

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

ADATEK, INC.

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 ADATEK, INC. duly signed and verified 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.

June 7, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

Lucy J. Clerk

AMENDED
ARTICLES OF INCORPORATION
OF
ADATEK, INC.

198 JUN 7 10 08 43

The undersigned, being the President and Secretary, respectively of Adatek, Inc., acting by authority of the board of directors and shareholders of the corporation, and in accordance with the provisions of the Idaho Business Corporation Act, Chapter 30-1-1 et seq. of the Idaho Code, do hereby submit the following Amended and Restated Articles of Incorporation for filing.

1. The name of this corporation is Adatek, Inc.
2. The corporation's articles of incorporation are hereby amended in their entirety to read as follows:

ARTICLE I

Name

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

ARTICLE II

Duration

The period of the Corporation's duration is perpetual.

ARTICLE III

Purpose

The purpose of the Corporation is to design, manufacture and market electronic components, and, in general, to carry on any lawful business for which corporations may be incorporated under the laws of the State of Idaho, and which the Corporation may deem proper or convenient, or which may be calculated to promote directly or indirectly the interests of the Corporation or to enhance the value of its property or business, even though such business may not be included in the purpose and powers expressed, and to exercise all of the powers conferred by the State of Idaho under which the Corporation is formed, as such laws are now in effect or they may be amended at any time in the future.

ARTICLE IV

Authorized Capital

The authorized capital of this Corporation shall consist of 20,500,000 shares, of which 20,000,000 shares shall be designated common stock, par value \$1.00 per share (the "Common Stock"), and 500,000 shares shall be designated preferred stock, par value \$15.00 per share (the "Preferred Stock"). Of the shares of Preferred Stock, 100,000 shares shall be further designated Series 1 Preferred Stock (the "Series 1 Stock") and the balance of such Preferred Stock shall be subject to further designation by the board of directors of the Corporation (the "Board") at one time, or from time-to-time, in one or more series.

A. The relative rights, preferences, privileges and restrictions granted to or imposed upon the Common Stock and the holders thereof are as follows:

1. Dividend Rights. The holders of record of outstanding shares of Common Stock (the "Common Holders") shall be entitled to receive, when, as and if declared by the board of directors of the Corporation (the "Board"), out of any assets of the Corporation legally available therefore, such dividends as may be declared from time-to-time by the Board, subject, however, to the rights of the holders of the Series 1 Stock and the holders of any subsequently issued Preferred Stock (collectively, the "Preferred Holders") to first receive dividends payable with respect to the Series 1 Stock and any such subsequently issued Preferred Stock, as set forth in subsections B.1 and C of this Article IV.

2. Liquidation Rights. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, each issued and outstanding share of Common Stock shall entitle the Common Holder thereof to receive ratably and equally all the assets and funds of the Corporation available for distribution to its shareholders, whether from capital or surplus, subject, however, to the rights of the Preferred Holders to first receive such assets and funds with respect to the Preferred Stock, as set forth in subsections B.2 and C of this Article IV.

3. Voting Rights. The Common Holders and the Preferred Holders shall at all times vote as one class, with each Common Holder and Preferred Holder having one vote for each share of Common Stock and Preferred Stock held, subject, however, to the protective provisions granted in favor of the holders of Series 1 Stock set forth in subsection B.4(b) of this Article IV, and any protective

provisions that may hereinafter be designated with respect to additional shares of Preferred Stock, as set forth in subsection C of this Article IV.

B. The relative rights, preferences, privileges and restrictions granted to or imposed upon the Series 1 Stock and the holders thereof are as follows:

1. Dividend Rights. The Series 1 Holders shall be entitled to receive dividends out of funds legally available therefor, when, as and if declared by the Board, provided that:

(a) Preferential Dividends. The Series 1 Holders shall be entitled to receive preferential dividends equal to 8% of the Purchase Price (as hereinafter defined) of the Series 1 Stock per year (adjusted appropriately for stock splits and the like). As used herein, the term "Purchase Price" shall mean the price per share paid for the Series 1 Stock, if purchased for cash, or the price per share previously paid for shares of the Corporation's Series A Preferred Stock or Series B Preferred Stock, for which shares of Series 1 Stock have been issued in exchange. The Corporation shall at all times maintain a record of the Purchase Price(s) of the Series 1 Stock.

