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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
GLOBAL VISION TECHNOLOGY, INC.**

FILED *AM*
In the office of the Secretary of State
of the State of California

NOV 15 2001

Bill Jones
BILL JONES, Secretary of State

Masaharu Amano certifies that:

1. He is the President, Secretary and Treasurer of Global Vision Technology, Inc., a California corporation (hereinafter referred to as the "Corporation").

2. The Articles of Incorporation of this Corporation are amended and restated in their entirety to read as follows:

I

The name of this Corporation is Global Vision Technology, Inc.

II

The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the California Corporations Code other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

A. Classes of Stock. This Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is twenty-one million five hundred thousand (21,500,000). Twenty million (20,000,000) shares shall be Common Stock and one million five hundred thousand (1,500,000) shares shall be Preferred Stock, all of which shall be designated as Series A Preferred Stock ("Series A Preferred Stock").

B. Rights, Preferences and Restrictions of Series A Preferred Stock. A statement of the rights, preferences, privileges and restrictions granted to or imposed on Series A Preferred Stock and the holders thereof is as follows:

1 Dividends.

(a) The holders of record of Series A Preferred Stock shall be entitled to receive cash dividends at an annual rate of five percent (5%) of the Liquidation Preferences established in Section 2(a) below, such dividends to be payable only when, as and if declared by the Board of Directors out of funds legally available therefor. No dividends or other distributions shall be made with respect to Common Stock, until all dividends on Series A Preferred Stock have been paid or set apart. The right to such dividends on Series A Preferred Stock shall not be cumulative; and no rights to such dividends shall accrue to holders of Series A Preferred Stock by reason of the fact that dividends on said shares are not declared in any year. The holders of Series A Preferred Stock shall have no priority or preference with respect to distributions made by the Corporation in connection with the repurchase of Common Stock

issued to or held by employees, directors, independent contractors or consultants upon termination of their employment or services pursuant to agreements providing for the right of said repurchase between the Corporation and such persons. After the holders of Series A Preferred Stock have received their dividend preference as set forth above, any additional dividends or distributions declared by the Board of Directors out of funds legally available thereto shall be distributed among all holders of Common Stock, together with holders of Series A Preferred Stock, *pari passu*, in proportion to the number of Common Stock which would have been held by each such holder if all Series A Preferred Stock were converted into Common Stock at the then effective Conversion Price (as defined in Section 3(a) below).

(b) For purposes of this Section 1, unless the context requires otherwise, "distribution" shall mean the transfer of cash or property without consideration, whether by way of dividend or otherwise, payable other than in Common Stock or other securities of the Corporation, or the purchase or redemption of shares of the Corporation (other than repurchases of Common Stock held by employees or directors of, consultants to, the Corporation upon termination of their employment or services pursuant to agreements providing for such repurchase at a price equal to the original issue price of such shares and other than redemptions in liquidation or dissolution of the Corporation) for cash or property, including any such transfer, purchase or redemption by a subsidiary of this Corporation.

2 Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of Series A Preferred Stock 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 by reason of their ownership thereof, the amount of \$0.35 per share (as adjusted for stock splits, stock dividends, recapitalizations and the like) for each share of Series A Preferred Stock then held by them (the "Liquidation Preference") plus any declared but unpaid dividends. If, upon occurrence of such event the assets and funds thus distributed among the holders of Series A Preferred Stock shall be insufficient to permit the payment to the holders of Series A Preferred Stock the full preferential amounts to which they shall be entitled pursuant to this Section 2(a), then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of Series A Preferred Stock in proportion to the aggregate Liquidation Preference represented by the shares of Series A Preferred Stock held by each such holder.

(b) After payment has been made to the holders of Series A Preferred Stock of the amounts to which they shall be entitled as provided in Section 2(a) above, the remaining assets of the Corporation available for distribution to shareholders shall be distributed among the holders of Common Stock and the holders of Series A Preferred stock on an as-if converted basis.

