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CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
MISCHLER FINANCIAL GROUP, INC.

FILED *B9M*
In the office of the Secretary of State
of the State of California

FEB 27 1995

Bill Jones
BILL JONES, Secretary of State

I, Janette McIntyre, hereby certify that:

1. I am the sole incorporator of MISCHLER FINANCIAL GROUP, INC., a California corporation.
2. I hereby adopt the following amendment to the articles of incorporation of this corporation:

Article IV is hereby amended to read as follows:

"The corporation is authorized to issue two classes of shares designated "Common Stock" and "Series A Preferred Stock," respectively. The number of shares of Common Stock authorized to be issued is Two Hundred Thousand (200,000), and the number of shares of Series A Preferred Stock authorized to be issued is Fifty Thousand (50,000). The rights, preferences, privileges and restrictions granted to and imposed upon the two classes of shares are set forth below in this Article IV.

Section 1. Definitions. For purposes of this Article IV the following definitions shall apply:

"Board" shall mean the Board of Directors of the Company.

"Company" shall mean this corporation.

"Common Stock" shall mean the Common Stock of the Company.

"Majority of the Series A Preferred Stock" shall mean more than 50% of the outstanding Series A Preferred Stock.

"Series A Preferred Stock" shall mean the Series A Preferred Stock of the Company.

"Subsidiary" shall mean any corporation a majority of the voting stock of which is, at the time as of which any determination is being made, owned by the Company either directly or through one or more Subsidiaries.

Section 2. Dividends. The Board may elect in any fiscal year to declare dividends on the Series A Preferred Stock or the Common Stock, whether in cash, securities or other assets of the Company; provided, however, that no dividends may be declared on the Common Stock unless dividends are declared in equal amounts per share on all shares of Series A Preferred Stock, without distinction between the Series A Preferred Stock and the Common Stock on a share for share basis. All dividends shall be payable to the shareholders of record at the record date established by the Board for the determination of shareholders entitled to receive such dividend or, if no such record date is established, on the date such dividend is declared.

Section 3. Liquidation Rights.

(a) Preference of Series A Preferred Stock. In the event of any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, the holders of the Series A Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Company available for distribution to its shareholders, whether such assets are capital, surplus, or earnings, before any payment or declaration and setting apart for payment of any amount shall be made in respect of the Common Stock, an amount equal to \$10 per share. If upon any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary, the assets to be distributed to the holders of the Series A Preferred Stock shall be insufficient to permit the payment to such shareholders of the full preferential amounts aforesaid, then all of the assets of the Company to be distributed shall be distributed ratably to the holders of the Series A Preferred Stock on the basis of the number of shares of Series A Preferred Stock held.

(b) Preference of Common Stock. After the payment or distribution to the holders of the Series A Preferred Stock of the full preferential amounts aforesaid, the holders of the Common Stock then outstanding shall be entitled to be paid out of the remaining assets of the Company available for distribution to its shareholders an amount equal to \$10 per share. If the remaining assets of the Company available for distribution to the holders of the Common Stock shall be insufficient to permit the payment to such

shareholders of the full preferential amounts aforesaid, then all of the remaining assets of the Company to be distributed shall be distributed ratably to the holders of the Common Stock on the basis of the number of shares of Common Stock held.

(c) Remaining Assets. After the payment or distribution to the holders of the Series A Preferred Stock and the Common Stock of the full preferential amounts aforesaid, the Series A Preferred Stock and Common Stock then outstanding shall be entitled to receive ratably, on the basis of the number of shares of the capital stock of the Company held, all remaining assets of the Company to be distributed.

(d) Consent to Certain Transactions. Each holder of shares of Series A Preferred Stock shall, by virtue of its acceptance of a stock certificate evidencing Series A Preferred Stock, be treated as having consented, for purposes of Sections 502, 503 and 506 of the California Corporations Code, to distributions made by the Company by the repurchase of shares of Common Stock from directors or employees of or consultants or advisers to the Company or any Subsidiary upon the termination of employment by or service to the Company or any Subsidiary or otherwise if such repurchase is made in accordance with the repurchase agreements referred to in Section 6(d) hereof and such repurchases are not prohibited by any of such Sections.

