

State of Delaware



'83 NOV 3 PM 3 41
SECRETARY OF
STATE

Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF ADVANCED INPUT DEVICES, INC. FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 1983, AT 2:30 O'CLOCK P.M.

1 1 1 1 1 1 1 1 1 1

A handwritten signature of Glenn C. Kenton in cursive script.

Glenn C. Kenton, Secretary of State

AUTHENTICATION: 10098351

DATE: 10/28/1983

833000300

ADVANCED INPUT DEVICES, INC.

CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION

The undersigned officers, of Advanced Input Devices, Inc., a Delaware corporation authorized to transact business in the State of Idaho, hereby certify that the following amendments to the Certificate of Incorporation of the corporation was duly adopted in accordance with Section 242 of the Delaware General Corporation Law:

A. Article FOURTH of the Certificate of Incorporation shall be deleted in its entirety and shall be amended and restated to read as follows:

4.1 The corporation shall have the authority, acting by its Board of Directors, to issue not more than 4,777,778 shares, divided into classes as follows: 3,800,000 shares of common stock, no par value (the "Common Stock"), 500,000 shares of preferred stock, par value \$1 per share (the "Preferred Stock"), and 477,778 shares of junior stock, no par value (the "Junior Stock").

4.2 Each share of Class A Common Stock currently outstanding shall be automatically converted into 1,000 shares of the Common Stock. Each share of Class B Common Stock currently outstanding shall be automatically converted into 100 shares of the Common Stock. The issuance of certificates for shares of Common Stock resulting from the automatic conversion of currently outstanding Class A Common Stock and Class B Common Stock shall be made without charge to any holder for any tax, fee or charge related to the issuance of such certificate, which tax, fee or charge shall be paid by the corporation.

4.3 All shares of Common Stock shall be one and the same class and non-assessable. Each outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders, and except as otherwise provided by law and except for voting rights which may be specifically granted to other classes in the manner provided below, the holders of the Common Stock shall be entitled to all the voting

rights of the shareholders of the corporation. Each share of Common Stock shall have equal right of participation in dividends and assets of the corporation; in the event of any dissolution, liquidation or winding up of the affairs of the corporation, after payment or provision for payment of the debts and other liabilities of the corporation and after satisfaction of any preferences expressly granted to Preferred Stock hereunder, the holders of Common Stock together with the holders of Junior Stock shall be entitled to the net assets of the corporation on a pro rata basis (with each share of Common Stock being equal to each share of Junior Stock for these purposes) except to the extent that the Board resolution or resolutions providing for the issuance of Junior Stock limit the rights of Junior Stock to the net assets of the corporation in such circumstances. Neither the consolidation nor merger of the corporation into or with any corporation or corporations, nor the sale nor transfer by the corporation of all or any part of its property, nor any reduction of the authorized or issued shares of the stock of the corporation of any class shall be deemed to be a liquidation, dissolution or winding up of the affairs of the corporation.

4.4 The Board of Directors is authorized to issue the Preferred Stock from time to time in one or more series and is authorized to issue the Junior Stock from time to time in one or more series. The Preferred Stock and the Junior Stock shall have such distinctive designations as may be stated in the Board resolution or resolutions providing for the issuance of such stock. In such resolution or resolutions providing for the issuance of shares of each particular series of the Preferred Stock or of the Junior Stock, the Board of Directors is hereby expressly authorized and empowered to fix the relative rights and, with respect to the Preferred Stock, preferences of the shares of the series so established to the full extent allowable by law, except insofar as such rights and preferences are fixed herein. Such authorization of the Board of Directors expressly includes, without limitation, the authority to fix and determine the relative rights and, with respect to the Preferred Stock, preferences of such shares in the following respects:

(a) in the case of Preferred Stock, the rate of dividend, the times of payment and the date from which dividends shall be accumulated, if dividends are to be cumulative;

(b) whether shares can be redeemed and, if so, the redemption price and the terms and conditions of redemption;

(c) the amount payable upon shares in event of voluntary and involuntary liquidation; provided, however, that such amount payable with respect to each share of Junior Stock shall not exceed such amount payable with respect to each share of Common Stock;

(d) purchase, retirement and sinking fund provisions, if any, for the redemption or purchase of shares;

(e) the terms and conditions, if any, on which shares may be converted; and

(f) whether or not shares have voting rights and the extent of such voting rights, if any.

