

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT3791176

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
SPONSORWISE, INC.	03/07/2011
RECEIVING PARTY DATA	
Name:	VERSAIC INC.
Street Address:	161 W. 25TH AVENUE
Internal Address:	SUITE 200
City:	SAN MATEO
State/Country:	CALIFORNIA
Postal Code:	94403
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	15059194
CORRESPONDENCE DATA	
Fax Number:	(650)815-2601
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>	
Phone:	(650) 815-2600
Email:	kmerrimac@sheppardmullin.com, svpatents@sheppardmullin.com
Correspondent Name:	SHEPPARD, MULLIN, RICHTER & HAMPTON LLP
Address Line 1:	379 LYTTON AVENUE
Address Line 4:	PALO ALTO, CALIFORNIA 94301
ATTORNEY DOCKET NUMBER:	26KE-229161
NAME OF SUBMITTER:	DANIEL C. KLOKE
SIGNATURE:	/Daniel C. Kloke/
DATE SIGNED:	03/18/2016
Total Attachments: 16	
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FOURTH AMENDED AND RESTATEDARTICLES OF INCORPORATIONOFSPONSORWISE

Burt Cummings and Anthony Calleja hereby certify that:

1. They are the Chief Executive Officer and Secretary, respectively, of SponsorWise, a California corporation.
2. The articles of incorporation of the corporation hereby are amended and restated to read as follows:

ARTICLE I

The name of the corporation is Versaic Inc.

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. The corporation is authorized to issue two classes of shares to be designated respectively Preferred Stock ("Preferred Stock") and Common Stock ("Common Stock"). The total number of shares of capital stock that the corporation is authorized to issue is Sixty-Seven Million Three Hundred Sixty-Four Thousand Seven Hundred Six (67,364,706). The total number of shares of Preferred Stock the corporation shall have authority to issue is Seventeen Million Three Hundred Sixty-Four Thousand Seven Hundred Six (17,364,706). The total number of shares of Common Stock the corporation shall have authority to issue is Fifty Million (50,000,000). Preferred and Common Stock shares shall have a par value of \$.000001 per share.

B. One Million Two Hundred Twenty-Three Thousand Six Hundred Sixty-Eight (1,223,668) shares of the Preferred Stock are designated "Series A Preferred Stock," Two Million Nine Hundred Forty-One Thousand Thirty-Eight (2,941,038) shares of the Preferred Stock are designated "Series B Preferred Stock" and Fifteen Million Eighty-Five Thousand Seven Hundred Fourteen (15,085,714) shares of the Preferred Stock are designated "Series C Preferred Stock." The Board of Directors is expressly authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series. In case the number of shares of any such series

shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

C. The powers, preferences, rights, restrictions, and other matters relating to the Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock are as follows:

1. Dividends.

(a) The holders of the Series C Preferred Stock shall be entitled to receive dividends at the rate of \$0.004242424 per share (as adjusted for any stock dividends, combinations or splits with respect to such shares) per annum, respectively, 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 be noncumulative.

(b) No dividends (other than those payable solely in the Common Stock of the corporation) shall be paid on any Series A Preferred Stock or Series B Preferred Stock of the corporation during any fiscal year of the corporation until dividends in the total amount of \$0.004242424 per share (as adjusted for any stock dividends, combinations or splits with respect to such shares) on the Series C Preferred Stock, shall have been paid or declared and set apart during that fiscal year. Thereafter, the holders of the Series A and Series B Preferred Stock shall be entitled to receive dividends at the rate of \$0.048 and \$0.023 per share (as adjusted for any stock dividends, combinations or splits with respect to such shares) per annum, respectively, 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 be noncumulative.

(c) No dividends (other than those payable solely in the Common Stock of the corporation) shall be paid on any Common Stock of the corporation during any fiscal year of the corporation until dividends in the total amount of \$0.048, \$0.023 and \$0.004242424 per share (as adjusted for any stock dividends, combinations or splits with respect to such shares) on the Series A, Series B and Series C Preferred Stock, shall have been paid or declared and set apart during that fiscal year. Thereafter, dividends may be paid to the holders of Common Stock as declared by the Board of Directors.

(d) In the event of a conversion of the Series A, Series B or Series C Preferred Stock pursuant to Section 3, any accrued and unpaid dividends with respect to such Series A, Series B or Series C Preferred Stock shall be paid at the election of the holder in cash or Common Stock at its then fair market value, as determined by the Board of Directors.