Section 4. Voting Rights.

(a) Series A Preferred Stock. Except as otherwise expressly provided in this Section 4, and except as required by law, the Series A Preferred Stock shall have no voting rights.

(b) Common Stock. Each holder of shares of Common Stock shall be entitled to one (1) vote for each share thereof held.

(c) Election of Directors. The holders of Series A Preferred Stock, as a class, shall be entitled to elect one (1) member of the Board if the Board is comprised of three (3) members, or two (2) members of the Board if the Board is comprised of five (5) members. For this purpose, each holder of shares of Series A Preferred Stock shall be entitled to one (1) vote for each share thereof held. The holders of Common Stock of the Company, as a class, shall be entitled to elect the remaining members of the Board.

(d) Vacancies. In the case of any vacancy in the office of a director occurring by a director elected by the holders of the Series A Preferred Stock pursuant to subsection (c) of this Section 4, the holders of the Series A Preferred Stock may, by affirmative vote of a Majority thereof, elect a successor or successors to hold the office for the unexpired term of the director whose place shall be vacant. Any director who shall have been elected by the holders of the Series A Preferred Stock shall be removed during the aforesaid term of office, whether with or without cause, only by the affirmative vote of the holders of a Majority of the Series A Preferred Stock.

Section 5. Conversion. The holders of Series A Preferred Stock shall have the following conversion rights:

(a) Right to Convert. Each share of Series A Preferred Stock may be converted into one (1) share of fully paid and nonassessable Common Stock at the option of the holder upon the occurrence of any of the following:

(1) The death of Walter Mischler;

(2) The failure of Walter Mischler to perform in his essential functions as an officer or director of the Company due to illness, infirmity or disability for a period of sixty (60) consecutive days;

(3) The Board reasonably concludes that Walter Mischler has engaged in conduct constituting gross negligence, fraud or wilful or reckless malfeasance with respect to the Company or has engaged in conduct constituting a violation of, or causing the Company to violate, the Securities Exchange Act of 1934 and regulations thereunder or the Rules of Fair Practice of the National Association of Securities Dealers, Inc.;

(4) Walter Mischler's voluntary termination of employment with the Company;

(5) Walter Mischler's involuntary termination of employment with the Company for just cause as determined by a majority of the members of the Board;

(6) The Company's failure to meet the requirements for continued certification by the State of California as a "disabled veteran business enterprise" as defined in California Military and Veterans Code Section 999 and regulations thereunder; or

(7) Cumulative losses by the Company causing the Company's net capital, as calculated under Securities and Exchange Commission Rule 15c3-1 under the Securities Exchange Act of 1934, to fall below one hundred twenty thousand dollars (\$120,000.00).

(b) Mechanics of Conversion. Each holder of Series A Preferred Stock who desires to convert the same into shares of Common Stock shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Company or of any transfer agent for the Series A Preferred Stock or Common Stock, and shall give written notice to the Company at such office that such holder elects to convert the same and shall state therein the number of shares of Series A Preferred Stock being converted. Thereupon the Company shall promptly issue and deliver to such holder a certificate or certificates for the number of shares of Common Stock to which such holder is entitled [and shall promptly pay in cash all declared and unpaid dividends on the shares of Series A Preferred Stock being converted, to and including the time of conversion]. 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 representing the shares of Series A Preferred Stock to be converted, and the person entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder of such shares of Common Stock on such date.

(c) Reservation of Stock Issuable Upon Conversion. The Company 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 the 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 authorized shares of the Series A Preferred 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 authorized shares of the Series A Preferred Stock, the Company 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 purpose.