(b) Paid Ratably. Such preferential dividends shall be paid ratably and in preference and prior to any dividends paid with respect to the Common Stock.

(c) Cumulative. Such preferential dividends shall be cumulative and shall accrue to the Series 1 Holders if such dividends are not declared or paid in any period.

(d) Additional Dividends. Any dividends paid in addition to the preferential dividends of the Series 1 Holders shall be paid ratably to the Common Holders.

2. Liquidation Rights.

(a) Liquidation. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary:

(i) The Series 1 Holders shall be entitled to receive a liquidation preference of 110% of the Purchase Price per share of Preferred Stock (adjusted appropriately for stock splits and the like) plus any accumulated and unpaid dividends thereon.

(ii) If the assets of the Corporation to be distributed to the shareholders are insufficient to permit the payment of such liquidation preference, then all of such assets shall be distributed ratably among the Series 1 Holders in proportion to the full liquidation preferences such holders would otherwise be entitled to receive.

(iii) After payment of such full liquidation preferences, the Common Holders shall be entitled to receive ratably the entire remaining assets of the Corporation, if any.

(b) Merger or Sale of Assets. For purposes of this subsection B.2, a "liquidation" shall include (i) a merger or consolidation in which the outstanding Corporation shares of the Corporation are exchanged for other securities, property or cash, and (ii) a sale of all or substantially all of the assets of the Corporation.

3. Conversion to Common Stock. The holders of Series 1 Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert; Automatic Conversion.

(i) Subject to subsection B.3(c), each share of Series 1 Stock shall be convertible, at the option of the holder thereof, at the offices of the Corporation or any transfer agent for such shares, into such number of fully paid and nonassessable shares of Common Stock determined as set forth below.

(ii) Each share of Series 1 Stock shall be convertible into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$15.00 by the Series 1 Stock conversion price (the "Series 1 Conversion Price"), determined as hereafter provided, in effect at the time of conversion. The initial Series 1 Conversion Price shall be \$0.15; provided, however, that the Series 1 Conversion Price shall be subject to adjustment as set forth in subsection B.3(c) below.

(iii) Each share of Series 1 Stock shall automatically be converted into shares of Common Stock at the Series 1 Conversion Price then in effect upon the earliest to occur of an effective date of a registration statement under the Securities Act of 1933, as amended, filed by or on behalf of the Company with respect to an underwritten offering of Common Stock at a price of not less than \$2.50 per share, with aggregate gross proceeds to the Company of not less

than \$5,000,000; April 1, 2002; or the consent of holders of two-thirds of the then outstanding Series 1 Stock.

(b) Mechanics of Conversion. Before any Series 1 Holder shall be entitled to convert the same into shares of Common Stock, he shall surrender the certificate or certificates therefor, duly endorsed, at the offices of the Corporation or of any transfer agent for such shares, and shall give written notice by mail, postage prepaid, to the Corporation at its principal corporate offices, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such offices to such holder of Series 1 Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled, as provided above. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the certificate or certificates representing the shares of Series 1 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 as of such date.

(c) Conversion Price Adjustments. The Series 1 Conversion Price shall be subject to adjustment from time to time as follows:

(i) (A) If the Corporation shall issue any Additional Stock (as defined below) for a consideration per share less than the Series 1 Conversion Price in effect immediately prior to the issuance of such Additional Stock, then the Series 1 Conversion Price in effect immediately prior to each such issuance shall (except as otherwise provided in this clause (i)) be adjusted to the price per share at which such additional stock was issued.

