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STATE OF IDAHO

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TETRIDYN SOLUTIONS, INC.**

(Pursuant to Section 30-1-1006 and 30-1-1007
of the Idaho Business Corporation Act, as amended)

Tetridyn Solutions, Inc., (the "Corporation"), a corporation organized and existing under and by virtue of the provisions of the Idaho Business Corporation Act (the "Idaho Code"),

DOES HEREBY CERTIFY:

FIRST: The Corporation was originally incorporated pursuant to the Idaho Code on October 6, 2000.

SECOND: The Amended and Restated Articles of Incorporation in the form attached hereto as Exhibit A was duly adopted on July 9, 2004, in accordance with the provisions of Section 30-1-1006 and 30-1-1007 of the Idaho Code by the board of directors.

THIRD: The Amended and Restated Articles of Incorporation were approved by the shareholders in the manner required by the Idaho Business Corporation Act and by the articles of incorporation on August 3, 2004.

FOURTH: The Amended and Restated Articles of Incorporation so adopted reads in full as set forth in Exhibit A attached hereto and incorporated herein by this reference.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by the undersigned duly authorized officer this 26 day of August, 2004.

TETRIDYN SOLUTIONS, INC.

By: Antoinette R. Knapp
Antoinette R. Knapp, Secretary

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TETRIDYN SOLUTIONS, INC.

Pursuant to Section 30-1-1003 and 30-1-1007 of the Idaho Business Corporation Act, as amended (the "Act"), the following Amended and Restated Articles of Incorporation (the "Articles") are hereby submitted for filing:

ARTICLE 1.
NAME

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

ARTICLE 2.
DURATION

The duration of this Corporation shall be perpetual.

ARTICLE 3.
PURPOSE

This Corporation is organized for the purposes of transacting any and all lawful business for which a corporation may be incorporated under the Act, as amended.

ARTICLE 4.
CAPITAL STOCK

The relative rights, preferences, privileges and restrictions granted to, or imposed upon, the respective classes of stock are as follows:

4.1 Designation

4.1.1 Classes

The Corporation is authorized to issue two (2) classes of capital stock ("Capital Stock") to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is one hundred five million two hundred fifty thousand shares: (i) one hundred million (100,000,000) shares shall be Common Stock, without par value; and (ii) five million two hundred fifty thousand (5,250,000) shares shall be Preferred Stock, without par value.

4.1.2 Series

The Preferred Stock authorized by these Articles may be issued from time to time in one or more series. Two hundred fifty thousand (250,000) shares of Preferred Stock shall be

EXHIBIT A

designated as "Series A Preferred Stock" (the "Series A") and five million (5,000,000) shares of Preferred Stock shall be designated as "Series B Preferred Stock" (the "Series B").

4.2 Dividend Rights

4.2.1 Series A Dividends

The holders of the outstanding shares of the Series A shall not be entitled to receive either cumulative or non-cumulative dividends. No rights to any dividends shall accrue to the holder of Series A and no dividend shall be declared or paid on Series A.

4.2.2 Series B Dividends

The holders of the outstanding shares of the Series B shall be entitled to receive non-cumulative dividends when and if declared by the Board of Directors, out of any funds legally available therefor, prior and in preference to any declaration or payment of any dividend on the Common Stock, at a rate that is decided from time to time by the Board of Directors for each share of Series B. No rights to such dividends shall accrue to the holders of the Series B unless declared by the Board of Directors. No dividend shall be declared or paid on Common Stock unless an equal or greater dividend is first declared and paid to the holders of Series B.

4.2.3 Additional Dividends

Subject to the declaration and payment of equal or greater amount of dividends on Series B, the holders of the then outstanding shares of the Corporation's Series B and Common Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors out of any funds legally available therefor. Dividends declared and paid pursuant to this Section 4.2.3 shall be payable to the holders of the Corporation's Series B and Common Stock pro rata based on the number of shares of Common Stock and shares of Common Stock issuable upon conversion of the Series B held by each holder. Dividends shall not be cumulative and shall not accrue unless and until declared by the Board of Directors out of funds legally available therefor.