(d) Notices. Any notice required or permitted by this Section 5 or any other provision of this Article IV to be given to a holder of Series A Preferred Stock or to the Company shall be in writing and be deemed given upon the earlier of actual receipt or three (3) days after the same has

been deposited in the United States mail, by certified or registered mail, return receipt requested, postage prepaid, and addressed (i) to each holder of record at the address of such holder appearing on the books of the Company, or (ii) to the Company at 1101 Bayside Drive, Suite 201, Corona Del Mar, California 92625, or (iii) to the Company or any holder, at any other address for the giving of notice specified in a written notice given to the other.

(e) Payment of Taxes. The Company will pay all taxes (other than taxes based upon income) and other governmental charges that may be imposed with respect to the issue or delivery of shares of Common Stock upon conversion of shares of Series A Preferred Stock, including without limitation any tax or other charge imposed in connection with any transfer involved in the issue and delivery of shares of Common Stock in a name other than that in which the shares of Series A Preferred Stock so converted were registered.

(f) No Dilution or Impairment. The Company shall not amend its Articles of Incorporation or participate in any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, for the purpose of avoiding or seeking to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Company, but will at all times in good faith assist in carrying out all such action as may be reasonably necessary or appropriate in order to protect the conversion rights of the holders of the Series A Preferred Stock against dilution or other impairment.

Section 6. Restrictions and Limitations. So long as any shares of Series A Preferred Stock remain outstanding, the Company shall not, and shall not permit any Subsidiary to, without the vote or written consent by the holders of a Majority of the Series A Preferred Stock:

(a) Issue or sell, or obligate itself to issue or sell, any shares of Series A Preferred Stock, Common Stock or any other capital stock of the Company;

(b) Effect any stock splits, reverse stock splits or stock dividends;

(c) Redeem, purchase or otherwise acquire for value, any share or shares of Series A Preferred Stock or any warrant option or right to purchase any Series A Preferred Stock;

(d) Purchase, redeem or otherwise acquire for value (or pay into or set aside as a sinking fund for such purpose) any Common Stock or any warrant, option or right to purchase any Common Stock; provided, however, that this restriction shall not apply to the repurchase of shares of Common Stock from directors or employees of or consultants or advisers to the Company or any Subsidiary pursuant to agreements approved unanimously by the Board under which the Company has the option to repurchase such shares upon the occurrence of certain events, including the termination of employment by or service to the Company or any Subsidiary;

(e) Authorize or issue, or obligate itself to issue, any other equity security senior to or on a parity with the Series A Preferred Stock as to dividend rights, liquidation preferences, conversion rights, voting rights or otherwise; for purposes of this subsection, a senior equity security shall include any indebtedness convertible into or exchangeable for shares of capital stock of the Company or issued with (i) shares of capital stock of the Company or (ii) warrants or other rights to purchase capital stock of the Company;

(f) Effect any sale, lease, assignment, transfer or other conveyance of all or substantially all of the assets of the Company or any of its Subsidiaries, or any consolidation or merger involving the Company or any of its Subsidiaries, or any reclassification or other change of any stock, or any recapitalization, or any dissolution, liquidation, or winding up of the Company or, unless the obligations of the Company under an agreement are expressly conditioned upon the requisite approval of the holders of a Majority of the Series A Preferred Stock as provided for herein, make any agreement or become obligated to do so;

(g) Permit any Subsidiary to issue or sell, or obligate itself to issue or sell, except to the Company or any wholly-owned Subsidiary, any stock of such Subsidiary;

(h) Increase or decrease (other than by conversion) the total number of authorized shares of Series A Preferred Stock;

(i) Amend its articles of incorporation or amend or repeal its Bylaws; or

(j) Take any action which would result in taxation of the holders of Series A Preferred Stock under Section 305 of the Internal Revenue Code of 1986 (or any comparable provision of the Internal Revenue Code as hereafter from time to time amended).

Section 7. No Reissuance of Series A Preferred Stock. No share or shares of Series A Preferred Stock acquired by the Company by reason of conversion or otherwise shall be reissued, and all such shares shall be cancelled, retired and eliminated from the shares which the Company shall be authorized to issue."

3. No Directors were named in the original articles of incorporation and none have been elected.

4. No shares have been issued.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Dated as of 2/27, 1995



Janette McIntyre, Incorporator