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 C Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the corporation to the holders of Series A Preferred Stock, Series B Preferred Stock and Common Stock or other junior equity security by reason of their ownership thereof, an amount per share equal to the sum of (i) \$0.053030303 ("Original Series C Issue Price") (as adjusted for any stock dividends, combinations or splits with respect to such shares), per share of Series C Preferred Stock and (ii) an amount equal to all declared but unpaid dividends on each such share. If upon

the occurrence of such 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 otherwise entitled to receive.

(b) After the distribution described in subsection (a) above has been paid, the holders of Series A 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 or other junior equity security by reason of their ownership thereof, an amount per share equal to the sum of (i) \$0.60 ("Original Series A Issue Price") and \$0.2853 ("Original Series B Issue Price") (as adjusted for any stock dividends, combinations or splits with respect to such shares), respectively, per share of Series A and Series B Preferred Stock and (ii) an amount equal to all declared but unpaid dividends on each such share. If upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series A and Series B Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire assets and funds of the corporation legally available for distribution shall be distributed ratably among the holders of the Series A and Series B Preferred Stock in to the preferential amount each such holder is otherwise entitled to receive.

(c) After the distribution described in subsection (a) above has been paid, the remaining assets of the corporation available for distribution to shareholders shall be distributed to the holders of the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Common Stock on a pro-rata, as converted basis.

(d) For purposes of this Section 2, (i) any acquisition of the corporation by means of merger or other form of corporate reorganization in which the shareholders of the corporation do not own a majority of the outstanding Shares of the surviving corporation or (ii) a sale of all or substantially all of the assets of the corporation shall be treated as a liquidation, dissolution or winding up of the corporation and shall entitle the holders of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Common Stock to receive at the closing cash, securities or other property as specified in this Section 2.

(e) Any securities to be delivered to the holders of Preferred Stock and Common Stock pursuant to this Section 2 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, the value shall be deemed to be the average of the closing prices of the securities on such exchange over the thirty (30) day period ending three (3) days prior to the closing;

(B) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid and asked prices

over the thirty (30) day period ending three (3) days prior to the closing; and

(C) If there is no active public market, the value shall be the fair market value thereof, as determined 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 clauses (i)(A), (B) or (C) to reflect the approximate fair market value thereof, as determined by the Board of Directors of the corporation.

(f) The provisions of this Section 2 are in addition to the protective provisions of Section 5 hereof.

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

(a) Right To Convert. Subject to subsection (d), each share of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Original Series A Issue Price (for Series A Preferred holders) the Original Series B Issue Price (for Series B Preferred holders), or the Original Series C Issue Price (for Series C Preferred holders) by the Conversion Price in effect at the time that the certificate is surrendered for conversion for the Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock, as applicable (the "Conversion Price"). The initial Conversion Price per share for shares of Series A Preferred Stock shall be the Original Series A Issue Price, subject to adjustment as set forth in subsection (d); the initial Conversion Price per share for shares of Series B Preferred Stock shall be the Original Series B issue Price, subject to adjustment as set forth in subsection (d); and the initial Conversion Price per share for shares of Series C Preferred Stock shall be the Original Series C issue Price, subject to adjustment as set forth in subsection (d).

(b) Automatic Conversion. Each share of Preferred Stock shall automatically be converted into shares of Common Stock at the Conversion Price then in effect for such applicable series of Preferred Stock upon the earlier of (i) as to all Preferred Stock, the date specified by vote, or written consent pursuant to Section 603 of the California General Corporation Law, of holders of more than 66-2/3% of the outstanding shares of Preferred Stock; (ii) as to a specific series, the conversion of more than 50% of the outstanding shares of such series of Preferred Stock; or (iii) as to all Preferred Stock, immediately upon the closing of the sale of the corporation's Common Stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended (the "Securities Act"), other than a registration relating solely to a transaction under Rule 145 under such Act or to an employee benefit plan of the corporation, at a public offering price (before underwriters' discounts and

expenses) of at least \$3.00 per share (adjusted for any stock splits, stock dividends or other recapitalizations) and the aggregate proceeds to the corporation and/or any selling shareholders of which is equal to or exceeds \$30,000,000.

(c) Mechanics of Conversion.

