

FILED/EFFECTIVE

THIRD ARTICLES OF AMENDMENT  
TO  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
KNOSYS INC.

APR 17 4 59 PM '01  
CLERK OF STATE  
04/18/2001 09:09  
CX: 4599 CT: 95459 IN: 391458  
1 @ 30.00 = 30.00--AMEND PAGE # 2

Pursuant to Section 30-1-1006 of the Idaho Business Corporation Act (the "IBCA"), KNOSYS INC., an Idaho corporation (the "Corporation"), hereby does the following Third Articles of Amendment to its Amended and Restated Articles of Incorporation (the "Articles"):

**FIRST:** The name of the Corporation is Knosys Inc.

**SECOND:** These Third Articles of Amendment have been duly adopted in accordance with Section 30-1-1003 of the IBCA, the Board of Directors of the Corporation having adopted resolutions setting forth the proposed Third Articles of Amendment, declaring their advisability, and directing that they be submitted to the stockholders of the Corporation for their approval; the holders of each class of stock of the Corporation having not less than the minimum number of votes of each class of stock that would be necessary to authorize or take such action having voted in favor thereof.

**THIRD:** Article I of the Articles is amended in its entirety to read as follows:

**ARTICLE I**

The name of the Corporation shall be PROCLARITY CORPORATION.

**FOURTH:** The foregoing amendment was adopted by the stockholders of the Corporation on April 17, 2001.

**FIFTH:** The designation, number of outstanding shares, number of shares entitled to vote, and number of votes represented at the meeting are 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	20,580,150	20,442,627	19,546,018
Series A Preferred Stock	195,697	195,697	171,417

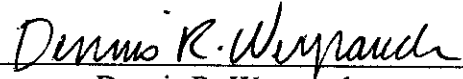
**SIXTH:** The total number of votes cast in favor of the amendment by the holders of Common Stock was 19,544,768, the number of votes cast against the amendment by the holders of Common Stock was 0, and the number of votes cast by the holders of Common Stock was sufficient for approval by that voting group. The total number of votes cast in favor of the amendment by the holders of Series A Preferred Stock was 171,417, the number of votes cast against the amendment by the holders of

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Series A Preferred Stock was 0, and the number of votes cast by the holders of Series A Preferred Stock was sufficient for approval by that voting group.

**SEVENTH:** The amendment does not provide for an exchange, reclassification or cancellation of issued shares.

IN WITNESS WHEREOF, the undersigned has executed these Third Articles of Amendment in duplicate this 17<sup>th</sup> day of April, 2001.

  
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Dennis R. Weyrauch  
Secretary