

Delaware

The First State

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I, CHARUNI P. SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ENCLARA PHARMACIA, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF MARCH, A.D. 2003, AT 3 O`CLOCK P.M.



C. P. Sanchez

Charuni P. Sanchez, Secretary of State

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Authentication: 202802537
Date: 01-28-25

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**CERTIFICATE OF INCORPORATION
OF
EXCELLERX, INC.**

Under Section 102 of the General Corporation
Law of the State of Delaware

The undersigned, for the purpose of forming a corporation pursuant to the provisions of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify as follows:

FIRST: The name of the corporation is excelleRx, Inc. (hereinafter called the "Corporation").

SECOND: The registered office of the Corporation is to be located at 1209 Orange Street, in the City of Wilmington, in the County of New Castle, in the State of Delaware. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

FOURTH: The Corporation is authorized to issue two classes of shares of capital stock, to be designated respectively Preferred Stock ("Preferred Stock") and Common Stock ("Common Stock"). The total number of shares of capital stock that the Corporation is authorized to issue is 7,660,000. The total number of shares of Preferred Stock that the Corporation is authorized to issue is 2,660,000, of which 1,510,000 shares shall be designated Series C Preferred Stock and 1,150,000 shares shall be designated Series D Preferred Stock. The total number of shares of Common Stock that the Corporation is authorized to issue is 5,000,000. The Preferred Stock and the Common Stock each shall have \$0.0001 par value per share.

A. Common Stock.

1. Relative Rights of Preferred Stock and Common Stock. All preferences, voting powers, relative, participating, optional or other special rights and privileges, and qualifications, limitations, or restrictions of the Common Stock are expressly made subject and subordinate to those that may be fixed with respect to any shares of any series of Preferred Stock.

2. Voting Rights. Except as otherwise required by law or the Certificate of Incorporation, each holder of Common Stock shall have one vote in respect of each share of Common Stock held by such stockholder of record on the books of the Corporation for the election of directors and on all matters submitted to a vote of stockholders of the Corporation. Except as otherwise required by the DGCL or as set forth in the Certificate of Incorporation, or any amendment or restatement thereof, the holders of Common Stock and Preferred Stock shall vote together (or render written consents in lieu of a vote) as a single class on all matters

submitted to the stockholders for a vote. The stockholders shall not have the right to cumulate their shares in voting for the election of directors.

3. Dividends. Subject to the preferential rights of the Preferred Stock, if any, the holders of shares of Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors of the Corporation, out of the assets of the Corporation which are by law available therefor, dividends payable either in cash, in property or in shares of capital stock.

4. Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders, subject to any preferential or participation rights of any then outstanding shares of Preferred Stock.

5. Redemption. The Common Stock is not redeemable by its terms.

B. Description and Designation of Series C Preferred Stock

1. Designation. A total of 1,510,000 shares of the Corporation's Preferred Stock shall be designated the "Series C Preferred Stock." The issuance price of the Series C Preferred Stock shall be \$10.00 per share (the "Series C Original Purchase Price").

2. Dividends. The holders of shares of Series C Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors of the Corporation, out of the assets of the Corporation which are by law available therefor, dividends payable either in cash, in property or in shares of capital stock.

3. Liquidation.

3.1. Treatment upon Liquidation. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or in the event of its insolvency (each, a "Liquidation"), before any distribution or payment is made to any holders of Series D Preferred Stock, Common Stock or any other class or series of capital stock of the Corporation designated to be junior to the Series C Preferred Stock in liquidation preference, the holders of each share of Series C Preferred Stock shall be entitled to be paid first out of the assets of the Corporation available for distribution to holders of the Corporation's capital stock of all classes, whether such assets are capital, surplus or earnings ("Available Assets"), an amount per share equal to either:

3.1.1. if the value of the Available Assets (determined as set forth below) on the date of such Liquidation is less than \$150,000,000, then \$25.00 per share of Series C Preferred Stock (subject to equitable adjustment for any stock dividend, stock split, combination, reorganization, recapitalization, reclassification or other similar event involving a change in the capital structure of the Series C Preferred Stock); or

3.1.2. if the value of the Available Assets on the date of such Liquidation is equal to or greater than \$150,000,000, then \$20.00 per share of Series C Preferred Stock (subject to equitable adjustment for any stock dividend, stock split, combination, reorganization, recapitalization, reclassification or other similar event involving a change in the capital structure

of the Series C Preferred Stock), plus ten percent (10%) per annum thereon, which rate shall begin to accrue on the date that is eighteen (18) months after February 28, 2003 (February 28, 2003 being the “Series C Original Issuance Date”), calculated on the basis of actual days elapsed over a 365-day year and compounded annually. The amount per share determined in accordance with Sections B.3.1.1 or B.3.1.2 is referred to as the “Series C Liquidation Amount”.

If the Available Assets include assets other than cash, the value of such non-cash Available Assets shall be determined in good faith by the Board of Directors of the Corporation as of the date of the Liquidation. The Board of Directors shall notify in writing the holders of Series C Preferred Stock as to its determination of the value of the non-cash Available Assets not later than thirty (30) calendar days prior to such Liquidation. The holders of at least sixty percent (60%) of the then outstanding shares of Series C Preferred Stock (the “Series C Majority Holders”) shall have the right, within fifteen (15) calendar days after receiving notice of such determination, to contest such determination in writing to the Corporation. If the Corporation and the Series C Majority Holders are unable to agree on the value of the Available Assets within ten (10) calendar days after the Corporation’s receipt of the Series C Majority Holders’ notice of contest, the value of the Available Assets shall be determined by an independent appraiser agreed to by the Corporation and the Series C Majority Holders. If the Corporation and the Series C Majority Holders are unable to agree upon an independent appraiser, the Corporation and the Series C Majority Holders each shall designate an independent appraiser, which appraisers in turn shall together agree in good faith upon a third independent appraiser to determine the value of the Available Assets. If the appraisers designated by the Corporation and the Series C Majority Holders are unable to agree upon a third appraiser, then the Corporation and the Series C Majority Holders shall arrange for the American Arbitration Association in Philadelphia, Pennsylvania to select the third appraiser. If the value of the Available Assets determined by the appraiser differs by less than ten percent (10%) from the value determined by the Board of Directors, then the holders of Series C Preferred Stock shall pay the cost of the appraisal (pro rata based on the number of shares of Series C Preferred Stock held by each holder). If the value of the Available Assets determined by the Appraiser differs by ten percent (10%) or more from the value determined by the Board of Directors, then the Corporation shall pay the cost of the appraisal.

If, upon a Liquidation, the Available Assets shall be insufficient to pay the holders of Series C Preferred Stock the full amount of the Series C Liquidation Amount per share of Series C Preferred Stock, then the holders of Series C Preferred Stock shall share ratably in any distribution of Available Assets pro rata in proportion to the respective Series C Liquidation Amount payable with respect to the outstanding shares of the Series C Preferred Stock held by each such holder. After payment of the amounts set forth in this Section B.3.1, the holders of Series C Preferred Stock shall not be entitled to any further distributions and the shares of Series C Preferred Stock shall be deemed cancelled and shall no longer be outstanding and the holders of such shares shall have no further rights in respect thereof.

3.2. Treatment of Reorganization. For purposes of this Section B.3, at the election of the Series C Majority Holders (a) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) that results in the Corporation’s stockholders immediately prior to such transaction not holding (by virtue of such shares or securities issued

solely with respect thereto) at least fifty percent (50%) of the voting power of the surviving or continuing entity, (b) a sale, conveyance or disposition of all or substantially all of the assets of the Corporation unless the Corporation's stockholders immediately prior to such transaction will, as a result of such sale, conveyance or disposition hold (by virtue of securities issued as consideration for such sale, conveyance or disposition) greater than fifty percent (50%) of the voting power of the purchasing entity, or (c) the effectuation by the Corporation or its stockholders of a transaction or series of related transactions that results in the Corporation's stockholders immediately prior to such transaction not holding (by virtue of such shares or securities issued solely with respect thereto) at least fifty percent (50%) of the voting power of the Corporation, excluding, however a transaction involving solely the sale of equity securities by the Corporation (each, a "Reorganization") shall be treated as a Liquidation. Upon the closing of any Reorganization, and as a condition to the consummation of the Reorganization, and prior to or concurrently with consideration from any such Reorganization being paid to the Corporation or to stockholders of the Corporation other than holders of Series C Preferred Stock, the Corporation shall pay, or cause to be paid, to the holders of Series C Preferred Stock, and each holder of Series C Preferred Stock shall be entitled to receive, in cash, securities or other property (subject to Section B.3.3 below), an amount per share of Series C Preferred Stock equal to the Series C Liquidation Amount (the "Series C Transaction Payment"). In connection with the calculation of the Series C Liquidation Amount for the purposes of this Section B.3.2, all of the consideration in the transaction shall be deemed Available Assets (with respect to a Reorganization involving the sale of all or substantially all the assets of the Corporation, net of any liabilities of the Corporation not assumed or otherwise paid by the acquiring entity). In the event of a Reorganization involving the sale of shares by stockholders of the Corporation, the Available Assets shall be deemed to be the aggregate consideration to be paid to all selling stockholders in exchange for all or part of any capital stock of the Corporation divided by a fraction, the numerator of which is the total number of shares of Common Stock deemed to be sold pursuant to such Reorganization and the denominator of which is the sum of the total number of shares of Common Stock outstanding and the total number of shares of Common Stock issuable with respect to Common Stock Equivalents (as defined below) immediately prior to such Reorganization. Upon the payment in full of the Series C Transaction Payment, the shares of Series C Preferred Stock shall be deemed cancelled and shall no longer be outstanding and the holders of such shares shall have no further rights in respect thereof.