All shares of Preferred Stock shall be of equal rank and shall be identical to each other, and all shares of Junior Stock shall be of equal rank and shall be identical to each other, except in respect to the particulars of shares of such Preferred Stock or of shares of such Junior Stock that may be fixed by the Board of Directors as hereinabove provided in this Article Fourth and which may vary among the series.

4.5 No shares of the corporation shall have voting rights greater than the voting rights of the Common Stock, provided that the shares of the Preferred Stock (or any series thereof) may have the right to elect members of the Board of Directors, to the extent provided in the Board resolution or resolutions authorizing such shares. Except to the extent that the Board resolution or resolutions authorizing the creation of a series of Preferred Stock shall provide for election of one or more directors by holders of Preferred Stock of that series voting as a class, there shall be no class voting except when expressly required by law. Except to the extent provided in

the Board resolution or resolutions authorizing the creation of a series of Preferred Stock or Junior Stock, different series of the Preferred Stock shall not be construed to constitute different classes of stock for the purpose of voting by classes, and different series of the Junior Stock shall not be construed to constitute different classes of stock for the purpose of voting by classes.

4.6 The holders of Preferred Stock are entitled to receive, when and as declared by the Board of Directors, but only from funds legally available for the payment of dividends, cash dividends at the annual rate for each particular series as theretofore fixed and determined by the Board of Directors as hereinbefore authorized, and no more; such dividends shall be payable before any dividend on the Common Stock shall be paid or set apart for payment. Arrearages in the payment of dividends shall not bear interest. Dividend preferences of various series of the Preferred Stock, inter se, shall be as provided in the resolution or resolutions of the Board of Directors creating such series. No dividends may be declared or paid with respect to any shares of Junior Stock (and this shall not be deemed to create a dividend preference in the Common Stock limiting its rights to dividends), except share dividends necessary or appropriate to prevent dilution of holders of Junior Stock that would otherwise result from share dividends, recapitalizations or similar actions with respect to the Common Stock.

4.7 In the event of any voluntary or involuntary dissolution, liquidation or winding up of the affairs of the corporation, after payment or provision for payment of the debts and other liabilities of the corporation, the holders of each series of Preferred Stock shall be entitled to receive, out of the net assets of the corporation, an amount in cash for each share equal to the amount fixed and determined by the Board of Directors in any resolution providing for the issue of the particular series of Preferred Stock, plus an amount equal to any dividends payable to such holder which are then unpaid, either under the provisions of the resolution or resolutions of the Board of Directors providing for the issue of

such series of Preferred Stock or by declaration of the Board of Directors, on each such share up to the date fixed for distribution, and no more, before any distribution shall be made to the holders of the Common Stock and of the Junior Stock. Neither the consolidation nor merger of the corporation into or with any corporation or corporations, nor the sale nor transfer by the corporation of all or any part of its property, nor any reduction of the authorized or issued shares of the stock of the corporation of any class shall be deemed to be a liquidation, dissolution or winding up of the affairs of the corporation.

B. The above Amendment was adopted by a resolution of the Board of Directors at a duly convened meeting held on October 13, 1983, and was recommended by the Board for passage by the holders of the Class A Common Stock. The above Amendment was approved by all of the holders of the Class A Common Stock in a written Consent of Shareholders in Lieu of Meeting.

C. The Articles of Amendment to the Articles of Incorporation of Advanced Input Devices, Inc., dated September 24, 1982, are hereby supplemented to state that the amendments to the Certificate of Incorporation described therein were duly approved in writing by the holders of 96.6% of the Class B Common Stock outstanding and authorized to vote thereon. There were no dissenting votes. Written notice of the taking of such corporate action has been given to all Class B shareholders who have not consented thereto in writing.

Dated this 26th day of October, 1983.

ADVANCED INPUT DEVICES, INC.

By John C. Overby
John C. Overby, President

Attest:

Stephen F. Meyer
Stephen F. Meyer
Secretary

STATE OF Idaho)
COUNTY OF Cootenai) ss.

JOHN C. OVERBY, being first duly sworn on oath,
deposes and says:

I am the President of Advanced Input Devices, Inc.
I have read the above Certificate of Amendment to the Cer-
tificate of Incorporation of Advanced Input Devices, Inc.,
know the contents thereof, and believe the same to be true.

John C. Overby
John C. Overby

SUBSCRIBED AND SWORN TO before me this 26th day
of October, 1983.

Barbara A. O'Leary
NOTARY PUBLIC in and for the
State of Idaho
residing at Coon's Lane