4.3 Liquidation Preference

4.3.1 Series A Preferential Amount

In the event of either a voluntary or involuntary Liquidation, Dissolution, or Windup, the holder of the Series A shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Series B and Common Stock, an amount equal to \$500,000 (the "Series A Original Capital Contribution") (or such lesser sum as shall represent the Series A Original Capital Contribution, minus any redemption payments made by Corporation pursuant Section 4.14). If the assets and funds thus distributed to the holder of Series A shall be insufficient to permit the payment to the holders of the full preferential amount, the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably to the holder of Series A in proportion to the shares of Series A then held by each holder.

4.3.2 Series B Preferential Amount

In the event of either a voluntary or involuntary Liquidation, Dissolution, or Windup, the holders of the Series B shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Common Stock, an amount equal to the original issuance price for each share of the Series B then held by them (subject to adjustment of the fixed dollar amount for any stock splits, reverse stock splits, stock dividends, stock combinations, recapitalizations, reorganizations or the like for all or some of the shares) according to Section 30-1-601 (3) (b) (iii) of the Idaho Code. If the assets and funds thus distributed among

holders of the Series B shall be insufficient to permit the payment to the holders of the full preferential amount, the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series B in proportion to the shares of Series B then held by each holder.

4.3.3 Unpaid Series B Dividends

After payment has been made to the holders of the Series A and Series B of the full amounts to which they shall be entitled pursuant to Section 4.3.1 and 4.3.2, each holder of the Series B shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Series A and Common Stock, except as provided in Section 4.3.4 with respect to the minimum distribution to the holder of Series A, an amount equal to all declared but unpaid dividends described in Section 4.2.2 for each share of the Series B then held by each holder. If the assets and funds thus distributed among the holders of the Series B shall be insufficient to permit the payment to the holders of the full preferential amount, the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series B in proportion to the shares of Series B then held by each holder.

4.3.4 Additional Distributions

After payment has been made to the holders of the Series A and Series B of the full amounts to which they shall be entitled pursuant to Sections 4.3.1, 4.3.2 and 4.3.3, all remaining assets of the Corporation available for distribution to shareholders shall be distributed ratably among the holders of the Common Stock, the Series A, and the Series B in accordance with the number of shares of Common Stock then held (assuming full conversion of all shares of Series A and Series B) by each holder of Common Stock, Series A, and Series B; provided however, that the minimum and maximum distribution to be distributed to the holder of Series A will be equal to 18% of the total liquidating distributions paid to shareholders, less a proportionate amount representing Series A stock previously redeemed or purchased.

4.4 Conversion of Series A

The holder of Series A shall have conversion rights as follows (the "Series A Conversion Rights"):

4.4.1 Optional Conversion

At any time after September 25, 2009, each share of the Series A, at the option of the holder, may be convertible to Common Stock of the Corporation at a 1:1 ratio, without payment of additional consideration. Subject to the terms of this section, Series A are convertible at the office of the Corporation or any transfer agent for the Series A.

4.4.2 Automatic Conversion

Each share of the Series A shall automatically be converted to Common Stock, at a 1:1 ratio, upon the closing of the Corporation's initial firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended (the "Securities Act"), covering the offer and sale of Common Stock of the Corporation to the public by a nationally recognized underwriter, from which the proceeds to the Corporation (prior to deduction of underwriter's commissions and expenses) equal or exceed Twenty Million Dollars (\$20,000,000). In the event of the conversion of the Series A upon the Corporation's initial public offering, the conversion of the Series A shall be deemed to have occurred automatically immediately prior to the closing of such sale of securities.

4.5 Conversion of Series B

The holders of the Series B shall have conversion rights as follows (the "Series B Conversion Rights"):

4.5.1 Optional Conversion

Each share of the Series B shall be convertible at the option of the holder thereof, without payment of additional consideration, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for the Series B, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Issue Price (as defined in this Section) by the Conversion Price (as defined in this Section) applicable to such series of Preferred Stock at the time of conversion. The "Issue Price" for the Series B shall be \$1.00 per share (subject to adjustment of the fixed dollar amount for any stock splits, reverse stock splits, stock dividends, stock combinations, recapitalizations, reorganizations or the like for all or some of the shares). The initial "Conversion Price" of the Series B shall be the Issue Price. The Conversion Price of the Series B shall be subject to adjustment as provided in Section 4.5.