3.3. Distributions Other than Cash. Whenever the distribution provided for in this Section B.3 shall be payable in whole or in part in property other than cash, the value of any property distributed shall be the fair market value of such property as reasonably determined in good faith by the Board of Directors of the Corporation.

4. Voting Power. Except as otherwise expressly provided elsewhere in this Certificate of Incorporation, or as otherwise required by law, each holder of Series C Preferred Stock shall not be entitled to vote on matters submitted to a vote of the stockholders of the Corporation (whether at a meeting or by way of written consent in lieu of a meeting). In any matter on which the holders of Series C Preferred Stock are entitled to vote, each holder shall be entitled to that number of votes equal to the number of shares of Series C Preferred Stock held by such holder at the record date for the determination of stockholders entitled to vote on such matters or, if no such record date is established, at the date such vote is taken or any written consent of stockholders is solicited.

5. Conversion Rights. The Series C Preferred Stock shall not be convertible into Common Stock.

6. Redemption.

6.1. Redemption Rights.

6.1.1. Stockholders' Right. In the event of any of the following:

(a) the Corporation materially breaches or defaults under any representation, warranty, covenant or agreement contained in the Purchase Agreement (each dated as of the Series C Original Issuance Date among the Corporation and the holders of Series C Preferred Stock and/or Series D Preferred Stock, as may be amended from time to time), the Investor Rights Agreement or the Shareholders Agreement or any provision of these designations of Series C Preferred Stock or the designations of Series D Preferred Stock, which such breach or default is not cured within 15 days thereof;

(b) the Corporation defaults under the terms of any material agreements relating to any obligations for borrowed money, which default is not cured within any grace or cure period applicable thereto; or

(c) the Corporation (i) becomes insolvent or generally fails to pay its debts as such debts become due, (ii) is adjudicated insolvent or bankrupt, (iii) admits in writing its inability to pay its debts, (iv) suffers a custodian, receiver or trustee for it or substantially all of its property to be appointed and if appointed without its consent, not be discharged within sixty (60) days, (v) makes an assignment for the benefit of creditors, or (vi) commences proceedings under any law related to bankruptcy, insolvency, liquidation or the reorganization, readjustment or the release of debtors, or suffers any such proceedings to be instituted against it, and if contested by the Corporation, such proceedings are not dismissed or stayed within thirty (30) days, upon the election of the Series C Majority Holders, the holders of shares of Series C Preferred Stock shall have the right to have all or any portion of the shares of Series C Preferred Stock held by all holders of Series C Preferred Stock redeemed by the Corporation pursuant to this Section B.6. If the Series C Majority Holders elect to have the Corporation redeem shares of Series C Preferred pursuant to this Section B.6.1.1, such holders shall notify the Corporation in writing setting forth the number of shares of Series C Preferred Stock that such holders desire to have redeemed (a "Redemption Notice"). Within ten (10) calendar days after the date of the Redemption Notice, the Corporation shall notify in writing each holder of Series C Preferred Stock not included in the Redemption Notice that the Series C Majority Holders have elected to have shares of Series C Preferred Stock redeemed and indicating the number of shares of Series C Preferred Stock that the Corporation is redeeming from such holder. Upon receipt of a Redemption Notice, the Corporation shall, to the extent it may lawfully do so, redeem (a) the total number of shares of Series C Preferred Stock specified for redemption in the Redemption Notice plus (b) a percentage of the shares of Series C Preferred Stock from each holder of Series C Preferred Stock not included in the Redemption Notice equal to the percentage of the shares of Series C Preferred Stock held by the Series C Majority Holders being redeemed. The Series C Redemption Price (defined below) shall be paid by the Corporation on the date that is thirty (30) calendar days after the date of the Redemption

Notice (or the next day which is a business day if the thirtieth (30th) day is not a business day) (a "Redemption Date"), or if the certificate of any holder representing shares to be redeemed has not been surrendered to the Corporation as provided in Section B.6.4, promptly following the Corporation's receipt of such certificate or lost certificate affidavit.

6.1.2. Corporation's Right. At any time after the fifth (5th) anniversary of the Series C Original Issuance Date and upon the consent of the Series C Majority Holders, the Corporation shall have the right to redeem all or any portion of the outstanding shares of Series C Preferred Stock. If the Corporation elects to redeem the outstanding shares of Series C Preferred pursuant to this Section B.6.1.2 and the Series C Majority Holders consent to such election, the Corporation shall notify in writing each holder of Series C Preferred Stock within ten (10) days after such fifth (5th) anniversary date, setting forth the number of shares of Series C Preferred Stock that the Corporation is redeeming from such holder (a "Redemption Notice"), provided that the Corporation shall redeem from each such holder the same percentage of such holder's shares of Series C Preferred Stock. The Series C Redemption Price shall be paid by the Corporation on the date that is thirty (30) calendar days after the date of the Redemption Notice (or the next day which is a business day if the thirtieth (30th) day is not a business day) (a "Redemption Date"), or if the certificate of any holder representing shares to be redeemed has not been surrendered to the Corporation as provided in Section B.6.4, promptly following the Corporation's receipt of such certificate.

6.1.3. Automatic Redemption. Upon the consummation of the initial public offering of the capital stock of the Corporation (an "IPO"), the Corporation shall redeem all, but not less than all, of the outstanding shares of Series C Preferred Stock. At least thirty (30) days prior to the closing of the IPO, the Corporation shall notify in writing each holder of Series C Preferred Stock setting forth the number of shares of Series C Preferred Stock that the Corporation is redeeming from such holder (a "Redemption Notice"). The Series C Redemption Price shall be paid by the Corporation simultaneous with, and as a condition to, the closing of the IPO (a "Redemption Date"), or if the certificate of any holder representing shares to be redeemed has not been surrendered to the Corporation as provided in Section B.6.4, promptly following the Corporation's receipt of such certificate or lost certificate affidavit.

6.2. Series C Redemption Price. The Corporation shall redeem the shares of Series C Preferred Stock pursuant to Section 6.1 from any source of funds legally available therefor, by paying in cash a sum per share equal to the amount that the holders of Series C Preferred Stock would have received in the event of a Liquidation on the date of the Redemption Notice or, in the case of an IPO, on the date of the closing of such IPO (the total amount of such payment is hereafter referred to as the "Series C Redemption Price"). In calculating the Series C Redemption Price, the Available Assets shall be deemed to be the aggregate fair market value of the equity of the Corporation, which amount shall be determined by the Board of Directors subject to the appraisal process set forth in Section B.3.1. Notwithstanding anything to the contrary in this Section B.6.2, in the event of a redemption pursuant to Section B.6.1.3 as a result of a Qualified Public Offering (as defined in Section C.5.3.1(b)), if the Board of Directors of the Corporation, including at least one of the directors elected by the holders of Series D Preferred Stock, determines in good faith that the proceeds from the Qualified Public Offering are not sufficient to pay all of the Series C Redemption Price in cash, then the Corporation shall pay that portion of the Series C Redemption Price not payable in cash by issuing shares of Common

Stock to the holders of shares of Series C Preferred Stock. The number of shares of Common Stock to be issued pursuant to this Section B.6.2 as a result of a Qualified Public Offering in which the proceeds are not sufficient to pay all of the Series C Redemption Price in cash shall be equal to the quotient obtained by dividing (a) the portion of the Series C Redemption Price not paid in cash by (b) a dollar amount equal to ninety-three percent (93%) of the price at which shares of the Corporation's capital stock were sold to the public in the Qualified Public Offering. If the Board of Directors of the Corporation determines that the proceeds from the Qualified Public Offering are sufficient to pay only a portion of the Series C Redemption Price in cash, then each holder of Series C Preferred Stock shall receive the same ratio of cash and shares of Common Stock upon the redemption of such holder's shares of Series C Preferred Stock pursuant to this Section B.6.2. If the Corporation issues any shares of Common Stock to the holders of Series C Preferred Stock pursuant to this Section B.6.2, then such shares of Common Stock shall be deemed to have been issued upon conversion of such shares of Series C Preferred Stock for the purposes of Rule 144 under the Act.

