

**Amended and Restated Articles of Incorporation
of
Veraison, Inc.**

FILED/EFFECTIVE

OCT 25 PM 3:39
CLERK OF STATE
STATE OF IDAHO

The undersigned, acting as the sole Incorporator of **Veraison, Inc.**, a corporation ("Corporation") organized under and pursuant to the Idaho Business Corporation Act, Chapter 1, Title 30, Idaho Code ("Act"), adopts the following Amended and Restated Articles of Incorporation ("Articles") which amends all articles of the original Articles of Incorporation.

Article I. Name

The name of the corporation is **Veraison, Inc.** ("Corporation").

Article II. Authorized Shares

The aggregate number of shares the Corporation is authorized to issue shall be **10,000**, all of which shall be common voting stock, with no par value.

Article III. Registered Office and Agent

The address of the registered office of the Corporation is **Bosch, Daw & Ballard, Chartered, 225 North 9th Street, Suite 210, Boise, ID 83702-5771** and its registered agent at that address is **Robert L. Drozda**.

Article IV. Incorporator

The name and address of the Incorporator is as follows:

Allan R. Bosch

**Bosch, Daw & Ballard, Chartered
225 North 9th Street, Suite 210
Boise, ID 83702-5771**

Article V. Voting Entitlement of Shares

Section 5.01 In General

Except as provided in Sections 6.02 and 6.04, and Article VII, below, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote.

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Section 5.02 Treasury Shares

Corporation is not entitled to vote treasury shares. The shares of Corporation are not entitled to vote if they are owned, directly or indirectly, by a second Corporation, domestic or foreign, and Corporation owns, directly or indirectly, a majority of the shares entitled to vote for directors of the second corporation.

Section 5.03 Exception for Shares Held in a Fiduciary Capacity

Section 6.02 does not limit the power of Corporation to vote any share, including its own shares, held by it in a fiduciary capacity.

Section 5.04 Redeemable Shares

Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.

Article VI. Corporate Purpose

The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

Article VII. Cumulative Voting

All shareholders are entitled to cumulate their votes for directors, i.e., they are entitled to multiply the number of votes they are entitled to cast by the number of directors for whom they are entitled to vote and cast the product for a single candidate or distribute the product among two (2) or more candidates.

Article VIII. Preemptive Rights

Corporation elects to have preemptive rights.

Article IX. Indemnification

Corporation shall indemnify the directors and officers of Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted Corporation to provide prior to such amendment).

Article X. Limitation Of Liability

No director shall be liable to Corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on Corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

DATED this 25th day of October, 2002.

Allan R. Bosch
Allan R. Bosch, Sole Incorporator

STATE OF IDAHO)
) ss.
County of Ada)

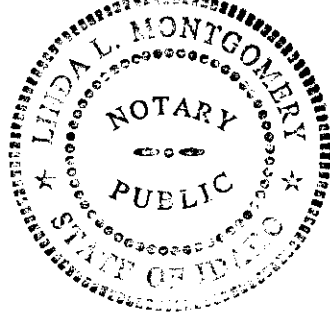
Allan R. Bosch, representing that he is the sole Incorporator of **Veraison, Inc.**, that no directors have been appointed, and no shares have been issued, being first duly sworn, upon oath, deposes and say:

He has read the foregoing Amended and Restated Articles of Incorporation, knows the contents thereof and that the same are true as he verily believes.

Allan R. Bosch
Allan R. Bosch, Sole Incorporator

SUBSCRIBED AND SWORN To before me this 25th day of October, 2002.

(SEAL)



Linda L. Montgomery
Notary Public
My Commission Expires: 11-15-08