(B) No adjustment of the Series 1 Conversion Price shall be made in an amount less than one cent per share, provided that any adjustment that is not required to be made by reason of this sentence shall be carried forward and taken into account in any subsequent adjustment. Except to the limited extent provided for in subsections B.3(c)(i)(E)(3), B.3(c)(i)-(E)(4) and B.3(c)(iv), no adjustment of the

Series 1 Conversion Price shall have the effect of increasing the Series 1 Conversion Price above the Series 1 Conversion Price previously in effect.

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

(D) In the case of the issuance of Common Stock 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.

(E) In the case of the issuance of options to purchase or rights to subscribe for Common Stock, securities by their terms convertible into or exchangeable for Common Stock or options to purchase or rights to subscribe for such convertible or exchangeable securities (where the shares of Common Stock issuable upon exercise of such options or rights or upon conversion or exchange of such securities are not excluded from the definition of Additional Stock), the following provisions shall apply:

(1) the aggregate maximum number of shares of Common Stock deliverable upon exercise of such options to purchase or rights to subscribe for Common Stock 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 B.3(c)(i)(C) and B.3(c)(i)(D)), if any, received by the Corporation upon the issuance of such options or rights, plus the minimum purchase price provided in such options or rights for the Common Stock covered thereby;

(2) the aggregate maximum number of shares of Common Stock deliverable upon conversion of or in exchange 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 the 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 additional consideration, if any, to be received by the Corporation 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 B.3(c) (i) (C) and B.3(c) (i) (D));

(3) In the event of any change in the number of shares of Common Stock deliverable 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 Series 1 Conversion Price in effect at the time shall forthwith be readjusted to such Series 1 Conversion Price as would have obtained had the adjustment that was made upon the issuance of such options, rights or securities not converted prior to such change, or the options or rights related to such securities not converted prior to such change been made upon the basis of such change, but no further adjustment shall be made for the actual issuance of Common Stock 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 options or rights related to such convertible or exchangeable securities, the Series 1 Conversion Price shall forthwith be readjusted to such Series 1 Conversion Price as would have obtained had the adjustment which was made upon the issuance of such options, rights or securities, or options or rights related to such securities, been made upon the basis of the issuance of only the number of shares of Common Stock 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.

(ii) "Additional Stock" shall mean any shares of Common Stock issued (or deemed to have been issued pursuant to subsection B.3(c) (i) (E)) by the Corporation other than:

(A) Common Stock issued pursuant to a transaction described in subsection B.3(c)-(iii); or

(B) Up to 4,200,000 shares of Common Stock, issued or issuable to employees, directors or consultants of the Corporation for the purpose of an incentive or under any warrant, stock option, stock purchase or similar plan approved by the Board; or

(C) Common Stock issued or issuable upon conversion of the shares of Series 1 Stock.

(iii) In the event the Corporation should at any time or from time to time fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock (hereinafter referred to as "Common Stock Equivalents") without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock 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 Series 1 Conversion Price shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each such share shall be increased in proportion to such increase of outstanding shares determined by taking subsection B.3(c) (i) (E) into account.

(iv) If the number of shares of Common Stock outstanding is decreased by a combination of the outstanding shares of Common Stock, then, as of the record date of such combination, the Series 1 Conversion Price shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each such share shall be decreased in proportion to such decrease in outstanding shares.

(d) Other Distributions. In the event the 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 B.3(c)(iii), then, in each

such case for the purpose of this subsection B.3(d), the Series 1 Holders shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of the Corporation into which their shares of Series 1 Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of the Corporation entitled to receive such distribution.

(e) Recapitalizations. If at any time or from time to time there shall be a recapitalization of the Common Stock (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this Article IV), provision shall be made (in form and substance satisfactory to the holders of at least two-thirds of the Series 1 Stock then outstanding) so that holders of Series 1 Stock shall thereafter be entitled to receive, upon conversion of the Series 1 Stock, such shares or other securities or property of the Corporation or otherwise, to which a holder of Common Stock 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 Article IV with respect to the rights of the holders of Series 1 Stock after the recapitalization, such that the provisions of this subsection B of Article IV (including adjustment of the Series 1 Conversion Price then in effect and the number of shares that may be acquired upon conversion of the Series 1 Stock) shall be applicable after that event as nearly equivalent as may be practicable.