6.3. Insufficient Funds. If the funds of the Corporation legally available for redemption of shares of Series C Preferred Stock on the Redemption Date are insufficient to redeem the total number of shares of Series C Preferred Stock to be redeemed on such date, those funds that are legally available will be used to redeem the maximum possible number of such shares ratably among the stockholders holding such shares to be redeemed based upon the number of shares of Series C Preferred Stock owned by each such holder. The shares of Series C Preferred Stock not redeemed shall remain outstanding and entitled to all the rights and preferences provided herein. At any time thereafter when additional funds of the Corporation are legally available for the redemption of shares of Series C Preferred Stock, such funds will immediately be used to redeem the balance of the shares that the Corporation was obligated to redeem on a Redemption Date but that it has not redeemed. Notwithstanding anything to the contrary in this Section B.6.3, the Corporation shall not consummate an IPO that is not a Qualified Public Offering unless the Corporation has sufficient funds to redeem all of the outstanding shares of Series C Preferred Stock for cash on the Redemption Date.

6.4. Surrender of Certificates. Except as provided herein, on or after the Redemption Date, the stockholders holding shares to be redeemed shall surrender to the Corporation the certificate or certificates representing such shares (or a lost certificate affidavit) and thereupon the Series C Redemption Price of such shares shall be payable to the order of the person whose name appears on such certificate or certificates as the owner thereof and each surrendered certificate shall be canceled. In the event fewer than all of the shares represented by any such certificate are redeemed, a new certificate shall be issued representing the unredeemed shares.

6.5. Rights Upon Redemption. From and after the Redemption Date, unless there shall have been a default in payment of the Series C Redemption Price, all rights of the holders of shares of Series C Preferred Stock designated for redemption (except the right to receive the Series C Redemption Price without interest upon surrender of their certificate or certificates) shall cease with respect to such shares at such time, and such shares shall not thereafter be transferred on the books of the Corporation or be deemed to be outstanding for any purpose whatsoever.

6.6. Inability or Failure to Redeem. If the shares of Series C Preferred Stock are not redeemed when required pursuant to this Section B.6 for any reason or within forty (40) days after the fifth (5th) anniversary of the Series C Original Issuance Date pursuant B.6.1.2 (other than the Series C Majority Holders' refusal to consent to a redemption pursuant to Section B.6.1.2), including the unavailability of legal funds to effectuate a redemption, a default on the payment of the Series C Redemption Price, or the Corporation's failure to elect to redeem such shares pursuant to Section B.6.1.2, then the holders of Series C Preferred Stock shall, from and after the applicable Redemption Date (in the case of the Corporation's failure to elect to redeem such shares pursuant to Section B.6.1.2, determined as if Corporation had elected to redeem such shares on the fifth (5th) anniversary of the Series C Original Issuance Date and the Series C Majority Holders had consented to such redemption), and until such redemption is effected in full, and in addition to any other rights or remedies such holders may be entitled to exercise: (a) be entitled to receive on the shares of Series C Preferred Stock which should have been redeemed on the Redemption Date (assuming legal funds were available and the Corporation were otherwise permitted to effectuate such redemption) cash dividends at an annual rate of fifteen percent (15%) of the Series C Redemption Price for such shares of Series C Preferred Stock had such shares been redeemed on the applicable Redemption Date, which dividends shall be paid quarterly on March 31, June 30, September 30, and December 31; and (b) upon the earlier of (i) the first (1st) anniversary of the Redemption Date or (ii) the Corporation's failure to timely pay a dividend payment pursuant to Section B.6.6(a), be entitled to designate members to serve on the Board of Directors of the Corporation such that the designees of the holders of the Series C Preferred Stock would, together with designees of the holders of Series D Preferred Stock, constitute a majority of the Board of Directors. If the holders of Series C Preferred Stock are entitled to designate directors pursuant to this Section B.6.6, then such directors shall be designated by the holders of a majority of the outstanding shares of Series C Preferred Stock; provided that if the holders of Series D Preferred Stock are entitled to designate additional directors pursuant to Section C.6.6, then such additional directors shall be designated by the holders of a majority of the outstanding shares of Series C Preferred Stock and Series D Preferred Stock, voting together as a single class. The Corporation shall, and the holders of Series C Preferred Stock shall have the right to, take such actions as it or they deem necessary or appropriate, in their sole judgment, to effect the foregoing.

7. Restrictions and Limitations. For so long as any shares of Series C Preferred Stock are outstanding, the holders of Series C Preferred Stock shall vote as a single class on, and the affirmative vote of the Series C Majority Holders shall be required to authorize, any action by the Corporation involving:

7.1. the authorization, creation, issuance, sale or grant of (a) any class or series of capital stock of the Corporation or (b) any bonds, debentures, notes or other obligations convertible into or exchangeable for, or having optional rights to purchase, capital stock of the Corporation, in each case, ranking, either as to payment of dividends, distribution of assets upon liquidation or otherwise, or redemption, senior to or on parity with the Series C Preferred Stock;

7.2. the reclassification of the Common Stock, or any other class or series of capital stock of the Corporation junior to the Series C Preferred Stock into capital stock of the Corporation of any class or series ranking, either as to payment of dividends, distribution of

assets upon liquidation or otherwise, or redemption, senior to or on a parity with the Series C Preferred Stock;

7.3. any alteration or modification to the designations, powers, preferences, rights or qualifications, limitations or restrictions of the Series C Preferred Stock (by recapitalization, merger, consolidation or otherwise);

7.4. any increase in the authorized number of shares of Series C Preferred Stock, or the issuance, sale or grant of additional shares of Series C Preferred Stock;

7.5. the declaration or payment of dividends or any other distribution, direct or indirect on account of any shares of Common Stock, Series D Preferred Stock or any other capital stock ranking junior to the Series C Preferred Stock or the setting aside of any funds for any such purpose;

7.6. the redemption, repurchase or other acquisition by the Corporation of capital stock or other securities of the Corporation, except for (a) the redemption of the Series C Preferred Stock or Series D Preferred Stock as provided in this Certificate of Incorporation and (b) repurchases or other acquisitions of shares of Common Stock of the Corporation at a purchase price not in excess of the original purchase price of such shares from employees of the Corporation upon such employees' termination of employment from the Corporation pursuant to the terms and conditions of agreements which provide the Corporation the right to repurchase such shares upon termination of employment; and

7.7. any amendment, alteration, restatement or other change to any provision of the Certificate of Incorporation or the Bylaws of the Corporation which adversely affects the rights and preferences of the Series C Preferred Stock (by recapitalization, merger, consolidation or otherwise).

8. No Dilution or Impairment. The Corporation will not, by amendment of its Certificate of Incorporation or through any reorganization, transfer of capital stock or 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 of the Series C Preferred Stock set forth herein, but will at all times in good faith assist in the carrying out of all such terms.

9. Notices of Record Date. In the event of (a) any 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 dividends or other distribution, or any right to subscribe for, purchase or otherwise acquire any shares of capital stock of any class or any other securities or property, or to receive any other right, or (b) any Reorganization, or (c) any Liquidation, then and in each such event the Corporation shall mail or cause to be mailed to each holder of Series C Preferred Stock a notice specifying (i) the date on which any such record is to be taken for the purpose of such dividend, distribution or right and a description of such dividend, distribution or right, (ii) the date on which any such Reorganization or Liquidation is expected to become effective, and (iii) the time, if any, that is to be fixed, as to when the holders of record of Common Stock (or other securities) shall be entitled to exchange their shares of Common Stock (or other securities)

for securities or other property deliverable upon such reorganization, reclassification, recapitalization, transfer, consolidation, merger, dissolution, liquidation or winding up. Such notice shall be mailed by first class mail, postage prepaid, at least twenty (20) days prior to the date specified in such notice on which action is being taken.

10. Status of Converted or Repurchased Series C Preferred Stock. Any share or shares of Series C Preferred Stock acquired by the Corporation by reason of redemption, conversion or otherwise shall be canceled and shall not be reissued for any purpose. Upon the cancellation of all outstanding shares of Series C Preferred Stock, the provisions of this Section C regarding the Description and Designation of Series C Preferred Stock shall terminate and have no further force and effect.

C. Description and Designation of Series D Preferred Stock.

1. Designation. A total of 1,150,000 shares of the Corporation's Preferred Stock shall be designated the "Series D Preferred Stock." The issuance price of the Series D Preferred Stock shall be \$19.7859 per share (the "Series D Original Purchase Price").

2. Dividends. The holders of shares of Series D Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors of the Corporation, out of the assets of the Corporation which are by law available therefor, dividends payable either in cash, in property or in shares of capital stock. The Board of Directors of the Corporation shall not declare a dividend payable upon the then outstanding shares of Common Stock (other than a stock dividend on the Common Stock distributed solely in the form of additional shares of Common Stock) or Series C Preferred Stock, unless the Board of Directors simultaneously declares a dividend payable upon the then outstanding shares of Series D Preferred Stock in an amount per share of Series D Preferred Stock as is equal to the largest number of whole and fractional shares of Common Stock into which each share of Series D Preferred Stock held by each holder thereof could be converted pursuant to the provisions of Section C.5 hereof, such number determined as of the record date for the determination of holders of the Corporation's capital stock entitled to receive such dividend and without regard to any restrictions on issuance of or payment of dividends on fractional shares.

