

FILED/EFFECTIVE
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KNOSYS INC.**

KNOSYS INC. (the "**Corporation**"), a corporation organized and existing under and by virtue of the Idaho Business Corporation Act (the "**IBC**A"), DOES HEREBY CERTIFY.

FIRST: The name of the Corporation is Knosys Inc. The date of filing of its original Articles of Incorporation with the Secretary of State of the State of Idaho was March 14, 1997.

SECOND: These Amended and Restated Articles of Incorporation have been duly adopted in accordance with Sections 30-1-1003, Section 30-1-1004 and Section 30-1-1007 of the IBCA, the Board of Directors of the Corporation having adopted resolutions setting forth the proposed Amended and Restated Articles of Incorporation, declaring their advisability, and directing that they be submitted to the stockholders of the Corporation for their approval; the holders of outstanding Common Stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted having voted in favor thereof.

THIRD: These Amended and Restated Articles of Incorporation restate and integrate and further amend the Articles of Incorporation of this Corporation by restating the text of the original Articles of Incorporation in full to read as follows:

ARTICLE I

The name of the Corporation shall be KNOSYS INC.

ARTICLE II

The Corporation shall have perpetual existence, and the nature of the business of purposes to be conducted or promoted by the Corporation is to transact any and all other lawful business for which corporations may be organized under the IBCA.

ARTICLE III

The address of the registered office of the Corporation in the State of Idaho is 500 S. 10th Street, Suite 200, Boise, Idaho 83702. The name of its registered agent such address is Philip A. Bradley.

IDAHO SECRETARY OF STATE

02/10/2000 09:00
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AMENDED AND RESTATED ARTICLES OF INCORPORATION - 1
Knosys Inc.

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ARTICLE IV

Section 4.1 The Corporation is authorized to issue two classes of capital stock, to be designated respectively "Common Stock" and "Preferred Stock." The total number of shares of Common Stock the Corporation shall have the authority to issue is 5,000,000, and the total number of shares of Preferred Stock the Corporation shall have authority to issue is 2,500,000. The shares of Common Stock and Preferred Stock shall have no par value per share.

Section 4.2 The Preferred Stock may be issued in one or more series. The Board of Directors is hereby authorized to issue the shares of Preferred Stock in such series and to fix from time to time before issuance the number of shares to be included in any such series and the designation, relative powers, preferences, and rights and qualifications, limitations or restrictions of all such series. The authority of the Board with respect to each such series will include, without limiting the generality of the foregoing, the determination of any or all of the following:

- (a) the number of shares of any series and the designation to distinguish the shares of such series from the shares of all other series;
- (b) the voting powers, if any, and whether such voting powers are full or limited in such series;
- (c) the redemption provisions, if any, applicable to such series, including the redemption price or prices to be paid;
- (d) whether dividends, if any, will be cumulative or noncumulative, the dividend rate of such series, and the dates and preferences of dividends on such series;
- (e) the rights of such series upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;
- (f) the provisions, if any pursuant to which the shares of such series are convertible into, or exchangeable for, shares of any other class or classes of stock, or any other security of the Corporation or any other corporation or other entity, and the price or prices or the rates of exchange applicable thereto;
- (g) the right, if any, to subscribe for or to purchase any securities of the Corporation or any other corporation or entity;

(h) the provisions, if any, of a sinking fund applicable to such series; and

(i) any other relative, participating, optional, or other special powers preferences, rights, qualifications, or restrictions thereof;

all as may be determined from time to time by the Board of Directors and stated in the resolution or resolutions providing for issuance of such Preferred Stock (collectively, a "***Preferred Stock Designation***").

Section 4.3 Each share of Preferred Stock issued by the Corporation, if reacquired by the Corporation (whether by redemption, repurchase, conversion to Common Stock or other means), shall upon such reacquisition resume the status of authorized and unissued shares of Preferred Stock, undesignated as to series and available for designation and issuance by the Corporation in accordance with the immediately preceding paragraph.