4.5.2 Automatic Conversion

All shares of the Series B shall automatically be converted into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Issue Price by the Conversion Price then in effect for such series of Preferred Stock upon the first to occur of (i) the conversion or the approval of the conversion of the holders of an aggregate of at least a majority of the shares of Series B originally issued, or (ii) the closing of the Corporation's initial firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act, covering the offer and sale of Common Stock of the Corporation to the public by a nationally recognized underwriter, from which the proceeds to the Corporation (prior to deduction of underwriter's commissions and expenses) equal or exceed Twenty Million Dollars (\$20,000,000). In the event of the conversion of the Series B upon the Corporation's initial public offering, the conversion of the Series B shall be deemed to have occurred automatically immediately prior to the closing of such sale of securities.

4.5.3 Adjustments to Conversion Price for Diluting Issues

(a) *Special Definitions.* For purposes of this Section 4.5.3, the following definitions shall apply:

(i) "Options" shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire either Common Stock or Convertible Securities (as defined in Section 4.5.3(a)(iii)).

(ii) "Filing Date" shall mean the date of filing these Articles with the Secretary of State of the State of Idaho.

(iii) "Convertible Securities" shall mean indebtedness, shares (other than Common Stock), or other securities convertible into or exchangeable for Common Stock.

(iv) "Additional Shares of Common" shall mean all shares of Common Stock issued (or, pursuant to Section 4.5.3(c), deemed to be issued) by the Corporation after the Filing Date, other than shares of Common Stock issued or issuable or deemed to be issued:

(A) upon conversion of shares of the Series A and Series B;

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(B) as a result of an anti-dilution adjustment made pursuant to Section 4.5.3(d);

(C) upon exercise of Options granted, or conversion of Convertible Securities issued and outstanding, as of the Filing Date;

(D) to directors, officers or employees (or consultants whose role is or will be equivalent to an employee) of the Corporation, its subsidiaries, or entities with which the Corporation or its subsidiaries have a management contract, pursuant to the Corporation's 2004 Stock Option Plan;

(E) in connection with bona fide acquisitions, mergers or similar transactions which are approved by the Board of Directors of the Corporation;

(F) upon any event for which adjustment is made pursuant to Sections 4.5.4, 4.5.5 or 4.5.6;

(G) which are otherwise excluded from the definition of "Additional Shares of Common" by the affirmative vote or written consent of the holders of sixty-seven percent (67%) of the holders of the Series B then outstanding, or

(H) by way of dividend or other distribution on shares of Common Stock excluded from the definition of Additional Shares of Common Stock by the foregoing clauses (A) through (G) or this clause (H) or on shares of Common Stock so excluded.

(b) *No Adjustment of Conversion Price.* No adjustment in the Conversion Price of a share of the Series B shall be made in respect of the issuance of Additional Shares of Common Stock unless the consideration per share for an Additional Share of Common Stock issued or deemed to be issued by the Corporation is less than the Conversion Price in effect on the date of, and immediately prior to, such issue, for such share of the Series B.

(c) *Deemed Issue of Additional Shares of Common Stock.*

(i) *Options and Convertible Securities.* In the event the Corporation at any time or from time to time after the Filing Date shall issue any Options or Convertible Securities or shall fix a record date for the determination of holders of any class or securities entitled to receive any such Options or Convertible Securities, then the maximum number of shares (as set forth in the instrument relating thereto assuming the satisfaction of any conditions to exercisability and without regard to any provisions contained therein for a subsequent adjustment of such number) of Common Stock issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of the issue of such Options or Convertible Securities, or, in case a record date shall have been fixed, as of the close of business on the record date, provided that Additional Shares of Common Stock shall not be deemed to have been issued unless the consideration per share (determined pursuant to Section 4.5.3(e)) of such Additional Shares of Common Stock would be less than the Conversion Price in effect on the date of, and immediately prior to, such issue, or such record date, as the case may be, and provided further that in any such case in which Additional Shares of Common Stock are deemed to be issued:

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(A) no further adjustment in the Conversion Price shall be made upon the subsequent issue of Convertible Securities or shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

(B) if the Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase or decrease in the consideration payable to the Corporation, or increase or decrease in the number of shares of Common Stock issuable, upon the exercise, conversion or exchange thereof, the Conversion Price for the series computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect the increase or decrease insofar as it affects the Options or the rights of conversion or exchange under the Convertible Securities;