3. Liquidation, Dissolution or Winding Up.

3.1. Treatment at Liquidation, Dissolution or Winding Up.

3.1.1. In the event of any Liquidation, before any distribution or payment is made to any holders of Common Stock or any other class or series of capital stock of the Corporation designated to be junior to the Series D Preferred Stock in liquidation preference, the holders of each share of Series D Preferred Stock shall be entitled to be paid out of the Available Assets, an amount per share equal \$19.7859 per share of Series D Preferred Stock (subject to equitable adjustment for any stock dividend, stock split, combination, reorganization, recapitalization, reclassification or other similar event involving a change in the capital structure of the Series D Preferred Stock), plus 10% per annum thereon, which rate shall begin to accrue on February 28, 2003 (the "Series D Original Issuance Date"), calculated on the basis of actual

days elapsed over a 365-day year and compounded annually. The amount determined in accordance with this Section C.3.1.1 is referred to as the "Series D Preference Amount".

If, upon a Liquidation, the Available Assets shall be insufficient to pay the holders of Series D Preferred Stock the full amount of the Series D Preference Amount per share of Series D Preferred Stock, then the holders of Series D Preferred Stock shall share ratably in any distribution of Available Assets pro rata in proportion to the respective Series D Preference Amount with respect to the outstanding shares of the Series D Preferred Stock held by each such holder.

3.1.2. After the payment to the holders of Series C Preferred Stock and Series D Preferred Stock of the full preferential amounts specified in this Certificate of Incorporation, the entire remaining Available Assets shall be distributed with equal priority and pro rata among the holders of Series D Preferred Stock and Common Stock in proportion to the number of shares of Common Stock held by them, with the shares of Series D Preferred Stock being treated for this purpose as if they had been converted to shares of Common Stock at the then applicable Series D Conversion Rate.

The aggregate amount that the holders of Series D Preferred Stock are entitled to receive pursuant to Section C.3.1.1 and this Section C.3.1.2 in the event of a Liquidation is referred to as the "Series D Liquidation Amount".

If the Available Assets include assets other than cash, the value of such non-cash Available Assets shall be determined in good faith by the Board of Directors of the Corporation as of the date of the Liquidation. The Board of Directors shall notify in writing the holders of Series D Preferred Stock as to its determination of the value of the non-cash Available Assets not later than thirty (30) calendar days prior to such Liquidation. The holders of at least sixty percent (60%) of the then outstanding shares of Series D Preferred Stock (the "Series D Majority Holders") shall have the right, within fifteen (15) calendar days after receiving notice of such determination, to contest such determination in writing to the Corporation. If the Corporation and the Series D Majority Holders are unable agree on the value of the Available Assets within ten (10) calendar days after the Corporation's receipt of the Series D Majority Holders' notice of contest, the value of the Available Assets shall be determined by an independent appraiser agreed to by the Corporation and the Series D Majority Holders. If the Corporation and the Series D Majority Holders are unable to agree upon an independent appraiser, the Corporation and the Series D Majority Holders each shall designate an independent appraiser, which appraisers in turn shall together agree in good faith upon a third independent appraiser to determine the value of the Available Assets. If the appraisers designated by the Corporation and the Series D Majority Holders are unable to agree upon a third appraiser, then the Corporation and the Series D Majority Holders shall arrange for the American Arbitration Association in Philadelphia, Pennsylvania to select the third appraiser. If the value of the Available Assets determined by the appraiser differs by less than ten percent (10%) from the value determined by the Board of Directors, then the holders of Series D Preferred Stock shall pay the cost of the appraisal (pro rata based on the number of shares of Series D Preferred Stock held by each holder). If the value of the Available Assets determined by the Appraiser differs by ten percent (10%) or more from the value determined by the Board of Directors, then the Corporation shall pay the cost of the appraisal. Notwithstanding anything to the contrary in this Section C.3.1, if

the Available Assets are appraised pursuant to Section B.3.1, then the holders of Series D Preferred Stock shall not be entitled to an appraisal pursuant to this Section C.3.1 and the value of the Available Assets determined in accordance with Section B.3.1 shall be utilized for the purposes of this Section C.3.1. After payment of the amounts set forth in this Section C.3.1, the holders of Series D Preferred Stock shall not be entitled to any further distributions and the shares of Series D Preferred Stock shall be deemed cancelled and shall no longer be outstanding and the holders of such shares shall have no further rights in respect thereof.

3.2. Treatment of Reorganization. For purposes of this Section C.3, at the election of the Series D Majority Holders, a Reorganization shall be treated as a Liquidation. Upon the closing of any Reorganization, and as a condition to the consummation of the Reorganization, and prior to or concurrently with consideration from any such Reorganization being paid to the Corporation or to stockholders of the Corporation other than holders of Series D Preferred Stock, the Corporation shall pay, or cause to be paid, to the holders of Series D Preferred Stock, and each holder of Series D Preferred Stock shall be entitled to receive, in cash, securities or other property (subject to Section C.3.3 below), an amount per share of Series D Preferred Stock equal to the Series D Liquidation Amount (the "Series D Transaction Payment"). In connection with the calculation of the Series D Liquidation Amount for the purposes of this Section C.3.2, all of the consideration in the transaction payable with respect to any capital stock shall be deemed Available Assets (with respect to a Reorganization involving the sale of all or substantially all the assets of the Corporation, net of any liabilities of the Corporation not assumed or otherwise paid by the acquiring entity). In the event of a Reorganization involving the sale of shares by stockholders of the Corporation, the Available Assets shall be deemed to be the aggregate consideration to be paid to all selling stockholders in exchange for all or part of any capital stock of the Corporation divided by a fraction, the numerator of which is the total number of shares of Common Stock deemed to be sold pursuant to such Reorganization and the denominator of which is the sum of the total number of shares of Common Stock outstanding and the total number of shares of Common Stock issuable with respect to Common Stock Equivalents (as defined below) immediately prior to such Reorganization. Upon the payment in full of the Series D Transaction Payment, the shares of Series D Preferred Stock shall be deemed cancelled and shall no longer be outstanding and the holders of such shares shall have no further rights in respect thereof. In the case of any such transaction to which the provisions of Section C.5.7 also apply, the Series D Majority Holders shall have the right to elect to exercise the right set forth in Section C.5.7 for all of the holders of Series D Preferred Stock, in which case such transaction shall not be treated as a Liquidation for the purposes of this Section C.3.

3.3. Distributions Other than Cash. Whenever the distribution provided for in this Section D.3 shall be payable in whole or in part in property other than cash, the value of any property distributed shall be the fair market value of such property as reasonably determined in good faith by the Board of Directors of the Corporation.

4. Voting Power.

4.1. General. In addition to the specific voting rights of the Series D Preferred Stock provided in this Certificate of Incorporation, or as otherwise required by law, each holder of Series D Preferred Stock shall be entitled to vote together with the Common Stock and all other series and classes of stock permitted to vote with the Common Stock on all matters

submitted to a vote of the holders of the Common Stock (including, subject to Section C.4.2 below) election of directors). Each holder of Series D Preferred Stock shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Corporation at the same time and in the same manner as notice is given to all other stockholders entitled to vote at such meetings. For each vote in which holders of Series D Preferred Stock are entitled to participate, the holder of each share of Series D Preferred Stock shall be entitled to that number of votes per share to which such holder would have been entitled had such share of Series D Preferred Stock then been converted into shares of Common Stock pursuant to the provisions of Section C.5 hereof, at the record date for the determination of those holders entitled to vote on such matters or, if no such record date is established, at the date such vote is taken or any written consent of stockholders is solicited.

4.2. Election of Directors. For so long as any share of Series D Preferred Stock is outstanding, the holders of the Series D Preferred Stock voting as a separate class shall be entitled to elect three (3) members of the Corporation's Board of Directors at each meeting or pursuant to each consent of the Corporation's stockholders for the election of directors, and to remove from office any directors elected pursuant to this Section C.4 and to fill any vacancy caused by the death, resignation or removal of such directors. Notwithstanding anything to the contrary in this Section C.4.2, if, for any fiscal year set forth on Exhibit B of the Shareholders Agreement, the Corporation fails to achieve a minimum of fifty percent (50%) of the projected EBITDA as set forth in Exhibit B to the Shareholders Agreement, the holders of the Series D Preferred Stock voting as a separate class thereafter shall be entitled to elect four (4) members of the Corporation's Board of Directors. If, for an additional fiscal year following the initial failure to achieve a minimum of fifty percent (50%) of the projected EBITDA, the Corporation again fails to achieve a minimum of percent (50%) of the projected EBITDA as set forth in Exhibit B to the Shareholders Agreement, the holders of the Series D Preferred Stock voting as a separate class thereafter shall be entitled to elect five (5) members of the Corporation's Board of Directors.