(c) For purposes of this Section 2, a liquidation, dissolution or winding up of the Corporation shall be deemed to be occasioned by, and to include, (i) the sale of all or substantially all of the Corporation's assets or (ii) any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) which will result in the holders of the outstanding voting equity securities of the Corporation

immediately prior to such transaction holding less than fifty percent (50%) of the voting equity securities of the surviving entity immediately following such transaction.

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

(a) Right to Convert. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$0.35 (the "Original Purchase Price") by the then applicable Conversion Price (as defined below), determined as hereinafter provided.

The price at which shares of Common Stock shall be deliverable upon conversion of Series A Preferred Stock (the "Conversion Price") shall initially be \$0.35 per share of Common Stock. Such initial Conversion Price shall be subject to adjustment as hereinafter provided.

Each share of Series A Preferred Stock shall automatically be converted into shares of Common Stock at the then effective Conversion Price (i) immediately upon the closing of a firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Corporation to the public at an aggregate offering price per share of at least \$5.00 per share (as adjusted for stock splits, stock dividends, recapitalization and the like) and resulting in the receipt by the Corporation of at least \$10,000,000 of net proceeds (after applicable discounts, commissions and expenses), or (ii) at the election of the holders of at least 70% of the outstanding shares of Series A Preferred Stock (voting on an as-if converted basis).

(b) Mechanics of Conversion. No fractional shares of Common Stock shall be issued upon conversion of Series A Preferred Stock. In lieu of any fractional share to which a holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the fair market value of the Common Stock as determined by the Board of Directors. Before any holder of Series A Preferred Stock shall be entitled to convert the same into full shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for Series A Preferred Stock, and shall give written notice to the Corporation at such office that such holder elects to convert the same (except that no such written notice of intent to convert shall be necessary in the event of automatic conversion upon a public offering pursuant to Section 3(a) above). Such notice shall also state whether the holder elects to receive any declared but unpaid dividends on Series A Preferred Stock proposed to be converted in cash, or to convert such dividends into shares of Common Stock at their fair market value as determined by the Board of Directors. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series A Preferred Stock, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into a fractional share of Common Stock, and any declared but unpaid dividends on the converted Series A Preferred Stock which the holder elected to receive in cash. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such

surrender of the shares of Series A Preferred 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 on such date.

(c) Adjustments to Conversion Price for Diluting Issues.

(i) Special Definitions. For purposes of this Section 3, the following definitions shall apply.

(1) "Options" shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire either Common Stock or Convertible Securities.

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

(3) "Original Issue Date" shall mean the date on which the first share of Series A Preferred Stock was first issued.

(4) "Additional Shares of Common Stock" shall mean all shares of Common Stock issued (or, pursuant to Section 3(c)(iii), deemed to be issued) by the Corporation after the Original Issue Date other than shares of Common Stock issued or issuable:

(A) upon conversion of Series A Preferred Stock;

(B) to officers, directors or employees of, or consultants to, the Corporation pursuant to a stock grant, option plan or purchase plan, other employee stock incentive program (each a "Plan" and, collectively, the "Plans") or other agreements so long as any such Plan or agreement is approved by the Board of Directors;

(C) as a dividend or distribution on Series A Preferred Stock; and

(D) upon exercise or conversion of warrants to purchase shares of Common Stock issued in connection with equipment lease financing transactions, bank financing transactions, office leases or strategic alliance arrangements approved by the Board of Directors, where the issuance of such warrants is not principally for the purpose of raising additional equity capital for the Corporation.

(ii) No Adjustment of Conversion Price. No adjustment in the Conversion Price 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. No adjustment in the Conversion Price shall be made pursuant to Section 3(c)(iv) below as a result of any stock dividend or subdivision which causes an adjustment in the Conversion Price pursuant to Section 3(d) below.

