



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.


Dated _____ May 30 _____, 19 99 _____

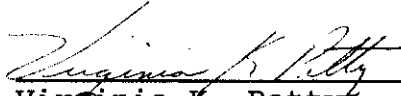


SECRETARY OF STATE


Corporation Clerk

We are the President and Secretary, respectively of Adatek, Inc. We signed the Statement of Stock Designation of Adatek, Inc. We know the contents of the Statement of Stock Designation and believe the same to be true.


Kenneth R. Brookings


Virginia K. Petty

SUBSCRIBED and SWORN to before me this 26th day of May, 1989, by KENNETH R. BROOKINGS and VIRGINIA K. PETTY.


Notary Public in and for the
State of Washington residing
at Spokane
My Commission expires: 11-1-89

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STATEMENT OF STOCK DESIGNATION
OF
ADATEK, INC.

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In accordance with and as permitted by §30-1-16 of the Idaho Code, and Article IV of the Corporation's Articles of Incorporation, as amended and restated, ADATEK, INC. hereby files duplicate originals of a Statement of Stock Designation establishing the relative rights, powers and preferences of Series A Preferred Stock:

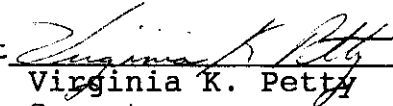
1. The name of the corporation is Adatek, Inc.
2. Series A Preferred Stock has been designated by the Board of Directors of said Corporation by resolution attached hereto as Exhibit "A" and hereby incorporated by reference.
3. The date of adoption of such resolution by the Corporation's Board of Directors was May 23, 1989.
4. The resolution designating such series was duly adopted by the Board of Directors, in accordance with the Corporation's Bylaws and the laws of the State of Idaho.

Upon filing of this Statement of Designation by the Secretary of State, it shall constitute an amendment to Article IV of the Corporation's Articles of Incorporation.

DATED this 26 day of May, 1989.

ADATEK, INC.

By 
Kenneth R. Brookings
President

Attest 
Virginia K. Petty
Secretary

STATE OF WASHINGTON)
: ss
County of Spokane)

KENNETH R. BROOKINGS and VIRGINIA K. PETTY, each being first duly sworn on oath, deposes and says:

EXHIBIT A

SERIES A PREFERRED STOCK RESOLUTION
OF
ADATEK, INC.

The following resolutions were duly adopted by the Board of Directors of Adatek, Inc., an Idaho corporation (the "Corporation"), at a specially convened meeting of the Board of Directors held on May 23, 1989 at 3:00 p.m.

RESOLVED, that it is desirable and in the best interests of the Corporation to create a series of preferred stock, hereinafter called the Series A Preferred Stock (the "Series A Stock"), and to authorize up to 6,075 shares of Series A Stock for issuance pursuant to the terms and conditions of the 1989 Series A Stock Purchase Agreement (the "Preferred Stock Agreement") to be entered into between the Corporation and various purchasers of shares of Series A Stock (A copy of the Preferred Stock Agreement is annexed to this Resolution as Exhibit A); and be it further

RESOLVED, that the relative rights, preferences, privileges and restrictions granted to or imposed upon the Series A Stock and the holders thereof are as follows:

1. Dividends. The holders of record of Series A Stock (the "Series A Holders") shall be entitled to receive dividends out of funds legally available therefor, when, as and if declared by the Board of Directors of the Corporation (the "Board"), provided that:

(a) Preferential Dividends. The Series A Holders shall be entitled to receive preferential dividends equal to 8% of the Effective Price (as defined below) per share per year (adjusted appropriately for stock splits and the like), when, as and if declared by the Board. As used herein, the term "Effective Price" shall be the adjusted price per share of Series A Stock paid or given by the Series A Holder under the Preferred Stock Agreement, determined by dividing the aggregate number of shares of Series A Stock issued to such Holder under the Stock Purchase Agreement into the aggregate cash consideration paid or given to the Corporation by such Holder for such shares.

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

(c) Cumulative. Until November 30, 1992 such preferential dividends shall be noncumulative, and no right shall accrue to the Series A Holders by reason of the fact that such dividends are not declared in any period. After November 30, 1992, such preferential dividends shall be cumulative, and shall accrue ratably over each fiscal year.