(f) No Impairment. Except as provided in subsection B.4(b), the Corporation will not, by amendment of its Articles of Incorporation or Bylaws, or through any reorganization, recapitalization, 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 subsection B of Article IV and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the Preferred Holders against impairment.

(g) No Fractional Shares and Certificate as to Adjustments.

(i) Fractional shares shall be issued upon conversion of the Series 1 Stock.

(ii) Upon the occurrence of each adjustment of the Series 1 Conversion Price pursuant to subsection B.3(c) of this Article IV, the Corporation, at its expense, shall promptly compute such adjustment in accordance with the terms hereof and prepare and furnish to each holder of Series 1 Stock a certificate setting forth such adjustment and showing in detail the facts upon which such adjustment is based. The Corporation shall, upon the written request at any time of any holder of Series 1 Stock, furnish or cause to be furnished to such holder a like certificate setting forth (A) such adjustment, (B) the Series 1 Conversion Price at the time in effect, and (C) 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 such holder's shares of Series 1 Stock.

(h) Notices of Record Date. In the event of any taking by the Corporation of a record of its shareholders for the purpose of determining shareholders who are entitled to receive payment of any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of any class or any other securities or property, or to receive any other right, the Corporation shall mail to each holder of Series 1 Stock, at least 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.

(i) Reservation of Shares 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 Series 1 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 Series 1 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 Series 1 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 purposes.

(j) Notices. Any notice required by the provisions of this section to be given to the holders of Series 1 Stock shall be deemed to be delivered when deposited in the United States mail, postage prepaid, registered or certified, and addressed to each holder

of record of Series 1 Stock at his address appearing on the stock transfer books of the Corporation.

4. Voting Rights.

(a) General. Except as provided below and except as provided by law, the Common Holders and the holders of Series 1 Stock shall at all times vote as a single class, on an as-converted basis. Each holder of Series 1 Stock shall be entitled to vote such number of shares as equals the number of shares of Common Stock into which the shares of Series 1 Stock may then be converted.

(b) Protective Provisions. So long as any shares of Series 1 Stock remain outstanding, the Corporation shall not, without the approval of the holders of two-thirds of the outstanding shares of the Series 1 Stock then outstanding:

(i) amend the Articles or the Bylaws of the Corporation if such action would alter or change the rights, preferences or privileges of the Series 1 Stock; or

(ii) create any new class or series of shares or any debentures or other debt securities convertible into shares having rights, preferences or privileges equal or superior to the Series 1 Stock, or increase the number of authorized shares of the Preferred Stock."

C. The relative rights, preferences, privileges and restrictions granted to or imposed upon the Preferred Stock and the holders thereof (other than the Series 1 Stock, the relative rights, preferences, privileges and restrictions of which are set forth in subsection B of this Article IV, above) shall be fixed by the Board, subject to the limitations prescribed by law and the provisions hereof. The Board is hereby authorized from time to time to divide all or any part of the Preferred Stock into additional series thereof; to establish from time to time the number of shares to be included in any such series; to fix the designations, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof; and to determine variations, if any, between any series so established as to all matters, including but not limited to, the determination of the following matters:

1. the number of shares constituting each such series and the distinctive designation of such series;

2. the rate of dividend, if any, and whether dividends shall be cumulative or noncumulative;

3. the voting power of the holders of such series, which shall in no event be greater than the voting rights of the Common Holders, including, without limitation, the vote or fraction of vote to which such holder may be entitled, the events upon the occurrence of which such holder may be entitled to vote or to protective provisions, and any restrictions or limitations upon the right of such holder to vote, except in such matters as may be required by law;

