

State of Idaho

Department of State

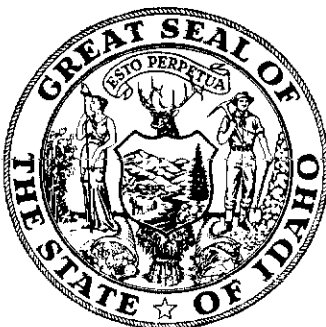
CERTIFICATE OF AMENDMENT OF

LYNDEN, INC.
File Number C 108179

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of LYNDEN, INC. duly executed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: November 7, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Larry J. Clark*

Nov 7 4 29 PM '95

SECRETARY OF STATE
STATE OF IDAHO

SECOND ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of
LYNDEN, INC.

IDAHO SECRETARY OF STATE

11/7/95 9:00:00 AM
Customer # 12065
IVE960023086 16384

CORPORATION PROFIT AMENDMENT

1 @ 30.00 = 30.00

Pursuant to the provisions of Section 30-1-61 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

First: The name of the corporation is Lynden, Inc.

Second: The following amendments to the Articles of Incorporation were adopted by the corporation's Board of Directors effective November 6, 1995, in the manner prescribed by the Idaho Business Corporation Act:

A. Article V is amended to increase the authorized number of the shares of stock of the corporation from One Million One Hundred Thousand (1,100,000) shares of capital stock with a par value of One Cent (\$.01) each to an aggregate total of Four Million (4,000,000) shares of stock consisting of: (1) Three Million (3,000,000) shares of common stock with a par value of One Cent (\$.01) per share; and (2) One Million (1,000,000) shares of preferred stock with a par value of One Cent (\$.01) per share. In conformity therewith, Article V is hereby amended to provide as follows:

"V.

The aggregate number of shares of stock which the corporation shall have authority to issue shall be Four Million shares (4,000,000) shares of stock consisting of:

- (1) Three Million (3,000,000) shares of common stock with a par value of One Cent (\$.01) per share (the "Common Shares"); and
- (2) One Million (1,000,000) shares of preferred stock with a par value of One Cent (\$.01) per share (the "Preferred Shares").

The preferences, privileges, and restrictions granted to or imposed upon the Common Shares, the Preferred Shares and the holders thereof are as follows:

1. Common Shares

A. *Voting Rights.* The holders of Common Shares issued and outstanding, except as otherwise provided by law or these Articles of Incorporation shall have and possess the exclusive voting rights and powers, and shall be entitled to one vote for each share

IDAHO SECRETARY OF STATE

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CORPORATION EXPEDITED SUR CHARGE

1 @ 20.00 = 20.00

B. *Dividends.* Subject to the rights of the Preferred Shares issued and outstanding, dividends may be paid to the Common Shares issued and outstanding, as and when declared by the corporation's Board of Directors, out of any funds, property or securities of the corporation.

C. *Liquidation.* Subject to the rights of the Preferred Shares issued and outstanding, the holders of the Common Shares issued and outstanding shall be entitled to share ratably, on a share-for-share basis in any liquidation, dissolution, or winding up of the corporation.

2. Preferred Shares

A. Preferred Shares may be issued from time to time in series. Preferred Shares of each series shall be entitled to a preference over the class of Common Shares in any dividend by the corporation and in any distribution made upon the liquidation of the corporation.

B. The first series of Preferred Shares shall be designated "Series A Preferred" and shall consist of eight thousand (8,000) shares. The Series A Preferred shall be entitled to the following rights and preferences and subject to the following restrictions:

1. Dividend Provisions. Subject to the rights of series of Preferred Shares which may from time to time come into existence, the holders of shares of Series A Preferred shall be entitled to receive dividends, out of any assets legally available therefor, prior and in preference to any declaration or payment of any dividend (payable other than in Common Shares or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional Common Shares of this corporation) on the Common Shares of this corporation, at the rate of \$17.50 per share per annum. Such dividends shall not be cumulative.

2. Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of this corporation, either voluntary or involuntary, subject to the rights of series of Preferred Shares that may from time to time come into existence, the holders of Series A Preferred shall be entitled to receive, prior and in preference to any distribution of any of the assets of this corporation to the holders of Common Shares by reason of their ownership thereof, an amount per share equal to the sum of (i) \$250 for each outstanding share of Series A Preferred and (ii) an amount equal to declared but unpaid dividends on such share. If upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series A Preferred shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then, subject to the rights of series of Preferred Shares that may from time to time come into existence, the entire assets and funds of the corporation legally available for distribution shall be distributed ratably among the holders of the Series A

Preferred in proportion to the amount of such stock owned by each such holder.

(b) Upon the completion of the distribution required by subparagraph (a) of this Section 2 and any other distribution that may be required with respect to series of Preferred Shares that may from time to time come into existence, if assets remain in this corporation, the holders of the Common Shares of this corporation shall receive all of the remaining assets of this corporation.

(c) (i) For purposes of this Section 2, and at the option of the holders of the Series A Preferred voting as a class, liquidation, dissolution or winding up of this corporation may be deemed to be occasioned by, or to include, (A) the acquisition of the corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation but, excluding any merger effected exclusively for the purpose of changing the domicile of the corporation); or (B) a sale of all or substantially all of the assets of the corporation; unless the corporation's shareholders of record as constituted immediately prior to such acquisition or sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the corporation's acquisition or sale or otherwise) hold at least fifty percent (50%) of the voting power of the surviving or acquiring entity.

(ii) In any of such events, if the consideration received by the corporation is other than cash, its value will be deemed its fair market value. Any securities shall be valued as follows:

(A) Securities not subject to investment letter or other similar restrictions on free marketability covered by (B) below:

(1) If traded on a securities exchange or through NASDAQ-NMS, the value shall be deemed to be the average of the closing prices of the securities on such exchange over the thirty-day period ending three (3) days prior to the closing;

(2) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the thirty-day period ending three (3) days prior to the closing; and

(3) If there is no active public market, the value shall be the fair market value thereof, as mutually determined by the corporation and the holders of at least a majority of the voting power of all then outstanding Series A Preferred.

(B) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a shareholder's status as an affiliate or former affiliate) shall be to make an

appropriate discount from the market value determined as above in (A) (1), (2) or (3) to reflect the approximate fair market value thereof, as mutually determined by the corporation and the holders of at least a majority of the voting power of all then outstanding shares of such Series A Preferred.

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

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

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

(iv) The corporation shall give each holder of record of Series A Preferred written notice of such impending transaction not later than twenty (20) days prior to the shareholders' meeting called to approve such transaction, or twenty (20) days prior to the closing of such transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such transaction. The first of such notices shall describe the material terms and conditions of the impending transaction and the provisions of this Section 2, and the corporation shall thereafter give such holders prompt notice of any material changes. The transaction shall in no event take place sooner than twenty (20) days after the corporation has given the first notice provided for herein or sooner than ten (10) days after the corporation has given notice of any material changes provided for herein; provided, however, that such periods may be shortened upon the written consent of the holders of Series A Preferred.

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

(a) *Right to Convert.* Each share of Series A Preferred shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share into such number of fully paid and non-assessable Common Shares as is determined by dividing the Original Series A Issue Price by the Conversion Price (hereinafter defined) in effect on the date the certificate is surrendered. The initial Conversion Price per share for shares of Series A Preferred shall be \$16.67.

(b) *Automatic Conversion.* Each share of Series A Preferred shall automatically be converted into Common Shares at the Conversion Price at the time in effect for such Series A Preferred immediately upon the earlier of: (i) except as provided below in subsection 3(c), the corporation's sale of its Common Shares in a firm commitment underwritten public offering pursuant to a registration statement on form S-1 under the

Securities Act of 1933; or (ii) five (5) years from the date of purchase of the Series A Preferred.