(C) upon the expiration of any Options or any rights of conversion or exchange under such Convertible Securities that shall not have been exercised, the Conversion Price for the series computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon such expiration, be recomputed as if:

(1) in the case of Convertible Securities or Options for Common Stock, the only Additional Shares of Common Stock issued were the shares of Common Stock, if any, actually issued upon the exercise of the Options or the conversion or exchange of the Convertible Securities and the consideration received therefor was the consideration actually received by the Corporation for the issue of all the Options, whether or not exercised, plus the consideration actually received by the Corporation upon the exercise, or for the issue of all Convertible Securities that were actually converted or exchanged, plus the additional consideration, if any, actually received by the Corporation upon such conversion or exchange; and

(2) in the case of Options for Convertible Securities only, the Convertible Securities, if any, actually issued upon the exercise thereof were issued at the time of issue of the Options, and the consideration received by the Corporation for the Additional Shares of Common Stock deemed to have been then issued was the consideration actually received by the Corporation for the issue of all Options, whether or not exercised, plus the consideration actually received by the Corporation upon the issue of the Convertible Securities with respect to which Options were actually exercised; and

(D) no readjustment pursuant to clause (B) or (C) above shall have the effect of increasing the Conversion Price for the series to an amount that exceeds the lower of (i) the Conversion Price for the series on the original adjustment date prior to the original adjustment, or (ii) the Conversion Price for the series that would have resulted from any issuance of Additional Shares of Common Stock between the original adjustment date and such readjustment date.

(ii) *Stock Dividends and Subdivisions.* In the event that the Corporation at any time or from time to time after the Filing Date shall declare or pay any dividend on the Common Stock payable in Common Stock, or effect a subdivision of the outstanding shares of Common Stock into a greater number of shares of Common Stock (by reclassification or otherwise than by payment of a dividend in Common Stock), then and in any such event, Additional Shares of Common Stock shall not be deemed to have been issued, but rather the provisions of Section 4.5.4(b) below shall apply.

(d) *Adjustment of Conversion Price Upon Issuance of Additional Shares of Common Stock.* In the event the Corporation shall issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Section 4.5.3(c)) after the Filing Date without consideration or for a consideration per share less than the Conversion Price in effect on the date of and immediately prior to such issue, then and in such event, the Conversion Price for the series shall be reduced, concurrently with such issue, to a price (calculated to the nearest cent) determined by multiplying the Conversion Price for the series in effect immediately prior to such issue by a fraction, (i) the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such issue (including shares of Common Stock deemed to be issued pursuant to Section 4.5.3(c)(i) other than the Additional Shares of Common Stock for which the adjustment is being made) plus the number of shares of Common Stock which the aggregate consideration received by the Corporation for the total number of Additional Shares of Common Stock so issued would purchase at the Conversion Price; and (ii) the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to such issue (including shares of Common Stock deemed to be issued pursuant to Section 4.5.3(c)(i) other than the Additional Shares of Common Stock for which the adjustment is being made) plus the number of such Additional Shares of Common Stock so issued. For the purpose of the above calculation, the number of shares of Common Stock outstanding immediately prior to such issuance shall be calculated on a fully diluted basis, as if all shares of Series A and Series B and all Convertible Securities had been fully converted into shares of Common Stock immediately prior to such issuance and any outstanding warrants, options or other rights for the purchase of shares of Capital Stock or Convertible Securities had been fully exercised immediately prior to such issuance (and the resulting securities fully converted into shares of Common Stock, if so convertible) as of such date.

(e) *Determination of Consideration.* For purposes of this Section 4.5.3, the consideration received by the Corporation, 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, for the issue of any Additional Shares of Common Stock shall be computed as follows:

(i) *Cash and Property.* Such consideration shall:

(A) Insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation, excluding amounts paid or payable for accrued interest or accrued dividends;

(B) Insofar as it consists of property other than cash, be determined in good faith by the Corporation's Board of Directors; and

(C) In the event Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration that covers both, the consideration for the Additional Shares of Common Stock shall be the proportion of such consideration so received, computed as provided in clauses (A) and (B) above, as determined in good faith by the Board of Directors.

(ii) *Options and Convertible Securities.* The consideration per share received by the Corporation for Additional Shares of Common Stock deemed to have been issued pursuant to Section 4.5.3(c)(i), relating to Options and Convertible Securities, shall be determined by dividing;

(A) The total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such consideration) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities, by

(B) The maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or the conversion or exchange of such Convertible Securities.