(i) Before any holder of Preferred Stock shall be entitled voluntarily to convert the same into shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the corporation or of any transfer agent for such stock, and shall give written notice to the corporation at such office that such holder elects to convert the same and shall state therein the number of shares to be converted and the name or names in which such holder wishes the certificate or certificates for shares of Common Stock to be issued. The corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Preferred Stock, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of 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 on such date.

(ii) If the conversion is in connection with an underwritten offering of securities pursuant to the Securities Act, the conversion may, at the option of any holder tendering shares of 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 the Common Stock upon 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.

(d) Adjustments to Preferred Stock Conversion Price.

(i) Special Definition. For purposes of this Section 3(d), the following definitions apply:

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

(B) "Original Issue Date" shall mean the date on which a share of Series C Preferred Stock was first issued.

(C) "Convertible Securities" shall mean any evidences of indebtedness, shares (other than Common Stock or Preferred

Stock) or other securities convertible into or exchangeable for Common Stock.

(D) "Additional Shares of Common Stock" shall mean all shares of Common Stock issued (or, pursuant to Section 3(d)(iii), deemed to be issued) by the corporation after the Original Issue Date, other than shares of Common Stock issued or issuable:

(1) Upon conversion of shares of Preferred Stock;

(2) To employees, directors, consultants or advisors under the corporation's stock option, stock bonus or stock purchase plans or agreements or similar plans or agreements approved by the Board of Directors or an authorized committee thereof as equity issuances to strategic partners, including without limitation, lenders and bankers or as equity issuances for other strategic partnering purposes, including without limitation, equipment financings.

(3) As a dividend or distribution on Preferred Stock;

(4) For which adjustment of the Series A Conversion Price, Series B Conversion Price or Series C Conversion Price is made pursuant to Section 3(e); or

(5) In connection with the sale and issuance of up to 15,085,714 shares of the corporation's authorized Series C Preferred Stock.

(ii) No Adjustment of Conversion Price. Any provision herein to the contrary notwithstanding, no adjustment in the Conversion Price shall be made in respect of the issuance of Additional Shares of Common Stock unless the consideration per share (determined pursuant to Section 3(d)(v) hereof) for an Additional Share of Common Stock issued or deemed to be issued by the corporation is less than the Conversion Price in effect on the date of, and immediately prior to, such issue.

(iii) Deemed Issue of Additional Shares of Common Stock. In the event the corporation at any time or from time to time after the Original Issue Date shall issue any Options or Convertible Securities or shall fix a record date for the determination of holders of any class of securities then entitled to receive any such Options or Convertible Securities, then the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained

therein designed to protect against dilution) of Common Stock issuable upon the exercise of such Options or, in, the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such record date, provided that in any such case in which Additional Shares of Common Stock are deemed to be issued:

(A) No further adjustments in the Conversion Price shall be made upon the subsequent issue of Convertible Securities or shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

(B) If such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase or decrease in the consideration payable to the corporation, or decrease or increase in the number of shares of Common Stock issuable, upon the exercise, conversion or exchange thereof, the Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities (provided, however, that no such adjustment of the Conversion Price shall affect Common Stock previously issued upon conversion of the Preferred Stock);

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

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

Securities, plus the additional consideration, if any, actually received by the corporation upon such conversion or exchange and

(2) In the case of Options for Convertible Securities only the Additional Shares of Common Stock, if any, actually issued upon the exercise thereof were issued at the time of issue of such Options, and the consideration received by the corporation for the Additional Shares of Common Stock deemed to have been then issued was the consideration actually received by the corporation for the issue of all such Options, whether or not exercised, plus the consideration actually received by the corporation (determined pursuant to Section 3(d)) upon the issue of the Convertible Securities with respect to which such Options were actually exercised;

(D) No readjustment pursuant to clause (B) or (C) above shall have the effect of increasing the Conversion Price to an amount which exceeds the lower of (a) the Conversion Price on the original adjustment date, or (b) the Conversion Price that would have resulted from any issuance of Additional Shares of Common Stock between the original adjustment date and such readjustment date.

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

(F) If any such record date shall have been fixed and such Options or Convertible Securities are not issued on the date fixed therefor, the adjustment previously made in the Conversion Price which became effective on such record date shall be canceled as of the close of business on such record date, and shall instead be made on the actual date of issuance, if any.