(c) *Mechanics of Conversion.* Before any holder of Series A Preferred shall be entitled to convert the same into Common Shares, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of this corporation or of any transfer agent for the Series A Preferred, and shall give written notice to this 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 Common Shares are to be issued. This corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series A Preferred, or to the nominee or nominees of such holder, a certificate or certificates for the number of Common Shares 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 Series A Preferred to be converted, and the person or persons entitled to receive the Common Shares issuable upon such conversion shall be treated for all purposes as the record holder or holders of such Common Shares as of such date. If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act of 1933, the conversion may, at the option of any holder tendering Series A Preferred 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 Shares upon conversion of the Series A Preferred shall not be deemed to have converted such Series A Preferred until immediately prior to the closing of such sale of securities.

(d) *Conversion Price Adjustments of Preferred Stock for Certain Dilutive Issuances, Splits and Combinations.* The Conversion Price of the Series A Preferred shall be subject to adjustment from time to time as follows:

(i) (A) If the corporation shall issue, after the date upon which any shares of Series A Preferred were first issued (the "Purchase Date" with respect to such series), any Additional Stock (as defined below) without consideration or for a consideration per share less than the Conversion Price for such series in effect immediately prior to the issuance of such Additional Stock, the Conversion Price for such series in effect immediately prior to each such issuance shall forthwith (except as otherwise provided in this clause (i)) be adjusted to a price determined by multiplying such Conversion Price by a fraction, the numerator of which shall be the number of Common Shares outstanding immediately prior to such issuance (not including shares excluded from the definition of Additional Stock by Section 3(d)(ii)(B)) plus the number of Common Shares that the aggregate consideration received by the corporation for such issuance would purchase at such Conversion Price; and the denominator of which shall be the number of Common Shares outstanding immediately prior to such issuance plus the number of shares of such Additional Stock.

(B) No adjustment of the Conversion Price for the

Series A Preferred shall be made in an amount less than one cent per share.

(C) In the case of the issuance of Common Shares 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 this corporation for any underwriting or otherwise in connection with the issuance and sale thereof.

(D) In the case of the issuance of the Common Shares 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 Shares, securities by their terms convertible into or exchangeable for Common Shares or options to purchase or rights to subscribe for such convertible or exchangeable securities, the following provisions shall apply for all purposes of this subsection 3(d)(i) and subsection 3(d)(ii):

(1) The aggregate maximum number of Common Shares deliverable upon exercise (assuming the satisfaction of any conditions to exercisability, including without limitation, the passage of time, but without taking into account potential antidilution adjustments) (to the extent then exercisable) of such options to purchase or rights to subscribe for Common Shares 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(d)(i)(C) and (d)(i)(D)), if any, received by the corporation upon the issuance of such options or rights plus the minimum exercise price provided in such options or rights (without taking into account potential antidilution adjustments) for the Common Shares covered thereby.

(2) The aggregate maximum number of Common Shares deliverable upon conversion of or in exchange (assuming the satisfaction of any conditions to convertibility or exchangeability, including, without limitation, the passage of time, but without taking into account potential antidilution adjustments) (to the extent then convertible or exchangeable) for any such convertible or exchangeable securities or upon the exercise of options to purchase or rights to subscribe for such convertible or exchangeable securities and subsequent conversion or exchange thereof shall be deemed to have been issued at the time such securities were issued or such options or rights were issued and for a consideration equal to the consideration, if any, received by the corporation for any such securities and related options or rights (excluding any cash received on account of accrued interest or accrued dividends), plus the minimum additional consideration, if any, to be received by the corporation (without taking into account potential antidilution adjustments) 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(d)(i)(C) and (d)(i)(D)).