4.5.4 Adjustments for Combinations, Consolidations, Dividends or Subdivisions of Common

(a) *Combinations or Consolidations.* In the event the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a lesser number of shares of Common Stock, the Conversion Price in effect immediately prior to such combination or consolidation shall, concurrently with the effectiveness of such combination or consolidation, be proportionately increased.

(b) *Dividends or Subdivisions.* In the event the Corporation shall declare or pay any dividend on the Common Stock payable in Common Stock or in the event the outstanding shares of Common Stock shall be subdivided, by reclassification or otherwise than by payment of a dividend in Common Stock, into a greater number of shares of Common Stock, the Conversion Price in effect immediately prior to such dividend or subdivision shall be proportionately decreased:

(i) In the case of any such dividend, immediately after the close of business on the record date for the determination of holders of any class of securities entitled to receive such dividend; or

(ii) In the case of any such subdivision, at the close of business on the date immediately prior to the date upon which such corporate action becomes effective.

If such record date shall have been fixed and such dividend shall not have been fully paid on the date fixed therefor, the adjustment previously made to the Conversion Price for the series that became effective on such record date shall be canceled as of the close of business on such record date, and thereafter the Conversion Price shall be adjusted as of the time of actual payment of such dividend.

4.5.5 Adjustment for Other Distributions

In the event the Corporation at any time or from time to time makes or fixes a record date for the determination of holders of Common Stock entitled to receive any distribution payable in securities of the Corporation other than shares of Common Stock and other than as otherwise adjusted in this Section 4.5, then and in each such event, provision shall be made so that the holders of the Series B shall receive upon conversion thereof, in addition to the number of shares of Common Stock receivable thereupon, the amount of securities of the Corporation that they would have received had their shares of the Series B been converted into Common Stock on the date of such event and had they thereafter, during the period from the date of such event to and including the date of conversion,

retained such securities receivable by them during such period, subject to all other adjustments required during such period under this Section 4.5 with respect to the rights of the holders of the Series B.

4.5.6 Adjustment for Reclassification, Exchange and Substitution

If the Common Stock issuable upon conversion of the Series B shall be changed into the same or a different number of shares of any other class or classes of stock or other securities or property, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for in Section 4.5.4 above or a Liquidation, Dissolution, or Windup as provided for in Section 4.3 above), the Conversion Price for the series then in effect shall, concurrently with the effectiveness of the reorganization or reclassification, be proportionately adjusted such that the Series B shall be convertible into, in lieu of the number of shares of Common Stock that the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock or other securities or property equivalent to the number of shares of Common Stock that would have been received by the holders upon conversion of the Series B immediately before that change and, in any such case, appropriate adjustment (as determined in good faith by the Board of Directors) shall be made in the application of the provisions of these Articles with respect to the rights and interests of the holders of the Series B, to the end that the provisions of these Articles (including provisions with respect to change in and other adjustments of the Conversion Price) shall thereafter be applicable, as nearly as reasonably may be, in relation to any shares of stock or other property thereafter deliverable upon conversion of the Series B.

4.5.7 Certificate as to Adjustments

Upon the occurrence of each adjustment or readjustment of a Conversion Price pursuant to this Section 4.5, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms of these Articles and furnish to each holder of the Series B a certificate setting forth the adjustment or readjustment and showing in detail the facts upon which the adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of the Series B, furnish or cause to be furnished to the holder a like certificate setting forth (i) the adjustments and readjustments, (ii) the Conversion Price at the time in effect, and (iii) 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 or Series B.

4.6 Mechanics of Conversion of Series A and Series B

4.6.1 Fractional Shares

No fractional share of Common Stock shall be issued upon conversion of the Series A and Series B. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to the product of such fraction and the fair market value of the Common Stock as determined in good faith by the Board of Directors, or in the case of an automatic conversion pursuant to Section 4.4.2 or Section 4.5.2, respectively, at the price of the initial public offering.

