

# THE RECORD REPORTER

~ SINCE 1914 ~

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AZ Corp. Commission



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A.C.C. CORPORATIONS DIV.  
RECEIVED

MAY 05 2008

TARA DEMARCO  
PHOENIX LAW GROUP  
8765 E BELL RD #110  
SCOTTSDALE, AZ - 85260

RR# 1332205

## RESTATED ARTICLES OF INCORPORATION OF CELERITIVE TECHNOLOGIES, INC.

It is hereby certified that:

1. The name of the company is Celeritive Technologies, Inc., an Arizona corporation (hereinafter called the "Corporation").

2. Following are Restated Articles of Incorporation of the Corporation.

3. The Restated Articles of Incorporation include an amendment to the Articles requiring shareholder approval.

4. The Board of Directors of the Corporation, pursuant to the authority expressly vested in it, on March 10, 2008, duly adopted the Restated Articles of Incorporation of the Corporation.

5. Pursuant to A.R.S. 10-1007, the Restated Articles of Incorporation were approved by the shareholders of the Corporation on March 10, 2008 pursuant to an Action by Unanimous Written Consent in Lieu of Special Meeting. There were 200,000 shares of common stock outstanding on the date of adoption all of which were voted in favor of adopting the Restated Articles of Incorporation.

6. Pursuant to the provisions of A.R.S. Sections 10-1007, the undersigned Corporation hereby restates in its entirety the Articles of Incorporation as follows:

ARTICLE 1. NAME The name of the Corporation is Celeritive Technologies, Inc.

ARTICLE 2. PURPOSE The purpose for which this Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

ARTICLE 3. INITIAL PURPOSE The Corporation intends to conduct the business of developing, designing engineering, marketing, selling and distributing software, and licensing the use of such software.

ARTICLE 4. AUTHORIZED CAPITAL The Corporation shall have the authority to issue One Million (1,000,000) shares of common stock without par value and Five Hundred Thousand (500,000) shares of preferred stock, without par value.

The Board of Directors of the Corporation has the authority to issue any or all of the shares of preferred stock in one (1) or more series and by resolution or resolutions to establish the designation and number and to fix the relative rights and preferences of each series to be issued.

4.1. 8% Series A Convertible Preferred Stock One Hundred Thousand shares of preferred stock are hereby designated as 8% Series A Convertible Preferred Stock (the "Series A Preferred Stock").

4.2. Original Issue Price The original Series A issue price is \$12.50 per share of Series A Preferred Stock ("Original Issue Price").

4.3. Rank The Series A Preferred Stock shall rank: (i) junior to any other class or series of capital stock of the Corporation hereafter created specifically ranking by its terms senior

to the Series A Preferred Stock (collectively, the "Senior Securities"); (ii) prior to the Corporation's common stock, no par value per share ("common stock"); (iii) prior to any class or series of capital stock of the Corporation hereafter created not specifically ranking by its terms senior to or on parity with any Series A Preferred Stock of whatever subdivision (collectively, with the common stock, the "Junior Securities"); and (iv) on parity with any class or series of capital stock of the Corporation hereafter created specifically ranking by its terms on parity with the Series A Preferred Stock ("Parity Securities") in each case as to distributions of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

4.4. Dividends The Series A Preferred Stock will bear an annual dividend of Eight Percent (8%) of the Original Issue Price, which dividend will not be automatically payable, but only payable upon the unanimous consent of the members of the Board of Directors, and which will be cumulative and accrue annually until paid. The dividend declaration date will be January 1 of each year and be pro-rated for any shares of Series A Preferred Stock not outstanding on January 1 of the prior calendar year. The record date if not otherwise established by the board of directors, will be December 1 of the calendar year prior to the date of declaration.

4.5. Liquidation Preference (a) In the event of any liquidation, dissolution or winding up of the Corporation ("Liquidation Event") either voluntary or involuntary, the then holders of shares of Series A Preferred Stock shall be entitled to receive immediately after any distributions to Senior Securities required by the Corporation's Articles of Incorporation or any certificate of designation and prior in preference to any distribution to Junior Securities but in parity with any distribution to Parity Securities, an amount per share equal to the Original Issue Price as adjusted, plus declared and unpaid dividends, for each outstanding share of Series A Preferred Stock. If upon the occurrence of a Liquidation Event and after payment in full of the preferential amounts with respect to the Senior Securities, the assets and funds available to be distributed among the holders of the Series A Preferred Stock and Parity Securities shall be insufficient to permit the payment to such holders of the full preferential amounts due to the holders of the Series A Preferred Stock and the Parity Securities, respectively, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of the Series A Preferred Stock and the Parity Securities, pro rata, based on the respective liquidation amounts to which each such series of stock is entitled by the Corporation's Articles of Incorporation and any certificate(s) of designation relating thereto.

## AFFIDAVIT OF PUBLICATION

Reference #:

Notice Type: AM - ARTS OF AMENDMENT TO ART OF INC

Ad Description: 13623276 CELERITIVE TECHNOLOGIES, INC.

- 1362327-6

I, DIANE HEUEL, am authorized by the publisher as agent to make this affidavit. Under oath, I state that the following is true and correct.

THE RECORD REPORTER is a newspaper of general circulation published Monday, Wednesday and Friday except legal holidays, in the County of Maricopa, State of Arizona. The copy hereto attached is a true copy of the advertisement as published on the following dates:

05/05/2008, 05/07/2008, 05/09/2008

State Of Arizona)  
)ss.  
County Of Maricopa)

Subscribed and sworn to before me on the 5TH day of MAY, 2008



ANNETTE R. ACOSTA  
Notary Public - Arizona  
Maricopa County  
Expires 10/15/2010



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