5. Conversion. The holders of the Series D Preferred Stock shall have the following rights and be subject to the following obligations with respect to the conversion of such shares into shares of Common Stock:

5.1. Conversion Rate.

5.1.1. The number of shares of Common Stock which a holder of Series D Preferred Stock shall be entitled to receive upon conversion of such Series D Preferred Stock shall be the product obtained by multiplying (a) the number of shares of Series D Preferred Stock being converted at any time, by (b) the rate (the "Series D Conversion Rate") equal to the quotient obtained by dividing \$19.7859 by the "Series D Conversion Value." The initial Series D Conversion Value, subject to adjustment in accordance with this Section C.5, shall be \$19.7859. Notwithstanding anything to the contrary in this Section C.5.1.1, upon the consummation of a Reorganization or Qualified Public Offering that occurs prior to the third anniversary of the Series D Original Issuance Date (the "Clawback Period"), each share of Series D shall be convertible into Common Stock at the Series D Conversion Rate set forth below (subject to equitable adjustment following any changes in the Series D Conversion Value based upon the

Clawback Amounts (which shall remain constant)), based upon the Equity Value (as defined below) of the Corporation in such Reorganization or Qualified Public Offering:

<u>Equity Value</u>	<u>Series D Conversion Rate</u>	<u>Clawback Amount</u>	<u>Resulting Series D Ownership</u>
Less than \$250,000,000	1	0.0%	45.81%
\$250,000,000 - \$299,999,999	.896007382	2.7%	43.1%
\$300,000,000 - \$349,999,999	.801828871	5.4%	40.4%
\$350,000,000 - \$399,999,999	.715813505	8.1%	37.7%
\$400,000,000 - \$449,999,999	.636944030	10.8%	35.0%
\$450,000,000 - \$499,999,999	.564365475	13.5%	32.3%
\$500,000,000 and greater	.497354024	16.2%	29.6%

In the event of a Reorganization, the Equity Value of the Corporation shall be equal to the amount of the deemed Available Assets pursuant to Section C.3.2. In the event of a Qualified Public Offering, the Equity Value of the Corporation shall be equal to the product of (i) the number of shares of Common Stock outstanding immediately prior to the consummation of such Qualified Public Offering, assuming the conversion or exercise of all outstanding Common Stock Equivalents (as defined below), but excluding any options or warrants the exercise price of which equals or exceeds the price per share at which shares of Common Stock are sold to the public in the Qualified Public Offering, multiplied by (ii) the price per share at which shares of Common Stock are sold to the public in the Qualified Public Offering.

The "Resulting Series D Ownership" column above is the percentage of the Corporation's total number of outstanding shares of Common Stock, assuming the conversion or exercise of all Common Stock Equivalents (as defined below), including all shares of Common Stock available for issuance under the Corporation's equity incentive plans (the "Fully-Diluted Shares") represented by the Series D Preferred Stock at each Equity Value level following application of the Clawback. The "Clawback Amount" column is the amount by which the Resulting Series D Ownership percentage of the fully-diluted Shares is reduced at each Equity Value level.

The Conversion Rates in the above chart assume a total of 2,440,944 Fully-Diluted Shares, as set forth in the below chart:

<u>Security</u>	<u>Shares</u>
Common Stock	560,586
Series D Preferred Stock	1,118,214
Warrants	53,840
Option Plans	708,304
Total	<u>2,440,944</u>

If, after the Series D Original Issuance Date and prior to a Reorganization or Qualified Public Offering, the Corporation issues additional shares of Common Stock or Common Stock Equivalents (as defined below), or reserves additional shares of Common Stock or Common Stock Equivalents (as defined below) for issuance under its equity incentive plans, each Clawback Amount set forth above shall be reduced by the percentage equal to the percentage

that such additional securities represent of the Corporation's total Fully-Diluted Shares immediately following such issuance. For example, if the Corporation issues shares of Common Stock that, immediately following such issuance, represent ten percent (10%) of the Corporation's total Fully-Diluted Shares, the Clawback Amount percentages would be reduced as follows:

<u>Equity Value</u>	<u>Clawback Amount</u>
Less than \$250,000	0.00%
\$250,000,000 - \$299,999,999	2.43% (90% of 2.7%)
\$300,000,000 - \$349,999,999	4.86% (90% of 5.4%)
\$350,000,000 - \$399,999,999	7.29% (90% of 8.1%)
\$400,000,000 - \$449,999,999	9.72% (90% of 10.8%)
\$450,000,000 - \$499,999,999	12.15% (90% of 13.5%)
\$500,000,000 and greater	14.58% (90% of 16.2%)

The shares of Common Stock that a holder of Series D Preferred Stock is entitled to receive upon conversion pursuant to this Section C.5.1.1 are referred to as the "Standard Conversion Shares".

5.1.2. Notwithstanding anything to the contrary in this Certificate of Incorporation, if any shares of Series D Preferred Stock are converted in connection with an IPO, then the number of shares of Common Stock that a holder of Series D Preferred Stock shall be entitled to receive upon conversion of such shares of Series D Preferred Stock shall be equal to (a) the number of Standard Conversion Shares that such holder is entitled to receive pursuant to Section C.5.1.1, plus (b) a number of shares equal to the quotient obtained by dividing (i) the Series D Preference Amount that such holder would be entitled to receive in the event of a Liquidation that occurred on the date of the consummation of such IPO, by (ii) an amount equal to ninety-three percent (93%) of the price at which shares of stock were sold to the public in such IPO (the "Additional Conversion Shares"). Immediately upon such conversion, the Corporation shall redeem the Additional Conversion Shares at a price per share equal to the Series D Preference Amount, unless the Board of Directors of the Corporation, including at least one (1) director elected by the holders of Series D Preferred Stock, determines in good faith that the proceeds from the IPO are not sufficient to redeem all or any portion of such shares. If the Board of Directors of the Corporation determines that the proceeds from the IPO are sufficient to redeem only a portion of the Additional Conversion Shares, then each holder of Series D Preferred Stock shall receive the same ratio of cash and shares of Common Stock upon the conversion of such holder's shares of Series D Preferred Stock pursuant to this Section C.5.1.

5.2. Voluntary Conversion. Subject to and in compliance with the provisions of this Section C.5.1, at any time after the third anniversary of the Series D Original Issuance Date, each share of the Series D Preferred Stock may, at the option of the holder thereof, be converted at any time and from time to time into fully-paid and non-assessable shares of Common Stock.

5.3. Automatic Conversion.

5.3.1. Events Causing Conversion.

(a) Election of Holders. At any time after the third anniversary of the Series D Original Issuance Date, immediately upon the approval of the Series D Majority Holders, set forth in a written notice to the Corporation, of an election to convert all outstanding shares of Series D Preferred Stock to Common Stock, all outstanding shares of Series D Preferred Stock shall be converted automatically into the number of fully paid, non-assessable shares of Common Stock into which such shares of Series D Preferred Stock are convertible pursuant to this Section C.5 at the then-effective Series D Conversion Rate on the date of such approval, without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent.

(b) Qualified Public Offering. Immediately prior to the closing of an underwritten public offering on a firm commitment basis pursuant to an effective registration statement (other than on Form S-4 or S-8 on any successor forms thereto) filed pursuant to the Securities Act of 1933, as amended (the "Act"), covering the offer and sale of Common Stock for the account of the Corporation at a public offering price (prior to underwriters' discounts and expenses) equal to or exceeding \$98.95 per share of Common Stock (as adjusted for any stock dividends, combinations or splits with respect to such shares) and the aggregate proceeds to the Corporation (before deduction for underwriters' discounts and expenses relating to the issuance, including without limitation fees of the Corporation's counsel) of which exceed \$75,000,000 (a "Qualified Public Offering"), all outstanding shares of Series D Preferred Stock shall be converted automatically into the number of fully paid, non-assessable shares of Common Stock into which such shares of Series D Preferred Stock are convertible pursuant to this Section C.5 at the then-effective Series D Conversion Rate, as of the consummation of such underwritten public offering, without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent.

5.3.2. Surrender of Certificates Upon Mandatory Conversion. Upon the occurrence of the conversion event specified in the preceding Section, the holders of the Series D Preferred Stock shall, upon notice from the Corporation, surrender the certificates representing such shares at the office of the Corporation or its transfer agent for the Common Stock. The Corporation shall, as soon as practicable thereafter, issue and deliver to such holder a certificate or certificates for the number of shares of Common Stock into which the shares of Series D Preferred Stock so surrendered were convertible on the date on which the conversion occurred. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of surrender of the shares of Series D 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 holder of such shares of Common Stock on such date. The Corporation shall not be obligated to issue such certificates unless certificates evidencing such shares of Series D Preferred Stock being converted are either delivered to the Corporation or any such transfer agent, or the holder notifies the Corporation that such certificates have been lost, stolen or destroyed and executes an agreement reasonably satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection therewith.