(iv) Adjustment of Conversion Price Upon Issuance of Additional Shares of Common Stock. In the event the corporation, at any time after the Original Issue Date shall issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Section 3(d)(iii)) without consideration or for a consideration per share less than the Conversion Price in effect on the date of and immediately prior to such issue, then the Conversion Price shall be reduced, concurrently with such issue, to a price (calculated to the nearest

cent) 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 issue plus the number of shares of Common Stock which the aggregate consideration received by the corporation for the total number of Additional Shares of Common Stock so issued would purchase at such Conversion Price in effect immediately prior to such issuance, and the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to such issue plus the number of such Additional Shares of Common Stock so issued. For the purpose of the above calculation, the number of shares of Common Stock outstanding immediately prior to such issue shall be calculated as if all shares of Series A Preferred Stock, Series B Preferred Stock and Series C 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.

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

(A) Cash and Property. Such consideration shall:

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

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

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

(B) Options and Convertible Securities. The consideration per share received by the corporation for Additional Shares of Common Stock deemed to have been issued pursuant to

Section 3(d)(iii), relating to Options and Convertible Securities shall be determined by dividing:

(1) The total amount, if any, received or receivable by the corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein designed to protect against dilution) payable to the corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities by

(2) The maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein designed to protect against the dilution) issuable upon the exercise of such Options or conversion or exchange of such Convertible Securities.

(e) Adjustments to Conversion Priors for Stock Dividends and for Combinations or Subdivisions of Common Stock. In the event that the corporation at any time or from time to time after the Original Issue Date shall declare or pay, without consideration, any dividend on the Common Stock payable in Common Stock or in any right to acquire Common Stock for no consideration, or shall effect a subdivision of the outstanding shares of Common Stock into a greater number of shares of Common Stock (by stock split, reclassification or otherwise than by payment of a dividend in Common Stock or in any right to acquire Common Stock), or in the event the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a lesser number of shares of Common Stock, then the Conversion Price in effect immediately prior to such event shall, concurrently with the effectiveness of such event, be proportionately decreased or increased, as appropriate. In the event that the corporation shall declare or pay, without consideration, any dividend on the Common Stock payable in any right to acquire Common Stock for no consideration, then the corporation shall be deemed to have made a dividend payable in Common Stock in an amount of shares equal to the maximum number of shares issuable upon exercise of such rights to acquire Common Stock.

(f) Adjustments for Reclassification and Reorganization. If the Common Stock issuable upon conversion of the Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for in Section 3(e) above or a merger or other reorganization referred to in Section 2(c) above), the Conversion Price then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be

proportionately adjusted so that the Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock, as applicable, shall be convertible into, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock equivalent to the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of the Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock immediately before that change.

(g) No Impairment. The corporation will not, by amendment of its Articles of Incorporation or through any reorganization, 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 Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock against impairment.

(h) Certificates as to Adjustments. Upon the occurrence of each adjustment or readjustment of any Conversion Price 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 Preferred Stock so affected a certificate executed by the corporation's President or Chief Financial Officer 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 Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Price at the time in effect, and (iii) 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 the Preferred Stock.

(i) Notices of Record Date. In the event that the corporation shall propose at any time: (i) to declare any dividend or distribution upon its Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus; (ii) to offer for subscription pro rata to the holders of any class or series of its stock any additional shares of stock of any class or series or other rights; (iii) to effect any reclassification or recapitalization of its Common Stock outstanding involving a change in the Common Stock; or (iv) to merge or consolidate with or into any other corporation, or sell, lease or convey all or substantially all of its assets, or to liquidate, dissolve or wind up; then, in connection with each such event, the corporation shall send to the holders of Preferred Stock:

(A) At least twenty (20) days' prior written notice of the date on which a record shall be taken for such dividend, distribution or subscription rights (and specifying the date on which the holders of Common Stock shall be entitled thereto) or for determining rights to vote, if any, in respect of the matters referred to in (iii) and (iv) above; and

(B) In the case of the matters referred to in (iii) and (iv) above, at least twenty (20) days' prior written notice of the date when the same shall take place (and specifying the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for securities or other property deliverable upon the occurrence of such event).

(j) Issue Taxes. The corporation shall pay any and all issue and other taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of Preferred Stock pursuant hereto; provided, however, that the corporation shall not be obligated to pay any transfer taxes resulting from any transfer requested by any holder in connection with any such conversion.

(k) Reservation of Stock Issuable Upon Conversion. The corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the 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 the 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 purpose, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to this Certificate.