(3) In the event of any change in the number of Common Shares deliverable or in the consideration payable to this 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 A Preferred, to the extent in any way affected by or computed using such options, rights or securities, shall be recomputed to reflect such change, but no further adjustment shall be made for the actual issuance of Common Shares 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 option or rights related to such convertible or exchangeable securities, the Conversion Price of the Series A Preferred, to the extent in any way affected by or computed using such options, rights or securities or options or rights related to such securities, shall be recomputed to reflect the issuance of only the number of Common Shares (and convertible or exchangeable securities which remain in effect) 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.

(5) The number of Common Shares deemed issued and the consideration deemed paid therefor pursuant to subsections 3(d)(i)(E)(1) and (2) shall be appropriately adjusted to reflect any change, termination or expiration of the type described in either subsection 3(d)(i)(E)(3) or (4).

(ii) "Additional Stock" shall mean any Common Shares issued (or deemed to have been issued pursuant to subsection 3(d)(i)(E)) by this corporation after the Purchase Date other than:

(A) Common Shares issued pursuant to a transaction described in subsection 3(d)(iii) hereof,

(B) Common Shares issuable or issued to employees, consultants, directors or vendors (if in transactions with primarily non-financing purposes) of this corporation directly or pursuant to a stock option plan or restricted stock plan approved by the Board of Directors of this corporation. In no event shall more than nine thousand six hundred (9,600) Common Shares be so excluded from the definition of "Additional Stock."

(iii) In the event the corporation should at any time or from time to time after the Purchase Date fix a record date for the effectuation of a split or subdivision of the outstanding Common Shares or the determination of holders of Common

Shares entitled to receive a dividend or other distribution payable in additional Common Shares or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional Common Shares (hereinafter referred to as "Common Stock Equivalents") without payment of any consideration by such holder for the additional Common Shares or the Common Stock Equivalents (including the additional Common Shares 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 Price of the Series A Preferred shall be appropriately decreased so that the number of Common Shares issuable on conversion of each share of such series shall be increased in proportion to such increase of the aggregate of Common Shares outstanding and those issuable with respect to such Common Stock Equivalents.

(iv) If the number of Common Shares outstanding at any time after the Purchase Date is decreased by a combination of the outstanding Common Shares, then, following the record date of such combination, the Conversion Price for the Series A Preferred shall be appropriately increased so that the number of Common Shares issuable on conversion of each share of such series shall be decreased in proportion to such decrease in outstanding shares.

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

(f) *Recapitalizations.* If at any time, or from time to time, there shall be a recapitalization of the Common Shares (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this Section 3 or Section 2), provision shall be made so that the holders of the Series A Preferred shall thereafter be entitled to receive upon conversion of the Series A Preferred the number of shares of stock or other securities or property of the corporation or otherwise, to which a holder of Common Shares 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 the Series A Preferred 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 Preferred) shall be applicable after that event as nearly equivalent as may be practicable.

(g) *No Impairment.* This corporation will not, by amendment of its

Articles of Incorporation or through any 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 this corporation, but will at all times in good faith assist in the carrying out 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 against impairment.

(h) *No Fractional Shares and Certificate as to Adjustments.*

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

(ii) Upon the occurrence of each adjustment or readjustment of the Conversion Price of Series A Preferred pursuant to this Section 3, this 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 Preferred a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. This corporation shall, upon the written request at any time of any holder of Series A Preferred, furnish or cause to be furnished to such holder a like certificate setting forth (A) such adjustment and readjustment, (B) the Conversion Price for such series of Preferred Stock at the time in effect, and (C) the number of Common Shares and the amount, if any, of other property which at the time would be received upon the conversion of a share of Series A Preferred.

(i) *Notices of Record Date.* In the event of any taking by this 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, this corporation shall mail to each holder of Series A Preferred, at least twenty (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.

(j) *Reservation of Stock Issuable Upon Conversion.* This corporation shall at all times reserve and keep available out of its authorized but unissued Common Shares, solely for the purpose of effecting the conversion of the shares of the Series A Preferred, such number of its Common Shares as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Preferred; and if at any time the number of authorized but unissued Common Shares shall not be sufficient to effect the

conversion of all then outstanding shares of the Series A Preferred, in addition to such other remedies as shall be available to the holder of such Preferred, this corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued Common Shares to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to these Articles.