5.4. Anti-Dilution Adjustments.

5.4.1. Adjustment of Conversion Value Upon Dilutive Issuances. If the Corporation shall, while there are any shares of Series D Preferred Stock outstanding, issue or sell any shares of its Common Stock or any Common Stock Equivalents (subject to the limitations set forth in Section C.5.4.6) without consideration or at a price per share or Net Consideration Per Share less than the Series D Conversion Value in effect immediately prior to such issuance or sale, then in each such case the Series D Conversion Value, except as hereinafter provided, shall be lowered so as to be equal to the price per share or Net Consideration Per Share at which the Corporation issued or sold such shares of Common Stock or Common Stock Equivalents.

5.4.2. Common Stock Equivalents.

(a) General. For the purposes of this Section C.5.4, the issuance of (i) any evidences of indebtedness, shares or other securities convertible into or exchangeable for shares of Common Stock ("Convertible Securities") and/or (ii) any warrants, options, subscription or purchase rights with respect to shares of Common Stock or Convertible Securities (each item described in clause (i) or clause (ii), individually, a "Common Stock Equivalent," and, collectively, "Common Stock Equivalents"), shall be deemed an issuance of Common Stock. Any obligation, agreement or undertaking to issue Common Stock Equivalents at any time in the future shall be deemed to be an issuance at the time such obligation, agreement or undertaking is made or arises. No adjustment of the Series D Conversion Value shall be made under this Section C.5.4 upon the issuance of any shares of Common Stock which are issued pursuant to the exercise, conversion or exchange of any Common Stock Equivalents.

(b) Adjustments for Adjustment, Cancellation or Expiration of Common Stock Equivalents. Should the Net Consideration Per Share of any such Common Stock Equivalents be decreased from time to time, then, upon the effectiveness of each such change, the Series D Conversion Value shall be lowered so as to be equal to such decreased Net Consideration Per Share.

5.4.3. Net Consideration Per Share. For purposes of this Section C.5.4, the "Net Consideration Per Share" which shall be receivable by the Corporation for any Common Stock issued upon the exercise or conversion of any Common Stock Equivalents shall be determined as follows:

(a) The "Net Consideration Per Share" shall mean the amount equal to the total amount of consideration, if any, received by the Corporation for the issuance of such Common Stock Equivalents, plus the minimum amount of consideration, if any, payable to the Corporation upon exercise, or conversion or exchange thereof, divided by the aggregate number of shares of Common Stock that would be issued if all such Common Stock Equivalents were exercised, exchanged or converted.

(b) The "Net Consideration Per Share" which shall be receivable by the Corporation shall be determined in each instance as of the date of issuance of Common

Stock Equivalents without giving effect to any possible future upward price adjustments or rate adjustments which may be applicable with respect to such Common Stock Equivalents.

5.4.4. Stock Dividends for Holders of Capital Stock Other Than Common Stock. In the event that the Corporation shall make or issue (otherwise than to holders of Common Stock), or shall fix a record date for the determination of holders of any capital stock of the Corporation other than holders of Common Stock entitled to receive, a dividend or other distribution payable in Common Stock or securities of the Corporation convertible into or otherwise exchangeable for shares of Common Stock of the Corporation, then such Common Stock or other securities issued in payment of such dividend shall be deemed to have been issued for a consideration of \$0.01.

5.4.5. Consideration Other than Cash. For purposes of this Section C.5.4, if a part or all of the consideration received by the Corporation in connection with the issuance of shares of the Common Stock or the issuance of any of the securities described in this Section C.5.4 consists of property other than cash, such consideration shall be deemed to have a fair market value as is reasonably determined in good faith by the Board of Directors of the Corporation.

5.4.6. Exceptions to Anti-dilution Adjustments; Basket for Reserved Employee Shares. This Section C.5.4.6 shall not apply to:

(a) any of the circumstances which would constitute an Extraordinary Common Stock Event (as defined below);

(b) Common Stock, or options, warrants or other rights to purchase shares of Common Stock (and any Common Stock issued upon exercise of any such options, warrants or other rights, not to exceed 708,304 shares of Common Stock in the aggregate (subject to equitable adjustment in the event of any stock dividend, stock split, combination, reorganization, recapitalization, reclassification or other similar event involving a change in the Common Stock of the Corporation) granted or issued to officers, employees, advisors, consultants or directors of the Corporation, pursuant to any stock option or stock purchase agreement, plan or other compensatory arrangement approved by the Board of Directors;

(c) Common Stock issued after the date hereof as a stock dividend or upon any subdivision or combination of shares of Common Stock or Preferred Stock;

(d) Common Stock issued upon conversion or exercise of any convertible securities (including, without limitation, upon the conversion of the shares of any series of the Company's Preferred Stock into Common Stock), options or warrants of the Corporation outstanding on the date hereof;

(e) Common Stock issued in connection with a bona fide business acquisition of or by the Corporation, whether by merger, consolidation, sale of assets, sale or exchange of stock or otherwise, approved by the Board of Directors;

(f) Common Stock issued after the date hereof in connection with a Qualified Public Offering; and

(g) Common Stock that is issued after the date hereof in connection with an lease line, equipment financing, bank financing, corporate partnering arrangement, joint venture or other similar arrangement and that is not intended to serve as an equity financing for the Corporation and is approved by the Board of Directors.

5.5. Adjustment Upon Extraordinary Common Stock Event. Upon the happening of an Extraordinary Common Stock Event, the Series D Conversion Value shall, simultaneously with the happening of such Extraordinary Common Stock Event, be adjusted by multiplying the Series D Conversion Value by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such Extraordinary Common Stock Event and the denominator of which shall be the number of shares of Common Stock outstanding immediately after such Extraordinary Common Stock Event, and the product so obtained shall thereafter be the Series D Conversion Value, which, as so adjusted, shall be readjusted in the same manner upon the happening of any successive Extraordinary Common Stock Event or Events.

An “Extraordinary Common Stock Event” shall mean (a) the issue of additional shares of Common Stock as a dividend or other distribution on outstanding shares of Common Stock, (b) a subdivision of outstanding shares of Common Stock into a greater number of shares of Common Stock, or (c) a combination or reverse stock split of outstanding shares of Common Stock into a smaller number of shares of Common Stock.

5.6. Adjustment Upon Certain Dividends. In the event the Corporation shall make or issue, or shall fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution (other than a distribution in liquidation or other distribution otherwise provided for herein) with respect to the Common Stock payable in (i) securities of the Corporation other than shares of Common Stock, or (ii) other assets (excluding cash dividends or distributions), then and in each such event provision shall be made so that the holders of the Series D Preferred Stock shall receive upon conversion thereof in addition to the number of shares of Common Stock receivable thereupon, the number of securities or such other assets of the Corporation which they would have received had their Series D Preferred Stock 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 Series D Conversion Date (as defined below), retained such securities or such other assets receivable by them, giving application to all other adjustments called for during such period under this Section C.5.

5.7. Adjustment Upon Capital Reorganization or Reclassification. If the Common Stock shall be changed into the same or different number of shares of any other class or classes of capital stock, whether by capital reorganization, recapitalization, reclassification or otherwise (other than an Extraordinary Common Stock Event), then and in each such event, upon the vote of the Series D Majority Holders, the holder of each share of Series D Preferred Stock shall have the right thereafter to convert such share into, in lieu of the number of shares of Common Stock which the holder would otherwise have been entitled to receive, the kind and amount of shares of capital stock and other securities and property receivable upon such reorganization, recapitalization, reclassification or other change by the holders of the number of shares of Common Stock into which such shares of Series D Preferred Stock could have been converted

immediately prior to such reorganization, recapitalization, reclassification or change, all subject to further adjustment as provided herein.

5.8. Certificate as to Adjustments; Notice by Corporation. In each case of an adjustment or readjustment of the Series D Conversion Rate or the Clawback Amount (as set forth in Section C.5.1.1), the Corporation at its expense will furnish each holder of Series D Preferred Stock so affected with a certificate prepared by the Treasurer or Chief Financial Officer of the Corporation, showing such adjustment or readjustment, and stating in detail the facts upon which such adjustment or readjustment is based.

5.9. Exercise of Conversion Privilege. To exercise its conversion privilege, a holder of Series D Preferred Stock shall surrender the certificate or certificates representing the shares being converted to the Corporation at its principal office, and shall give written notice to the Corporation at that office that such holder elects to convert such shares. Such notice shall also state the name or names (with address or addresses) in which the certificate or certificates for shares of Common Stock issuable upon such conversion shall be issued. The certificate or certificates for shares of Series D Preferred Stock surrendered for conversion shall be accompanied by proper assignment thereof to the Corporation or in blank. The date when such written notice is received by the Corporation, together with the certificate or certificates representing the shares of Series D Preferred Stock being converted, shall be the "Series D Conversion Date". As promptly as practicable after the Series D Conversion Date, the Corporation shall issue and deliver to the holder of the shares of Series D Preferred Stock being converted, or on its written order, such certificate or certificates as it may request for the number of whole shares of Common Stock issuable upon the conversion of such shares of Series D Preferred Stock in accordance with the provisions of this Section C.5.9, and cash, as provided in Section C.5.10, in respect of any fraction of a share of Common Stock issuable upon such conversion. Such conversion shall be deemed to have been effected immediately prior to the close of business on the Series D Conversion Date, and at such time the rights of the holder as holder of the converted shares of Series D Preferred Stock shall cease and the person(s) in whose name(s) any certificate(s) for shares of Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the shares of Common Stock represented thereby.