(l) Fractional Shares. No fractional share shall be issued upon the conversion of any share or shares of Preferred Stock. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Preferred Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of a fraction of a share of Common Stock, the corporation shall, in lieu of issuing any fractional share, pay the holder otherwise entitled to such fraction a sum in cash equal to the fair market value of such fraction on the date of conversion (as determined in good faith by the Board of Directors).

(m) Notices. Any notice required by 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 on the books of the corporation.

4. Voting Rights.

(a) The holder of each share of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock shall have the right to one vote for each share of Common Stock into which such share of Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock could be converted on the record date for the vote or written consent of shareholders. In all cases any fractional share, determined on an aggregate conversion basis,

shall be rounded to the nearest whole share. 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 (except as otherwise provided herein or as required by law, voting together with the Common Stock as a single class), and shall be entitled, notwithstanding any provision hereof, to notice of any shareholders' meeting in accordance with the bylaws of the corporation. Each holder of Common Stock shall be entitled to one (1) vote for each share of Common Stock held.

(b) The holders of Series A Preferred Stock, and Series B Preferred Stock shall be entitled, as a group voting as a separate class, to elect one (1) member of the Board of Directors of the corporation (the "Preferred Director"). The holders of the Common Stock and Preferred Stock shall be entitled, as a group voting as a separate class, to elect four (4) members of the Board of Directors of the corporation. The right of any class of Preferred Stock to elect directors separately pursuant to this Section 4(b) shall terminate on the earlier of (i) the conversion of all Preferred Stock into Common Stock or (ii) the effectiveness of a registration statement filed under the Securities Act of 1933, as amended, unless otherwise prohibited by law.

5. Restrictions and Limitations.

(a) The corporation shall not, without the vote or written consent by the holders of more than one-half (1/2) of the then outstanding shares of the Preferred Stock:

(i) File any Amended Articles of Incorporation or enter into any agreement which would authorize or issue, or obligate the corporation to issue, any new class or series of capital stock senior to or on a parity with the Preferred Stock (including any equity security exercisable for or convertible into such new class or series of capital stock) as to dividend rights or conversion rights or liquidation preferences, provided however, that no such approval by holders of Preferred Stock shall be required by the corporation to file any Amended Articles of Incorporation or enter into any agreement which would authorize or issue, or obligate the corporation to issue, any other equity security junior to the Preferred Stock as to dividend rights or conversion rights or liquidation preferences;

(b) The corporation shall not, without the vote or written consent by the holders of more than one-half (1/2) a directly affected series of Preferred Stock:

(i) Alter or change the rights, preferences or privileges of such series of Preferred Stock;

(ii) Increase or decrease the number of authorized shares of such series of Preferred Stock; or

(iii) Amend or waive any provision of the Company's Articles of Incorporation or Bylaws in any way adversely affecting such series of Preferred Stock.

(c) The corporation shall not, without the unanimous vote of the board of directors, increase the compensation of the officers of the corporation (including the CEO, President and any Vice President).

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.

ARTICLE IV

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

B. The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California General Corporation Law) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors, or otherwise, to the fullest extent permissible under California law.

C. 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.

* * * *

1. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors.

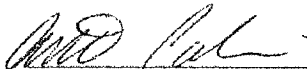
2. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California General Corporation Law. The total number of outstanding shares of the corporation is Eight Million Seven Hundred Eighty-Seven Thousand Seven Hundred Seventy-Two (8,787,772) shares of Common Stock, One Million Two Hundred Twenty-Three Thousand Six Hundred Sixty-Eight (1,223,668) shares of Series A Preferred Stock and Two Million Nine Hundred Forty-One Thousand and Thirty-Eight (2,941,038) shares of Series B Preferred. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required for Common Stock was more than 50% of the outstanding shares of Common Stock. The percentage vote required for Series A Preferred Stock was more than 50% of the outstanding shares of Series A Preferred Stock. The percentage vote required for Series B Preferred Stock was more than 50% of the outstanding shares of Series B Preferred Stock.

The undersigned further declare 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.

Dated: March 7, 2011.



Burt Cummings, Chief Executive Officer



Anthony Calleja, Secretary



I hereby certify that the foregoing
transcript of 15 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

MAR - 9 2011

Date: _____ *Jm*

Debra Bowen
DEBRA BOWEN, Secretary of State