(k) Notices. Any notice required by the provisions of this Section 3 to be given to the holders of shares of Series A Preferred 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 this corporation.

4. Voting Rights. Except as may be provided by law or otherwise provided herein, the holders of the Series A Preferred shall possess no voting rights.

5. Protective Provisions. Subject to the rights of series of Preferred Shares which may from time to time come into existence, so long as two thousand (2,000) or more shares of Series A Preferred are outstanding (or in such circumstances as may otherwise be required by Idaho law), this corporation shall not without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the then outstanding shares of Series A Preferred:

(a) sell, convey, or otherwise dispose of or encumber all or substantially all of its property or business or merge into or consolidate with any other corporation (other than a wholly-owned subsidiary corporation) or effect any transaction or series of related transactions in which more than fifty percent (50%) of the voting power of the corporation is disposed of;

(b) alter or change the rights, preferences or privileges of the shares of Series A Preferred so as to affect adversely the shares;

(c) increase or decrease (other than by conversion) the total number of authorized shares of Series A Preferred;

(d) authorize or issue, or obligate itself to issue, any other equity security, including any other security convertible into or exercisable for any equity security having a preference over, or being on a parity with, the Series A Preferred with respect to voting, dividends or upon liquidation; or

(e) Apply any of the corporation's assets to the redemption or acquisition of any Common Shares except from employees, advisors, officers, directors, consultants and service providers on terms approved by the Board of Directors; or

(f) amend or repeal any provision of the corporation's Articles of

Incorporation or Bylaws in a manner which would alter the rights of the holders of the Series A Preferred.

C. Subject to the limitations and restrictions set forth herein, and subject to the rights of the holders of any issued and outstanding Series A Preferred, the Board of Directors is authorized and empowered from time to time by resolution to create one or more additional series of preferred stock and to authorize the issuance of Preferred Shares in such series, and to fix or alter, with respect to any series, the following terms and provisions of any authorized and unissued Preferred Shares: (1) the designation of the series; (2) the number of Preferred Shares in the series; (3) the rate of dividend and dates upon which such dividend, when and if declared, shall be payable to the Preferred Shares in the series; (4) whether the Preferred Shares in the series may be redeemed and, if so, the redemption price and the terms and conditions of redemption; (5) sinking fund provisions, if any, for the redemption or purchase of the Preferred Shares in the series; (6) the amount payable to the holders of the Preferred Shares in the series upon an involuntary or voluntary liquidation; (7) the terms and conditions, if any, on which the Preferred Shares may be converted into Common Shares of the corporation; and (8) voting rights, if any, of the Preferred Shares in the series."

C. A new Article IX is hereby adopted:

"IX.

No holder of any shares of the corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of the corporation now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares."

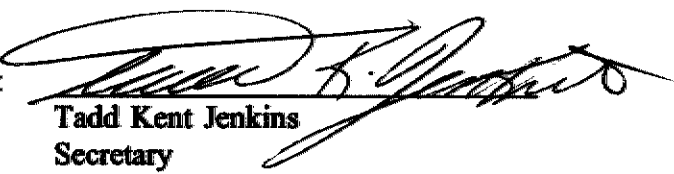
Third: The number of shares of the corporation issued and outstanding at the time of such adoption was Four Hundred Eighty Thousand (480,000); and the number of shares entitled to vote thereon was Four Hundred Eighty Thousand (480,000).

Fourth: The number of shares voted in favor of such amendment was Four Hundred Eighty Thousand (480,000); and the number of shares entitled to vote thereon was Four Hundred Eighty Thousand (480,000).

DATED this 6 day of November, 1995.

LYNDEN, INC.

By:


Tadd Kent Jenkins
Secretary