4. whether or not such series shall be redeemable and, if so, the terms and conditions of such redemption, including the date or dates after which the shares constituting such series shall be redeemable and the amount per share payable in case of redemption, which amount may vary under different conditions at different redemption rates;

5. the extent, if any, to which such series shall have the benefit of any sinking fund provisions for redemption or repurchase of shares;

6. the rights, if any, of such series in the event of the dissolution of the Corporation or upon any distribution of the assets of the Corporation, including, with respect to voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the relative rights of priority, if any, of payment of shares of such series;

7. whether or not the shares of such series shall be convertible and, if so, the terms and conditions on which shares of such series shall be convertible; and

8. such other powers, designations, preferences and relative participating, optional or other special rights, and such qualifications, limitations or restrictions thereon as are permitted by law.

ARTICLE V

Registered Office and Registered Agent

The address of the registered office of the Corporation is 700 Airport Way, Sandpoint, Idaho 83864. The name of the registered agent at such address is Kenneth R. Brookings.

ARTICLE VI

Board of Directors

The qualifications, terms of office, manner of election, times and places of meetings, and powers and duties of the directors of the Corporation shall be prescribed by the bylaws of

the Corporation, but the number of directors shall be not less than one nor more than nine directors. Each director shall serve until his successor is elected and qualified.

ARTICLE VII

No Preemptive Rights

No holder of shares of Common Stock or Preferred Stock of the Corporation (including holders of Series 1 Stock) shall be entitled to preemptive rights to purchase additional shares of the capital stock of the Corporation.

ARTICLE VIII

Limitation of Liability of Directors

In accordance with, and as permitted by Section 30-1-54 of the Idaho Business Corporation Act, the Corporation hereby eliminates or limits the liability of a director of the Corporation to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, provided that this Article VIII shall not eliminate or limit the liability of a director for breach of the director's duty of loyalty to the Corporation, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, for conduct specified in Section 30-1-48 of the Idaho Business Corporation Act or for any transaction in which the director derived an improper personal benefit.

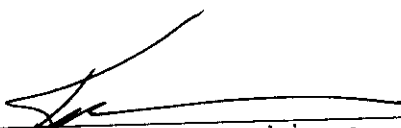
3. The foregoing amended articles of incorporation set forth correctly and without change the provisions of the articles of incorporation of the Company, and supersede and replace the articles of incorporation and all amendments thereto.


4. The foregoing amended articles of incorporation were approved by the Board of Directors of the Corporation on March 25, 1993, and by the shareholders of the Corporation on April 19, 1993 at the annual meeting of the Corporation's shareholder. At such annual meeting, the holders of the Corporation's Common Stock, Series A Preferred Stock and Series B Preferred Stock were entitled to vote 3,908,300, 760,281 and 535,647 shares, respectively. Holders of the Corporation's Common Stock, Series A Preferred Stock and Series B Preferred Stock voted such shares as follows:

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
Common Stock	2,382,245	645,452	—
Series A Preferred	597,500	—	—
Series B Preferred	382,331	—	—

IN WITNESS WHEREOF, the Corporation, by and through the undersigned, has caused these Articles of Amendment to be executed on May 27, 1993.

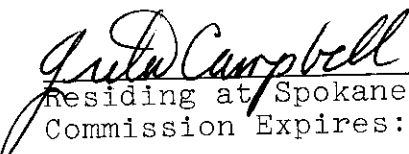
ADATEK, INC.

By 
Kenneth R. Brookings, its President

By 
Virginia K. Petty, its Secretary

STATE OF WASHINGTON)
County of Spokane) ss.

I, Greta Campbell, a notary public, do hereby certify that on this 4th day of June, 1993, personally appeared before me Kenneth R. Brookings and Virginia K. Petty who, being by me first duly sworn, declared that they are the President and Secretary of Adatek, Inc., that they signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.


Residing at Spokane. My
Commission Expires: 11-15-95

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