4.6.2 Delivery of Certificates

Before any holder of the Series A or Series B shall be entitled to convert the same into full shares of Common Stock, the holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A or Series B, and shall give written notice to the Corporation at its principal corporate office that the holder elects to convert the same (except that no written notice of election to convert shall be necessary in the event of an automatic conversion pursuant to Section 4.5.2 or Section 4.5.2). The Corporation shall,

as soon as practicable thereafter, issue and deliver at the corporate office to the holder of the Series A or Series B (i) a certificate or certificates, registered in the names as specified by the holder, for the number of shares of Common Stock to which the holder shall be entitled and (ii) a check payable to the holder in the amount of any cash amount payable as the result of a conversion into fractional shares of Common Stock, and any declared and unpaid dividends on the converted Series A or Series B. The conversion shall be deemed to have been made immediately prior to the close of business on the date of the surrender of the shares of the Series A or Series B to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon conversion shall be treated for all purposes as the record holder or holders of the shares of Common Stock on such date (except that in the event of an automatic conversion pursuant to Section 4.4.2 or Section 4.5.2 the conversion shall be deemed to have been made immediately prior to the triggering event).

4.6.3 Conditional Delivery of Certificates

If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act, the conversion may, at the option of any holder tendering shares of the Series A or Series B for conversion, be conditioned upon the closing with the underwriter of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive the Common Stock issuable upon the conversion of the Series A or Series B shall not be deemed to have converted the Series A or Series B until immediately prior to the closing of such sale of securities.

4.7 No Impairment

The Corporation will not, by amendment of its Articles 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 by the Corporation under these Articles but will at all times in good faith assist in the carrying out of all the provisions of Section 4.4 and Section 4.5 and in the taking of all actions as may be necessary or appropriate in order to protect the Series A Conversion Rights and Series B Conversion Rights of the holders of the Series A and Series B against impairment.

4.8 Increase Authorized Common Stock

The Corporation shall from time to time in accordance with the laws of the State of Idaho increase the authorized amount of its Common Stock if at any time the number of Common Stock shares remaining unissued and available for issuance shall not be sufficient to permit conversion of the Series A, Series B, and other Convertible Securities.

4.9 Notices of Record Date

In the event the Corporation prepares a record of the holders of any class of securities for the purpose of determining the holders of securities who are entitled to receive any dividend (other than a cash dividend) or other distribution, or any right to subscribe for, purchase, or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the Corporation shall mail to each holder of Series B, at least twenty (20) days prior to the record date specified in the notice, a notice specifying the date on which any record is to be prepared for the purpose of any dividend, distribution, or rights, and the amount and character of the dividend, distribution, or right.

4.10 Voting Rights

Except as otherwise required by law or these Articles, (i) each share of Common Stock issued and outstanding shall have one (1) vote, (ii) each share of the Series A issued and outstanding shall

have no vote, and (iii) each share of Series B issued and outstanding shall have the number of votes equal to the number of shares of Common Stock into which it is convertible as adjusted from time to time pursuant to Section 4.5. Fractional votes by shares having fractional interests are permitted. Except as otherwise required by law or these Articles, the Common Stock and Series B shall vote together as a single class.

4.11 Residual Rights

All rights accruing to the outstanding shares of the Corporation which are not expressly enumerated to the contrary in these Articles shall be vested in the Common Stock.

4.12 Consent for Certain Repurchases Deemed to be Distributions

Each holder of an outstanding share of Preferred Stock shall be deemed to have consented to distributions by the Corporation in connection with the repurchase of shares of Common Stock issued to or held by officers, directors, employees or consultants upon termination of their employment or services pursuant to agreements providing for the right of repurchase at the original issuance price between the Corporation and such person.

4.13 No Reissuance of Preferred Stock

No shares of the Preferred Stock acquired by the Corporation by reason of redemption, purchase, conversion or otherwise, shall be reissued and all such shares shall be canceled, retired and eliminated from the shares which the Corporation shall be authorized to issue.

4.14 Redemption of Series A

4.14.1 Mandatory Redemption

The Corporation shall be required to redeem the Series A upon the happening of the events described in Section 4.14.1(a) or 4.14.1(b) below.