5.10. Cash in Lieu of Fractional Shares. No fractional shares of Common Stock or scrip representing fractional shares shall be issued upon the conversion of shares of Series D Preferred Stock. Instead of any fractional shares of Common Stock which would otherwise be issuable upon conversion of Series D Preferred Stock, the Corporation shall pay to the holder of the shares of Series D Preferred Stock which were converted a cash adjustment in respect of such fractional shares in an amount equal to the same fraction of the market price per share of the Common Stock (as determined in good faith by the Board of Directors) at the close of business on the Series D Conversion Date. The determination as to whether or not any fractional shares are issuable shall be based upon the aggregate number of shares or fractional shares of Series D Preferred Stock being converted at any one time by any holder thereof, not upon each share or fractional share of Series D Preferred Stock being converted. If the effected holder(s) of Series D Preferred Stock dispute the Board's determination of market price per share, the market price per share shall then be computed and determined by an independent public accounting firm, other than the accounting firm then engaged as the Corporation's independent auditors, agreed

upon by the Corporation and the effected holder(s) of Series D Preferred Stock, which computation shall be final and binding. Any fees and expenses incurred as a result of engaging an accounting firm pursuant to this Section shall be borne by the Corporation.

5.11. Partial Conversion. In the event some but not all of the shares of Series D Preferred Stock represented by a certificate(s) surrendered by a holder are converted, the Corporation shall execute and deliver to or on the order of the holder, at the expense of the Corporation, a new certificate representing the number of shares of Series D Preferred Stock which were not converted.

5.12. Reservation of Common Stock. 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 the Series D 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 the Series D Preferred Stock (including any shares of Series D Preferred Stock represented by any warrants, options, subscription or purchase rights for Series D 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 outstanding shares of the Series D Preferred Stock (including any shares of Series D Preferred Stock represented by any warrants, options, subscriptions or purchase rights for such Series D Preferred Stock), the Corporation shall take such action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

5.13. Issue Taxes. The Corporation shall pay any and all issue and other taxes (not including any income taxes) that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of the Series D Preferred Stock; provided, however, the Corporation shall not be required to pay any tax that may be payable in respect of any transfer involved in the issuance and delivery of any certificate in a name other than that of the holder of the shares of Preferred Stock converted.

6. Redemption.

6.1. Right to Redemption. At any time on or after the fifth anniversary of the Series D Original Issuance Date, or in the event of any of the following:

(a) the Corporation materially breaches or defaults under any representation, warranty, covenant or agreement contained in the Purchase Agreement (as defined below), the Investor Rights Agreement or the Shareholders Agreement or any provision of these designations of Series D Preferred Stock or the designations of Series D Preferred Stock, which such breach or default is not cured within fifteen (15) days thereof;

(b) the Corporation defaults under the terms of any material agreements relating to any obligations for borrowed money, which default is not cured within any grace or cure period applicable thereto; or

(c) the Corporation (i) becomes insolvent or generally fails to pay its debts as such debts become due, (ii) is adjudicated insolvent or bankrupt, (iii) admits in writing its inability to pay its debts, (iv) suffers a custodian, receiver or trustee for it or

substantially all of its property to be appointed and if appointed without its consent, not be discharged within sixty (60) days, (v) makes an assignment for the benefit of creditors, or (vi) commences proceedings under any law related to bankruptcy, insolvency, liquidation or the reorganization, readjustment or the release of debtors, or suffers any such proceedings to be instituted against it, and if contested by the Corporation, such proceedings are not dismissed or stayed within thirty (30) days,

upon the election of the Series D Majority Holders, the holders of shares of Series D Preferred Stock shall have the right to have all or any portion of the shares of Series D Preferred Stock held by all holders of Series D Preferred Stock redeemed by the Corporation pursuant to the provisions of this Section C.6. If the Series D Majority Holders elect to have the Corporation redeem shares of Series D Preferred pursuant to this Section C.6.1, such holders shall notify the Corporation in writing setting forth the number of shares of Series D Preferred Stock that such holders desire to have redeemed (a "Series D Redemption Notice"). Within ten (10) calendar days after the date of the Series D Redemption Notice, the Corporation shall notify in writing all holders of Series D Preferred Stock not included in the Series D Redemption Notice that the Series D Majority Holders have elected to have shares of Series D Preferred Stock redeemed and setting forth the amount that such holder of Series D Preferred Stock would be entitled to receive if such holder elected to have its shares of Series D Preferred Stock redeemed. Each holder of Series D Preferred Stock so notified shall have ten (10) calendar from the date of the Corporation's notice to elect to participate in the redemption by providing the Corporation written notice setting forth the number of shares of Series D Preferred Stock that such holder desires to have redeemed. The Corporation shall, to the extent it may lawfully do so, redeem the total number of shares of Series D Preferred Stock specified for redemption by the holders of Series D Preferred Stock. The Series D Redemption Price shall be paid by the Corporation on the date that is thirty (30) calendar days after the date of the Series D Redemption Notice (or the next day which is a business day if the fortieth day is not a business day) (the "Redemption Date"), or if the certificate of any holder representing shares to be redeemed has not been surrendered to the Corporation as provided in Section C.6.4, promptly following the Corporation's receipt of such certificate or lost stock affidavit.

6.2. Series D Redemption Price. The Corporation shall redeem such shares of Series D Preferred Stock from any source of funds legally available therefor, by paying in cash therefor a sum per share equal to the amount that the holders of Series D Preferred Stock would have received as the Series D Liquidation Amount in the event of a Liquidation on the date of the Series D Redemption Notice (the total amount of such payment is hereafter referred to as the "Series D Redemption Price"). In calculating the Series D Redemption Price, the Available Assets shall be deemed to be the aggregate fair market value of the equity of the Corporation, which amount shall be determined by the Board of Directors subject to the appraisal process set forth in Section C.3.1.

6.3. Insufficient Funds. If the funds of the Corporation legally available for redemption of shares of Series D Preferred Stock on the Redemption Date are insufficient to redeem the total number of shares of Series D Preferred Stock to be redeemed on such date, those funds that are legally available will be used to redeem the maximum possible number of such shares ratably among the stockholders holding such shares to be redeemed based upon the number of shares of Series D Preferred Stock owned by each such holder. The shares of Series

D Preferred Stock not redeemed shall remain outstanding and entitled to all the rights and preferences provided herein. At any time thereafter when additional funds of the Corporation are legally available for the redemption of shares of Series D Preferred Stock, such funds will immediately be used to redeem the balance of the shares that the Corporation was obligated to redeem on a Redemption Date but that it has not redeemed.

6.4.Surrender of Certificates. Except as provided herein, on or after the Redemption Date, the stockholders holding shares to be redeemed shall surrender to the Corporation the certificate or certificates representing such shares (or a lost stock affidavit) and thereupon the Redemption Price of such shares shall be payable to the order of the person whose name appears on such certificate or certificates as the owner thereof and each surrendered certificate shall be canceled. In the event fewer than all of the shares represented by any such certificate are redeemed, a new certificate shall be issued representing the unredeemed shares.

6.5.Rights Upon Redemption. From and after the Redemption Date, unless there shall have been a default in payment of the Series D Redemption Price, all rights of the holders of shares of Series D Preferred Stock designated for redemption (except the right to receive the Series D Redemption Price without interest upon surrender of their certificate or certificates) shall cease with respect to such shares at such time, and such shares shall not thereafter be transferred on the books of the Corporation or be deemed to be outstanding for any purpose whatsoever.

6.6.Inability or Failure to Redeem. If the shares of Series D Preferred Stock are not redeemed when required pursuant to this Section C.6.6 for any reason, including the unavailability of legal funds to effectuate a redemption or by reason of a default on the payment of the Series D Redemption Price, the holders of Series D Preferred Stock shall, from and after the Redemption Date, and until such redemption is effected in full, and in addition to any other rights or remedies such holders may be entitled to exercise: (a) be entitled to receive on the shares of Series D Preferred Stock which should have been redeemed on the Redemption Date (assuming legal funds were available and the Corporation were otherwise permitted to effectuate such redemption), cash dividends at an annual rate of fifteen percent (15%) of the Series D Redemption Price for such shares of Series D Preferred Stock had such shares been redeemed on the Redemption Date, which dividends shall be paid quarterly on March 31, June 30, September 30 and December 31, and (b) upon the earlier of (i) the first (1st) anniversary of the Redemption Date or (ii) the Corporation's failure to timely pay a dividend payment pursuant to Section C.6.6(a), be entitled to designate members to serve on the Board of Directors of the Corporation such that the designees of the holders of the Series D Preferred Stock would constitute a majority of the Board of Directors. If the holders of Series D Preferred Stock are entitled to designate additional directors pursuant to this Section C.6.6, then such additional directors shall be designated by the holders of a majority of the outstanding shares of Series D Preferred Stock; provided that if the holders of Series C Preferred Stock are entitled to designate directors pursuant to Section B.6.6, then such additional directors shall be designated by the holders of a majority of the outstanding shares of Series C Preferred Stock and Series D Preferred Stock, voting together as a single class. The Corporation shall, and the holders of Series D Preferred Stock shall have the right to, take such actions as it or they deem necessary or appropriate, in their sole judgment, to effect the foregoing.