(d) Additional Dividends. Any dividends paid in addition to such preferential dividends shall be paid ratably to the holders of record of Common Stock (the "Common Holders") and to the Series A Holders in proportion to the number of shares held on an as if converted basis.

2. Liquidation Preferences.

(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 A Holders shall be entitled to receive a liquidation preference equal to 110% of the Effective Price per share of Series A Stock (adjusted appropriately for stock splits and the like) plus any cumulative and any declared but unpaid dividends thereon (the "Preferred Liquidation Preferences").

(ii) If the assets to be distributed to the shareholders (the "Assets") are insufficient to permit the payment of such full Preferred Liquidation Preferences, then all of the Assets shall be distributed ratably among the Series A Holders in proportion to the full Preferred Liquidation Preferences such holders would otherwise be entitled to receive.

(iii) After payment of such full Preferred Liquidation Preferences, the Common Holders shall be entitled to receive ratably the entire remaining Assets, if any.

(iv) Notwithstanding the foregoing, in the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, any Series A Holder may elect to receive, in lieu of such Series A Holder's Liquidation

Preference, the amount distributable to a Common Holder, on an as if converted basis.

(b) Merger or Sale of Assets. For purposes of this subsection 2, a "liquidation" shall include (i) a merger or consolidation in which the Corporation's outstanding shares are exchanged for other securities, property and/or cash, and (ii) a sale of all or substantially all of the assets of the Corporation. Notwithstanding the foregoing, any Series A Holder may elect to receive, in lieu of his Preferred Liquidation Preference, the consideration received by a Common Holder in any such merger, consolidation or sale of assets, on an as if converted basis.

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

(a) Right to Convert; Automatic Conversion.

(i) Subject to subsection 3(c), each share of Series A Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share 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.

Each share of Series A Stock shall be convertible into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Effective Price by the Series A Stock conversion price (the "Series A Conversion Price"), determined as hereafter provided, in effect at the time of conversion. The initial Series A Conversion Price shall be equal to 1% of the Effective Price; provided, however, that the Series A Conversion Price shall be subject to adjustment as set forth below.

(ii) Each share of Series A Stock shall automatically be converted into shares of Common Stock at the Series A Conversion Price immediately upon the earliest to occur of:

(A) The effective date of a registration statement under the Securities Act of 1933, as amended, pursuant to an underwritten offering covering the offer and sale of Common Stock for the account of the Corporation and/or for any shareholders of the Corporation to the public at a price per share (prior to underwriting commissions and expenses) of not less than \$5.50 (as appropriately adjusted for stock splits and

the like) and with aggregate gross proceeds not less than \$5,000,000;

(B) November 30, 2000; or

(C) The written consent of the holders of a majority of the outstanding shares of the Series A Stock.

(b) Mechanics of Conversion. Before any Series A 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. (A Series A Holder may not effect a transfer of shares pursuant to a conversion unless all applicable restrictions on transfer are satisfied.) The Corporation shall, as soon as practicable thereafter, issue and deliver at such offices to such Series A Holder, 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 A 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 A 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) without consideration or for a consideration per share less than the Series A Conversion Price in effect immediately prior to the issuance of such Additional Stock, then the Series A Conversion Price in effect immediately prior to each such issuance shall (except as otherwise provided in this clause (i)) be adjusted to the Series A Conversion Price determined by dividing:

(W) an amount equal to the sum of (a) the product determined by

multiplying the Series A Conversion Price in effect immediately prior to such issue times the number of shares of Common Stock into which the Series A Stock was convertible immediately prior to such issue, plus (b) the consideration, if any, received by the Corporation upon such issue, by

(X) an amount equal to the sum of (a) the number of shares of Common Stock into which the Series A Stock was convertible immediately prior to such issue, plus (b) the number of shares of Common Stock issued or the number of shares of Common Stock into which the Additional Shares are convertible immediately following such issue.

(B) No adjustment of the Conversion Price for the Series A Stock 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 3(c)(i)(E)(3), 3(c)(i)(E)(4) and 3(c)(iv), no adjustment of the Series A Conversion Price shall have the effect of increasing the Series A Conversion Price above the Conversion Price in effect immediately prior to such adjustment.