(a) *Relocation of Corporation.* If the Corporation relocates its headquarters or maintains a larger number of employees in any community outside the service area of the holder of Series A than it does within the service area of the holder of Series A, the Corporation shall immediately redeem all of the Series A from the holder of Series A. The redemption price of any Series A purchased under this Section 4.14.1(a) shall be the greater of (i) the then current value of the Series A as determined by a qualified business appraiser, except the redemption amount due to the holder of Series A shall not exceed an amount equal to the original capital contribution made for the Series A being redeemed, plus a 20% annual simple rate of return on the original capital contribution or (ii) the formula price determined under Section 4.14.3(a). The redemption price of the Series A hereunder shall be paid in cash within one (1) year after the event giving rise to the purchase.

(b) *Put Option.* The holder of Series A shall have a put option to require the Corporation to redeem the holder's Series A in the Corporation according to the following schedule:

<u>Date</u>	<u>Shares</u>
After September 1, 2007	73,000
After September 1, 2008	73,000
After September 1, 2009	All remaining shares of the Series A

If the holder of Series A does not exercise their put option to require the redemption after September 1, 2007, then after September 1, 2008 the holder of Series A may require Corporation to redeem 146,000 shares of the Series A. If the holder of Series A does not exercise the right to require the redemption after September 1, 2007 and September 1, 2008, then after September 1, 2009, the holder of Series A may require Corporation to redeem all of the Series A. To exercise the put option hereunder, the holder of Series A shall give the Corporation written notice of the exercise of its rights under this Section 4.14.1(b). Corporation shall redeem the Series A for the redemption price set forth herein, with payment made, not later than one (1) year after the effective date of such notice at the following redemption price. The redemption price of any Series A redeemed under this Section 4.14.1(b) shall be the greater of (i) the then current value of the Series A as determined by a qualified business appraiser, except the redemption amount due to the holder of Series A shall not exceed an amount equal to the original capital contribution made for the shares of preferred stock being redeemed, plus a twelve percent (12%) simple rate of return on the original capital contribution or (ii) the formula price determined under Section 4.14.3(a).

4.14.2 Optional Redemption

The Corporation shall have the right at any time to redeem all or any portion of the Series A from the holder of Series A upon the terms and conditions set forth in this Section 4.14.2. Unless the parties agree otherwise, the redemption price of a redemption under this paragraph shall be the greater of (i) the formula price as determined in Section 4.14.3(a) or (ii) the then current value of the Series A as determined by a qualified business appraiser, except the redemption amount due to the holder of Series A shall not exceed an amount equal to the original capital contribution made for the shares of preferred stock being redeemed, plus eight percent (8%) annual simple rate of return on the original capital contribution. Corporation shall exercise its right hereunder by giving the holder of Series A written notice of the Corporation's intention to redeem the Series A from the holder of Series A. Payment for the redemption shall be made not later than one (1) year after the effective date of the notice.

4.14.3 Redemption Price

(a) *Redemption Formula.* The formula price for redemption of stock redeemed under this Section 4.14 shall be principal, which initially is \$500,000, plus an interest factor. The interest factor shall be determined by multiplying the principal times the interest factor indicated below times the number of months since September 25, 2002. The interest factor for a redemption under Section 4.14.1(a) shall be .00667; and for a redemption under Section 4.14.1(b) and Section 4.14.2 shall be .00250. A partial month greater than fifteen (15) days shall be counted as a whole month. In the event partial redemption has occurred prior to the valuation date, the principal for purposes of this Section 4.14.3(a) shall be \$500,000 less redemption payments previously made.

(b) *Appraisal.* If it becomes necessary to determine the price of the Series A by appraisal, the Corporation and holder of Series A shall each name one appraiser. If the two appraisers cannot agree upon the value of the Series A, they shall appoint a third appraiser, and a decision of a majority of the three (3) appraisers shall be binding on all parties. In making such appraisal, the appraisers shall consider all relevant factors affecting the value of the Series A. The cost of any appraisal shall be paid by the holder of Series A.

4.15 Redemption of Series B

The Corporation shall have the right at any time to redeem all or any portion of the Series B from the holder of Series B at a redemption price equal to the original issuance price plus 8% per year, subject to the holder's prior right of conversion, pursuant to section 4.5.