7. Restrictions and Limitations. For so long as any shares of Series D Preferred Stock are outstanding, the holders of Series D Preferred Stock shall vote as a single class on, and the affirmative vote of the Series D Majority Holders shall be required to authorize, any action by the Corporation involving:

7.1. the authorization, creation, issuance, sale or grant of (a) any class or series of capital stock of the Corporation or (b) any bonds, debentures, notes or other obligations convertible into or exchangeable for, or having optional rights to purchase, capital stock of the Corporation, in each case, ranking, either as to payment of dividends, distribution of assets upon liquidation or otherwise, or redemption, senior to or on parity with the Series D Preferred Stock;

7.2. the reclassification of the Common Stock, or any other class or series of capital stock of the Corporation junior to the Series D Preferred Stock into capital stock of the Corporation of any class or series ranking, either as to payment of dividends, distribution of assets upon liquidation or otherwise, or redemption, senior to or on a parity with the Series D Preferred Stock;

7.3. any alteration or modification to the designations, powers, preferences, rights or qualifications, limitations or restrictions of the Series D Preferred Stock (by recapitalization, merger, consolidation or otherwise);

7.4. any increase in the authorized number of shares of Series D Preferred Stock, or the issuance, sale or grant of additional shares of Series D Preferred Stock;

7.5. the creation, authorization, reservation, issuance, sale or grant of shares of Common Stock or Common Stock Equivalents to officers, employees, directors or consultants of the Corporation pursuant to any plan, agreement or other arrangements, other than options to acquire up to 708,304 shares of Common Stock granted pursuant to the Employee Plan (as defined below);

7.6. the declaration or payment of dividends or any other distribution, direct or indirect on account of any shares of capital stock ranking junior to the Series D Preferred Stock, or the setting aside of any funds for any such purpose;

7.7. the redemption, repurchase or other acquisition by the Corporation of capital stock or other securities of the Corporation, except for (a) the redemption of the Series C Preferred Stock or Series D Preferred Stock as provided in this Certificate of Incorporation and (b) repurchases or other acquisitions of shares of Common Stock of the Corporation at a purchase price not in excess of the original purchase price of such shares from employees of the Corporation upon such employees' termination of employment from the Corporation pursuant to the terms and conditions of agreements which provide the Corporation the right to repurchase such shares upon termination of employment;

7.8. any (a) Liquidation, or (b) Reorganization;

7.9. the incurrence of indebtedness of the Corporation, other than trade payables in the ordinary course of business and asset-based senior debt from a bank or other financial institution;

7.10. any amendment, alteration, restatement or other change to any provision of the Certificate of Incorporation or the Bylaws of the Corporation which (by recapitalization, merger, consolidation or otherwise) adversely affects the rights, privileges and preferences of the Series D Preferred Stock or the limitation of liability or indemnification of directors;

7.11. any increase or decrease in the authorized number of directors comprising the Board;

7.12. any substantial change in the business of the Corporation as it is presently conducted;

7.13. the acquisition, by way of merger or direct stock purchase, of an unaffiliated entity by the Corporation or the acquisition, by way of asset purchase, of all or substantially all of the assets of an unaffiliated entity;

7.14. the making of any capital expenditure that causes the aggregate of all of the Corporation's capital expenditures in any fiscal year to exceed by more than ten percent (10%) the aggregate amount budgeted by the Corporation for capital expenditures during such fiscal year;

7.15. the creation of any subsidiary or the acquisition of an equity interest equal to or greater than twenty percent (20%) in any other entity; or

7.16. the creation of any certain corporate partnering arrangement, unless approved by at least one director elected by the holders of Series D Preferred Stock.

8. No Dilution or Impairment. The Corporation will not, by amendment of its Certificate of Incorporation or through any reorganization, transfer of capital stock or 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 of the Series D Preferred Stock set forth herein, but will at all times in good faith assist in the carrying out of all such terms. Without limiting the generality of the foregoing, the Corporation (a) will not increase the par value of any shares of stock receivable on the conversion of the Series D Preferred Stock above the amount payable therefor on such conversion, and (b) will take such action as may be necessary or appropriate in order that the Corporation may validly and legally issue fully paid and non-assessable shares of stock on the conversion of all Series D Preferred Stock from time to time outstanding.

9. Notices of Record Date. In the event of (a) any 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 dividends or other distribution, or any right to subscribe for, purchase or otherwise acquire any shares of capital stock of any class or any other securities or property, or to receive any other right, or (b) any Reorganization, or (c) any Liquidation, then and in each such event the Corporation shall mail or cause to be mailed to each holder of Series D Preferred Stock a notice specifying (i) the date on which any such record is to be taken for the purpose of such dividend, distribution or right and a description of such dividend, distribution or right, (ii) the date on which any such Reorganization or Liquidation is expected to become effective, and (iii) the time, if any, that is to be fixed, as to when the holders of record of Common Stock (or

other securities) shall be entitled to exchange their shares of Common Stock (or other securities) for securities or other property deliverable upon such Reorganization or Liquidation. Such notice shall be mailed by first class mail, postage prepaid, at least twenty (20) calendar days prior to the date specified in such notice on which action is being taken.

10. Status of Converted or Repurchased Series D Preferred Stock. Any share or shares of Series D Preferred Stock acquired by the Corporation by reason of conversion, redemption or otherwise shall be canceled and shall not be reissued for any purpose. Upon the cancellation of all outstanding shares of Series D Preferred Stock, the provisions of this Chapter C regarding the Description and Designation of Series D Preferred Stock shall terminate and have no further force and effect.

FIFTH: Unless and except to the extent that the by-laws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

SIXTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the Corporation is expressly authorized to make, amend, alter, change or repeal the by-laws of the Corporation, subject to the power of the stockholders of the Corporation to alter or repeal any by-law whether adopted by them or otherwise.

SEVENTH: The management of the business and the conduct of the affairs of the Corporation shall be vested in the Corporation's Board of Directors. Subject to the provisions of this Certificate of Incorporation, the number of directors constituting the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws of the Corporation.

EIGHTH: A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

NINTH: The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such persons unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors of the Corporation. The right to indemnification conferred by this Article NINTH shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

The Corporation may, to the extent authorized from time to time by the Board of Directors of the Corporation, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article NINTH to directors and officers of the Corporation.

The rights to indemnification and to the advancement of expenses conferred in this Article NINTH shall not be exclusive of any other right which any person may have or hereafter acquire under this Certificate of Incorporation, the by-laws of the Corporation, any statute, agreement, vote of the stockholders of the Corporation or disinterested directors of the Corporation or otherwise.

Any amendment, modification or repeal of this Article NINTH shall not adversely affect any rights to indemnification and to the advancement of expenses of a director or officer of the Corporation hereunder in respect of any act or omission occurring prior to the time of such existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such amendment, modification or repeal.

TENTH: The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this article.

ELEVENTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under § 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or any receiver or receivers appointed for this Corporation under § 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

TWELFTH: Subject to the rights of the holders of any series of Preferred Stock, any vote or votes authorizing liquidation of the Corporation or proceedings for its dissolution may provide, subject to the rights of creditors and the rights expressly provided for particular classes or series of capital stock, for the distribution among the stockholders of the Corporation

of the assets of the Corporation as provided herein, wholly or in part or in kind, whether such assets be in cash or other property, and may authorize the Board of Directors of the Corporation to determine the valuation of the different assets of the Corporation for the purpose of such liquidation and may divide or authorize the Board of Directors to divide such assets or any part thereof among the stockholders of the Corporation, in such manner that every stockholder will receive a proportionate amount in value (determined as provided herein) of cash or property of the Corporation upon such liquidation or dissolution even though each stockholder may not receive a strictly proportionate part of each such asset.

THIRTEENTH: Stockholders of the Corporation shall not have the right to cumulate their votes for the election of directors of the Corporation.

FOURTEENTH: The name and mailing address of the incorporator is as follows:

Name:

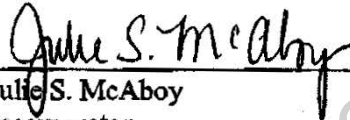
Julie S. McAboy

Address:

Morgan, Lewis & Bockius LLP
1701 Market Street
Philadelphia, PA 19103

[SIGNATURE ON FOLLOWING PAGE]

I, **THE UNDERSIGNED**, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the DGCL, do make this Certificate, hereby declaring and certifying that this is my act and deed, and accordingly have hereunto set my hand this 27th day of March, 2003.


Julie S. McAboy
Incorporator