes of Sections 502, 503 and 506 of the California General Corporation Law, to distributions made by the Corporation with respect to such repurchases.

C. Common Stock.

1. Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. Upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation shall be distributed as provided in Section B.2. 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.

ARTICLE IV

A. Limitation of 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.

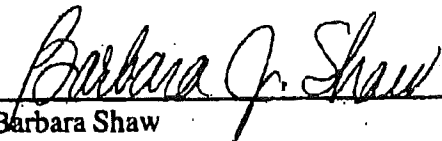
C. Repeal or Modification. Any amendment, repeal or modification of any provision of this Article IV shall not adversely affect any right or protection of an agent of this Corporation existing at the time of such amendment, repeal or modification.

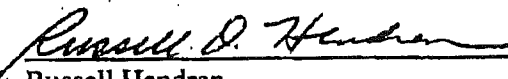
THREE: The foregoing amendment and restatement has been approved by the Board of Directors of the Corporation.

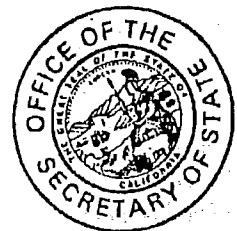
FOUR: The foregoing amendment and restatement was approved by the holders of the requisite number of shares of the Corporation in accordance with Sections 902 and 903 of the California General Corporation Law. The total number of outstanding shares entitled to vote with respect to the foregoing amendment and restatement was 8,711,204 shares of Common Stock, 6,670,219 shares of Preferred Stock, of which 10,000 shares are Series A Preferred Stock, 554,437 shares are Series B Preferred Stock, 1,666,667 shares are Series C Preferred Stock and 4,439,115 shares are Series D Preferred Stock. The number of shares voting in favor of the foregoing amendment and restatement equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding shares of Common Stock, more than 50% of the outstanding shares of the Preferred Stock voting together and more than 50% of the outstanding shares of the Series C Preferred Stock and Series D Preferred Stock voting together.

I further declare under penalty of perjury under the laws of the State of California that I have read the foregoing Fourth Amended and Restated Articles of Incorporation and know the contents thereof and that the same is true of my own knowledge.

Dated: June 14, 2001


Barbara Shaw
President


Russell Hendren
Secretary



Minutes

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF KORTEAM INTERNATIONAL, INC.

May 18, 2001

Pursuant to notice duly given, a regular meeting of the Board of Directors (the "Board") of KorTeam International, Inc., a California corporation (the "Company"), was held at 9:30 AM on May 18, 2000, at the Company's headquarters in Sunnyvale, California.

The following directors were present at the meeting: Jesse Chen, Russell Hendren, Jane Kundin, Frank Kung, David Ross, Barbara Shaw and Kenneth Tai. Present as observers were Jonathan Chiang of Maton and Linda Harrison from the Company; Roseann Burhenne and Bryant Miles presented reports. Mr. Hendren called the meeting to order and Linda Harrison served as Secretary of the meeting and recorded the Minutes.

Approval of the March 16, 2001 Board Meeting Minutes

The Board reviewed the minutes of the Board meeting held on March 16, 2001. David Ross made the motion to approve the minutes as presented. Jane Kundin second. Motion passed.

Resolved: That the minutes of the Board meeting held on March 16, 2001 are hereby approved. The Company is directed to place a copy of said minutes in the corporate minute book.

Approval of the May 3, 2001 Special Called Board Meeting Minutes

The Board reviewed the minutes of the Special Called Board meeting held on May 3, 2001. David Ross made the motion to approve the minutes as presented. Jane Kundin second. Motion passed.

Resolved: That the minutes of the Special Called Board meeting held on May 3, 2001 are hereby approved. The Company is directed to place a copy of said minutes in the corporate minute book.

Financial Report:

Linda Harrison presented the financial report. A general discussion was held.

Sales Report:

Bryant Miles gave a Sales Presentation. A general discussion was held.

Marketing Report:

Roseann Burhenne gave a Marketing Presentation. A general discussion was held.

Dragon:

A general discussion was held regarding the possibility of Dragon.

Employee Stock Option Grants:

Resolved: That each person whose name is set forth on Exhibit A attached to these minutes shall be granted an option to purchase the number of shares of Common Stock set forth opposite his or her name on Exhibit A pursuant to the Company's 1998 Stock Plan;

Resolved Further: That the present fair market value of the Company's Common Stock is \$0.70 per share;

Resolved Further: That as designated in Exhibit A, and to the extent permitted by applicable law, the stock options shall be incentive stock options within the meaning of Section 422 of the Internal Revenue Code, and shall be evidenced by the applicable form of stock option agreement.

Resolved Further: That the stock options shall have a term of five (5) years and shall vest as follows: 25% of the shares subject to such option shall vest 12 months after the Vesting commencement Date specified in Exhibit A opposite the optionee's name and 1/48 of the shares subject to such option shall vest each month thereafter.

Resolved Further: That the officers of the Company are hereby authorized and directed to take whatever steps are necessary or desirable to carry out such stock option grants.