(iii) Deemed Issue of Additional Shares of Common Stock. In the event the Corporation at any time or from time to time after the Original Issue Date shall issue any Options or Convertible Securities or shall fix a record date for the determination of holders of any class of securities entitled to receive any such Options or Convertible Securities, then the maximum number of shares (as set forth in the instrument relating thereto 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 for Convertible Securities, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such 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 3(c)(v) hereof) 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 case in which Additional Shares of Common Stock are deemed to be issued:

(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 such 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 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 recalculated to reflect such increase or decrease insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities; and

(C) on the expiration or cancellation of any Options or the termination of the right to convert or exchange any Convertible Securities which shall have not been exercised, if the Conversion Price shall have been adjusted upon the original issuance thereof or shall have been subsequently adjusted pursuant to clause (B) above, the Conversion Price shall be recalculated as if:

(1) in the case of Convertible Securities or Options for Common Stock, the only Additional Shares of Common Stock issued were shares of Common Stock, if any, actually issued upon the exercise of

such Options or the conversion or exchange of such Convertible Securities, and the consideration received therefor was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration actually received by the Corporation upon such exercise, or for the issue of all such Convertible Securities which were actually converted or exchanged plus the additional consideration actually received by the Corporation upon such conversion or exchange, if any, 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 such 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 such Options, whether or not exercised, plus the consideration deemed to have been received by the Corporation upon the issue of the Convertible Securities with respect to which such Options were actually exercised;

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

(iv) Adjustment of Conversion Price Upon Issuance of Additional Shares of Common Stock. In the event this Corporation shall issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Section 3(c)(iii)) 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 shall be reduced, concurrently with such issue, to a price (calculated to the nearest cent) determined by multiplying the Conversion Price by a fraction, (x) the numerator of which shall be the sum of (i) the number of shares of Common Stock outstanding immediately prior to such issue plus (ii) 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 such Conversion Price; and (y) the denominator of which shall be the sum of (i) the number of shares of Common Stock outstanding immediately prior to such issue and (ii) the number of such Additional Shares of Common Stock so issued (or deemed to be so issued pursuant to Section 3(c)(iii)); provided, however, that for the purposes of this Section 3(c)(iv), all shares of Common Stock issuable (i) upon conversion of all outstanding Series A Preferred Stock and all outstanding Convertible Securities, and (ii) upon exercise of all outstanding Options shall be deemed to be outstanding, and immediately after any Additional Shares of Common Stock are deemed issued pursuant to Section 3(c)(iii), such Additional Shares of Common Stock shall be deemed outstanding.

(v) Determination of Consideration. For purposes of this Section 3(c), the consideration received by the Corporation for the issue of any Additional Shares of Common Stock shall be computed as follows:

(1) 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;

(B) insofar as it consists of securities (i) if the securities are then traded on a national securities exchange or the NASDAQ Stock Market (or a similar national quotation system), then the value shall be computed based on the average of the closing prices of the securities on such exchange or system over the thirty-day period ending three (3) days prior to receipt by the Corporation, (ii) if the securities are actively traded over-the-counter, then the value shall be computed based on the average of the closing bid prices over the thirty-day period ending three (3) days prior to the receipt by the Corporation, and (iii) if there is no active public market, then the value shall be computed based on the fair market value thereof on the date of receipt by the Corporation, as determined in good faith by the Board of Directors of the Corporation;

(C) insofar as it consists of property other than cash and securities, be computed at the fair value thereof at the time of such issue, as determined in good faith by the Board of Directors; and

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

(2) 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 3(c)(iii), 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 instrument 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.

(d) Adjustments for Stock Dividends, Subdivisions, Combinations, or Consolidations. In the event the Corporation shall pay a stock dividend on the Common Stock, or the outstanding shares of Common Stock shall be subdivided, combined or consolidated, by reclassification, stock split or otherwise, into a greater or lesser number of shares of Common Stock, the Conversion Price in effect immediately prior to such dividend, subdivision, combination or consolidation shall, concurrently with the effectiveness of such dividend, subdivision, combination or consolidation, be proportionately decreased or increased, as appropriate.

(e) No Impairment. Except for amendments approved by the holders of Series A Preferred Stock pursuant to Section 5 below, the Corporation will not, by amendment of its Amended and Restated Articles of Incorporation or through any reorganization, transfer of assets, 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 Section 3 and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of Series A Preferred Stock against impairment.