Section 4.4 The Corporation shall from time to time in accordance with the IBCA increase the authorized amount of its Common Stock if at any time the number of shares of Common Stock remaining unissued and available for issuance shall not be sufficient to permit conversion of the Preferred Stock.

Section 4.5 Except as may otherwise be provided in a Preferred Stock Designation, the holders of Common Stock will be entitled to one vote on each matter submitted to a vote at a meeting of stockholders for each share of Common Stock held of record by such holder as of the record date for such meeting.

ARTICLE V

Section 5.1 The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors, subject to any limitation set forth in a Preferred Stock Designation or a shareholder agreement authorized under Section 30-1-732 of the IBCA. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner prescribed in the Bylaws.

Section 5.2 The Board of Directors may from time to time make, amend, supplement or repeal the Bylaws; provided, however, that the stockholders may change or repeal any Bylaw adopted by the Board of Directors by the affirmative vote of the holders of a majority of the voting power of all of the then outstanding shares of the Common Stock and Preferred Stock voting together as a single class; and, provided, further, that no amendment or supplement to the Bylaws adopted by the Board of Directors shall vary or conflict with any amendment or supplement thus adopted by the stockholders.

Section 5.3 The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

ARTICLE VI

Except as may be set forth in a Preferred Stock Designation, no shareholder of this Corporation shall have any preemptive rights with respect to (i) any shares of any class of stock of the Corporation, whether now or hereafter authorized, (ii) any warrants, rights, or options to purchase any such shares, or (iii) any obligations convertible into any such shares or into warrants, rights or options to purchase any such shares.

ARTICLE VII

Except as may be set forth in a Preferred Stock Designation, the shareholders of the Corporation shall not be entitled to cumulative voting at any election of Directors.

ARTICLE VIII

The Board of Directors is authorized to make, adopt, amend, alter or repeal the Bylaws of the Corporation. The shareholders shall also have power to make, adopt, amend, alter or repeal the Bylaws of the Corporation.

ARTICLE IX

This Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by law, and the rights of the stockholders of this Corporation are granted subject to this reservation.

ARTICLE X

To the full extent permitted by the Act or any other applicable laws as presently or hereafter in effect, no director of the Corporation shall be personally liable for monetary damages to the Corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. No amendment to or repeal of this *Article X* shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

ARTICLE XI

Each person who is or was or had agreed to become a director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of such

person), shall be indemnified by the Corporation to the full extent permitted by the Act or any other applicable laws presently or hereafter in effect. Without limiting the generality or effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this *Article XI*. No amendment to or repeal of this *Article XI* shall apply to or have any effect on the right to indemnification permitted or authorized hereunder for or with respect to any acts or omissions of such director, officer, employee or agent occurring prior to the effective date of such amendment or repeal.

FOURTH: The foregoing Amended and Restated Articles were adopted by the stockholders of the Corporation on February 7, 2000.

FIFTH: The designation, number of outstanding shares, number of shares entitled to vote, and number of votes represented at the meeting is as follows:

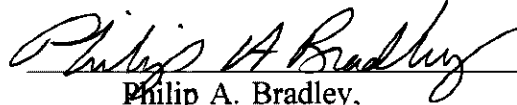
<u>Designation</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Entitled to Vote</u>	<u>Number of Shares Represented at Meeting</u>
Common Stock	1,703,822	1,703,822	1,299,641

SIXTH: The total number of votes cast for the Amended and Restated Articles by the holders of Common Stock was 1,299,641, the number of votes cast against the Amended and Restated Articles was 0, and the number of votes cast by the holders of Common Stock was sufficient for approval by that voting group.

SEVENTH: The Amended and Restated Articles do not provide for an exchange, reclassification or cancellation of issued shares.

* * *

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation in duplicate this 7th day of February, 2000.



Philip A. Bradley,
Chief Financial Officer