(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 3(c)(i)(C) and 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 3(c)(i)(C) and 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 A Conversion Price in effect at the time shall forthwith be readjusted to such 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 A Conversion Price shall forthwith be readjusted to such 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) "Effective Date" with respect to the Series A Stock means the first date on which any shares of Series A Stock were issued.

"Additional Stock" shall mean any shares of Common Stock issued (or deemed to have been issued pursuant to subsection 3(c)(1)(E)) by the Corporation after the Effective Date other than:

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

(B) Up to 350,000 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.

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

(D) Common Stock issued to the Corporation's Vice President of Engineering and Vice President of Sales and Marketing, in such reasonable amounts as are determined by the Board, with the concurrence of all members of the Board appointed by, or representing, the Series A Holders.

(iii) In the event the Corporation should at any time or from time to time after the Effective Date 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 A 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 3(c)(i)(E) into account.

(iv) If the number of shares of Common Stock outstanding at any time after the Effective Date is decreased by a combination of the outstanding shares of Common Stock, then, as of the record date of such combination, the Series A 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 3(c)(iii), then, in each such case for the purpose of this subsection 3(d), the Series A 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 A 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 Resolution), provision shall be made

(in form and substance satisfactory to the holders of a majority of the Series A Stock then outstanding) so that Series A Holders shall thereafter be entitled to receive, upon conversion of the Series A 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 Resolution with respect to the rights of the Series A Holders after the recapitalization to the end that the provisions of this Resolution (including adjustment of the Series A Conversion Price then in effect and the number of shares purchasable upon conversion of shares of Series A Stock) shall be applicable after that event as nearly equivalent as may be practicable.

(f) No Impairment. The Corporation will not, by amendment of either this Resolution or its Articles of Incorporation, 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 Resolution and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the Series A Holders against impairment.

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

(i) No fractional shares shall be issued upon conversion of shares of Series A Stock. In lieu of fractional shares, the number of shares of Common Stock to be issued shall be rounded to the nearest whole number; provided, however, that such determination shall be made on the basis of the total number of shares of Series A Stock the Series A Holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

(ii) Upon the occurrence of each adjustment of the Series A Conversion Price pursuant to subsection 3(c) of this Resolution, the Corporation, at its expense, shall promptly compute such adjustment in accordance with the terms hereof and prepare and furnish to each Series A Holder 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 Series A Holder, furnish or cause to be furnished to such Holder a like certificate setting forth (A) such adjustment, (B) the Conversion Price at the time in effect for the Series A Stock, 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 A 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 Series A Holder, 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 A 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 A 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 A 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 Series A Holders shall be deemed to be delivered when deposited in the United States mail, postage prepaid, registered or certified, and addressed to each Series A Holder of record 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

Series A Holders shall at all times vote as a single class, on an as-converted basis. Each Series A Holder shall be entitled to vote such number of shares as equals the number of shares of Common Stock into which the shares of Series A Stock may then be converted.

(b) Protective Provisions. So long as any shares of Series A Stock remain outstanding, the Corporation shall not, without the approval of the holders of at least 50% of the outstanding shares of the Series A Stock then outstanding:

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

(ii) create any new class or series of shares having rights, preferences or privileges equal or superior to the Series A Stock, or increase the number of authorized shares of the Preferred Stock;

(iii) repurchase any Common Stock except under the terms of that certain Stock Purchase Agreement dated November 23, 1988 between the Corporation and Raymond L. Pelland, and agreements with employees of the Corporation which provide for the repurchase of shares upon termination of employment.

(c) Election of Directors. The Series A Holders shall have the right, voting as a class, to elect one director to the Board, and in doing so shall have the right to cumulate their votes notwithstanding any contrary provisions in the Articles; provided, however, that in the event the number of shares of Series A Stock owned beneficially or of record by the Series A Holders is less than fifteen (15%) of the number of such shares owned by the Series A Holders as of November 30, 1989, then the Series A Holders shall vote with respect to the election of directors in accordance with the provisions of subsection 4(a) of this Resolution.

DATED: May 23, 1989


VIRGINIA K. Petty, Secretary