Frank Kung made motion. Barbara Shaw second. Motion passed.

Shareholder Approval for Name Change:

Resolved: That the Board of Directors (the "Board") believes it to be in the best interests of the Company and its shareholders to amend and restate the Company's Articles of Incorporation to change the Company name from "KorTeam International Inc." to Breveon Incorporated."

Resolved Further: That the officers of the Company are hereby authorized and directed to solicit shareholder approval of the Company's Fourth Amended and Restate Articles of Incorporation to change the Company's name from "KorTeam International Inc." to Breveon Incorporated."

Resolved Further: That the officers are hereby authorized and directed, upon approval of the shareholders, to file the Restated Articles with the Secretary of State of California.

Resolved Further: That the Bylaws of the Company are hereby amended to reflect the name change.

Resolved Further: That the officers of the Company are hereby authorized and directed to take whatever steps are necessary or desirable to carry out and perform the purposes and intent of these resolutions.

E Round Funding:

Whereas: That the Board of Directors (the "Board") believes it to be in the best interests of the Company and its shareholders to seek funding through a new round of funding up to \$15,000,000.00;

Resolved: That the officers of the Company are hereby authorized and directed to compile a final term sheet to be used in solicitation of Funds to be considered E Round.

Resolved Further: That the final term sheet to be approved by the Board of Directors.

Resolved Further: That, once the final term sheet is approved by the Board of Directors, the officers of the Company are hereby authorized and directed to solicit shareholder approval to seek funding in the amount of \$15,000,000.00 and to file Amended and Restate Articles of Incorporation to issue E Series Preferred Stock.

Resolved Further: That the officers are hereby authorized and directed, upon approval of the shareholders, to file the Restated Articles with the Secretary of State of California.

Resolved Further: That the Bylaws of the Company are hereby amended to reflect the name change.

Resolved Further: That the officers of the Company are hereby authorized and directed to take whatever steps are necessary or desirable to carry out and perform the purposes and intent of these resolutions.

Jesse Chen made motion. Kenneth Tai second. Motion passed.

Bridge Loan:

One half of the \$3,000,000.00 Bridge Loan money is in the escrow account. Kenneth Tai is authorizing the funds to be released to the Company's bank account. A discussion followed.

Board Seat:

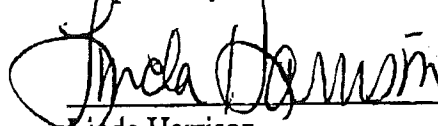
Frank Kung requested a board seat for a representative of Veron. A discussion followed.

Next Board Meeting Date

The next scheduled board meeting will be July 20, 2001 at 9:30AM.

There being no further business to come before the Board, the meeting was adjourned.

Respectfully submitted,



Linda Harrison

Secretary of the Meeting

Exhibit A

**Grant of Common Stock Option – Four Year Vesting
1998 Stock Option Plan**

<u>OPTIONEE</u>	<u>NO. SHARES</u>	<u>GRANT DATE</u>	<u>VESTING COMMENCEMENT DATE</u>
<i>Existing Employees</i>			
Roseann Burhenne	50,000	May 18, 2001	June 1, 2001
<i>New Employees</i>			
Beverly Blackman	40,000	May 18, 2001	June 1, 2001
Filipe Munguia	30,000	May 18, 2001	June 1, 2001
Martin Vizner	25,000	May 18, 2001	June 1, 2001
Zina Stelmakh	25,000	May 18, 2001	June 1, 2001
Yi-Ju Yang	20,000	May 18, 2001	June 1, 2001
Erin Gonzales	20,000	May 18, 2001	June 1, 2001
Maurina MaCord	15,000	May 18, 2001	June 1, 2001
Kenneth Ritucci	40,000	May 18, 2001	June 1, 2001
Advisory Board			
William Parrish	5,000	May 18, 2001	June 1, 2001
James Terano	5,000	May 18, 2001	June 1, 2001

Total 275,000

Exhibit A

**Grant of Common Stock Option – Four Year Vesting
1998 Stock Option Plan**

<u>OPTIONEE</u>	<u>NO. SHARES</u>	<u>GRANT DATE</u>	<u>VESTING COMMENCEMENT DATE</u>
<i>Existing Employees</i>			
Roseann Burhenne	50,000	May 18, 2001	June 1, 2001
<i>New Employees</i>			
Beverly Blackman	40,000	May 18, 2001	June 1, 2001
Filipe Munguia	30,000	May 18, 2001	June 1, 2001
Martin Vizner	25,000	May 18, 2001	June 1, 2001
Zina Stelmakh	25,000	May 18, 2001	June 1, 2001
Yi-Ju Yang	20,000	May 18, 2001	June 1, 2001
Erin Gonzales	20,000	May 18, 2001	June 1, 2001
Maurina MaCord	15,000	May 18, 2001	June 1, 2001
Kenneth Ritucci	40,000	May 18, 2001	June 1, 2001
Advisory Board			
William Parrish	5,000	May 18, 2001	June 1, 2001
James Terano	5,000	May 18, 2001	June 1, 2001

Total 275,000