4.16 Additional Authorized Preferred Stock Series

The board of directors of this Corporation is hereby expressly granted authority, without stockholder action, and within the limits set forth in the Idaho Business Corporation Act, to:

- (a) designate, in whole or in part, the preferences, limitations, and relative rights of any class of shares before the issuance of any shares of that class;
- (b) create one or more series within a class of shares, fix the number of shares of each such series, and designate, in whole or part, the preferences, limitations, and relative rights of the series, all before the issuance of any shares of that series;
- (c) alter or revoke the preferences, limitations, and relative rights granted to or imposed upon any wholly unissued class of shares or any wholly unissued series of any class of shares; or
- (d) increase or decrease the number of shares constituting any series, the number of shares of which was originally fixed by the board of directors, either before or after the issuance of shares of the series; *provided* that, the number may not be decreased below the number of shares of the series then outstanding, or increased above the total number of authorized shares of the applicable class of shares available for designation as part of the series.

The allocation between the classes, or among the series of each class, of unlimited voting rights and the right to receive the net assets of the Corporation upon dissolution, shall be as designated by the board of directors. Shares of any class of stock may be issued, without stockholder action, from time to time in one or more series as may from time to time be determined by the board of directors.

**ARTICLE 5.
TRANSFER OF CAPITAL STOCK**

Transfers of shares of the Corporation shall be made on the stock transfer books of the Corporation only by the holder of record or by the holder's duly authorized attorney. Transfers of shares can be completed only after the Corporation has received (i) the certificate or certificates representing the shares to be transferred, (ii) a duly executed assignment or power of transfer endorsed on or delivered with the certificate, and (iii) proof of the authenticity of the signature and of authority to transfer as the Corporation or its agent may require. The Corporation shall be entitled to treat the holder of record of any share or shares as the absolute owner for all purposes and, accordingly, shall not be bound to recognize any legal, equitable or other claim to, or interest in, such share or shares on the part of any other person, except as otherwise expressly provided by law.

**ARTICLE 6.
PREEMPTIVE RIGHTS**

Shareholders of this Corporation have no preemptive rights to acquire additional shares of stock or securities convertible into shares of stock issued by the Corporation.

**ARTICLE 7.
TREASURY STOCK**

Unless a resolution of the Board of Directors provides that reacquired Common Stock shall constitute authorized but unissued shares, any shares of Common Stock reacquired by the

EXHIBIT A

Corporation shall be Treasury Shares and may be held, used, resold, or disposed of free of any restrictions that would be imposed on the original issuance of shares of the Corporation.

ARTICLE 8. SHAREHOLDERS

8.1 Action by Majority Vote

Except as otherwise set forth in these Articles, to the maximum extent permitted under the Act, the Corporation's shareholders may take action by the affirmative vote of a simple majority of all shareholders of the Corporation entitled to vote on an action.

ARTICLE 9. DIRECTORS

9.1 Number of Directors

The number of directors constituting the board of directors of the Corporation will be no less than two (2) and no greater than seven (7). Under the Amended and Restated Articles of Incorporation and until changed as provided in the Corporation's Bylaws, the number of directors who constitute the Board of Directors is five (5).

9.2 Cumulative Voting

Shareholders of this Corporation shall not have the right to cumulate votes in the election of directors.

9.3 Transactions In Which Directors Have An Interest

Any contract or other transaction between this Corporation and one or more of its Directors, or between this Corporation and any corporation, firm, association or other entity of which one or more of its Directors are shareholders, members, directors, officers or employees or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, by voting or otherwise even though his or their presence or vote, or both, might have been necessary to obligate this Corporation upon such contract or transaction; provided, that the transaction is fair to the Corporation at the time it is authorized, approved, or ratified.

9.4 Director Liability

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director, except for liability of the director for (i) acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director, (ii) conduct in violation of 30-1-833 of the Act, or (iii) any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended. Any repeal or modification of this Section by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

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9.5 Indemnification of Directors

The Corporation has the power to indemnify, and to purchase and maintain insurance for, its directors, officers, trustees, employees, and other persons and agents, and (without limiting the generality of the foregoing) shall indemnify its directors against all liability, damage, and expenses arising from or in connection with services for employment by, or other affiliation with this Corporation, or other firms or entities to the maximum extent and under all circumstances permitted by law. No amendment or repeal of this Section 9.5 shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

ARTICLE 10. SIGNATURE

The undersigned, as Secretary of TetriDyn Solutions, Inc., executes these Amended and Restated Articles of Incorporation this 20 day of August, 2004.

TETRIDYN SOLUTIONS, INC.

Dated: August 20, 2004

By: Antoinette R. Knapp
Antoinette R. Knapp
Secretary