(f) Notices of Record Date. In the event of taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than cash dividend) or other distribution, 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 the holders of Series A Preferred Stock at least twenty (20) days' prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purposes of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.

Each such written notice shall be given by courier or first class mail, postage prepaid, addressed to the holders of Series A Preferred Stock at the address for each such holder as shown on the books of this Corporation.

(g) Recapitalization. If at any time or from time to time there shall be a recapitalization of the Common Stock (other than a subdivision or combination provided for in Section 3(d) or a merger, reorganization, consolidation or sale of assets transaction which is deemed to be a liquidation, dissolution or winding up pursuant to Section 2), as part of such recapitalization, provision shall be made so that the holders of Series A Preferred Stock shall thereafter be entitled to receive upon conversion of Series A Preferred Stock the number of shares of stock or other securities or property of the Corporation to which a holder of Common Stock deliverable upon conversion of each share of such series would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 3 with respect to the rights of the holders of Series A Preferred Stock

after the recapitalization to the end that the provisions of this Section 3 (including adjustment of the Conversion Price then in effect and the number of shares issuable upon conversion of Series A Preferred Stock) shall be applicable after that event as nearly equivalent as may be practicable.

(h) Reservation of Stock 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 Preferred 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 Preferred Stock.

4 Voting Rights.

(a) Except as otherwise required by law and as provided in Section 5 below, the holders of Series A Preferred Stock and the holders of Common Stock shall be entitled to notice of any shareholders' meeting in accordance with the bylaws of the Corporation and to vote as a single class upon any matter submitted to the shareholders for a vote, as follows: (i) each holder of Series A Preferred Stock shall have one vote for each full share of Common Stock into which its respective shares of Series A Preferred Stock would be convertible on the record date for the vote and (ii) the holders of Common Stock have one vote per share of Common Stock.

5 Protective Provisions. In addition to any other rights provided by law, so long as any Series A Preferred Stock shall be outstanding, this Corporation shall not, without first obtaining the affirmative vote or written consent of a majority of the outstanding shares of Series A Preferred Stock as a class on an as-if converted basis;

(a) authorize or issue shares of any class of stock having any preference or priority as to voting, dividends or upon liquidation superior to or on parity with Series A Preferred Stock;

(b) declare or pay any dividends on or make any other distribution on account of the Common Stock;

(c) change the rights, preferences, privileges or restrictions of Series A Preferred Stock;

(d) enter into any transaction of merger, reorganization, consolidation or sale of assets which will result in the holder of the voting equity securities of the Corporation holding less than fifty percent (50%) of the voting securities of the surviving entity;

(e) amend or waive any provisions of the Corporation's Articles of Incorporation or Bylaws that would alter or change any of the rights, preferences, privileges or restrictions of Series A Preferred Stock provided herein.

6 Status of Converted Stock. In the event any shares of Series A Preferred Stock shall be converted into Common Stock pursuant to Section 3 hereof, the shares of Series A Preferred Stock so converted shall resume the status of authorized but unissued shares of Preferred Stock.

IV

A. Limitation of Directors' Liability. The liability of the directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

B. Indemnification of Corporate Agents. This corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) for breach of duty to this Corporation and its stockholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject to the limits on such excess indemnification set forth in Section 204 of the California Corporations Code.

C. Repeal or Modification. Any repeal or modification of the foregoing provisions of this Article IV 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.

3. The foregoing Amended and Restated Articles of Incorporation have been duly approved by the Board of Directors.

4. The foregoing Amended and Restated Articles of Incorporation have been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of the Corporation is 9,510,000 shares of Common Stock. The number of share voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%) of the Common Stock voting as a class.

The undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true of his own knowledge.

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IN WITNESS WHEREOF, the undersigned have executed this certificate in Burlingame, California, this 12th day of November, 2001.



Masaharu Amano, President, Secretary and Treasurer