

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "LIBERTECH INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF APRIL, A.D. 1995, AT 12:30 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.

EXHIBIT 14



Edward J. Freel

Edward J. Freel, Secretary of State

2300985 8100

950073174

AUTHENTICATION:

7460046

DATE:

04-03-95

**RESTATED
CERTIFICATE OF INCORPORATION
OF
LIBERTECH INC.**

Libertech Inc., a corporation organized and existing under the laws of the State of Delaware, does hereby certify:

1. The name of the corporation is Libertech, Inc. The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on June 15, 1992.
2. The amendment and restatement herein set forth has been duly approved by the Board of Directors of the corporation and by the stockholders of the corporation pursuant to Section 242 of the General Corporation Law of the State of Delaware ("Delaware Law").
3. The amendment and restatement herein set forth has been duly adopted pursuant to Section 245 of the Delaware Law. This Restated Certificate of Incorporation restates and integrates and further amends the provision of the corporation's Certificate of Incorporation as heretofore amended.
4. The text of the Certificate of Incorporation is hereby restated and amended to read in its entirety as follows:

ARTICLE I

The name of the corporation is Libertech Inc.

ARTICLE II

The address of the registered office of the corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

(A) Classes of Stock. The corporation shall be authorized to issue two classes of stock to be designated, respectively, "Preferred Stock" and "Common Stock". The number of shares of Preferred Stock authorized to be issued is Two Million (2,000,000) and the number of shares of Common Stock authorized to be issued is Twenty Million (20,000,000). The Preferred Stock and the Common Stock shall each have a par value of \$0.001 per share.

(B) Preferred Stock. The shares of Preferred Stock may be issued from time to time in one or more series pursuant to a resolution or resolutions providing for such issue duly adopted by the Board of Directors. The Board of Directors of the corporation is expressly authorized, by filing a certificate pursuant to the applicable law of the State of Delaware, to: (i) establish from time to time the number of shares to be included in each such series; (ii) fix the voting powers, designations, powers, preferences and relative, participating, optional or other rights of the shares of each such series and the qualifications, limitations or restrictions thereof, including but not limited to the fixing or alteration of the dividend rights, dividend rate, conversion rights, conversion rate, voting rights, rights and terms of redemption (including sinking fund provisions), the redemption price or prices, and the liquidation preferences of any wholly unissued series of shares of Preferred Stock; and (iii) increase or decrease the number of shares of any series subsequent to the issue of shares then outstanding. In case the number of shares of any series shall be so decreased, the number of shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series. The first such series shall be designated "Series A Preferred Stock" and shall consist of Five Hundred Ninety-Six Thousand (596,000) shares. The second such series shall be designated "Series B Preferred Stock" and shall consist of One Million (1,000,000) shares. The rights, preferences, privileges and restrictions granted to or imposed upon the Series A Preferred Stock and the Series B Preferred Stock are as follows:

1. Dividend Provisions.

(a) Dividend Rights of Series A Preferred Stock and Series B Preferred Stock. The holders of the outstanding Series A Preferred Stock and Series B Preferred Stock shall be entitled to receive dividends, when and as declared by the Board of Directors of the corporation, out of any assets at the time legally available therefor, at the rate of Six Cents \$0.06 per share per annum, and \$0.137 per share per annum, respectively, payable in preference and priority to any payment of any dividend on Common Stock and payable quarterly or as the Board of Directors may from time to time determine. Such dividends shall not be cumulative (except in the case of a liquidation under Section 2) so that if such dividends in respect of any fiscal quarter of the corporation (calculated at said rate per share per annum) shall not have been paid on, or declared and set apart for, all shares of Series A Preferred Stock and Series B Preferred Stock at the time outstanding, no right shall accrue to the holders of Series A Preferred Stock and Series B Preferred Stock by reason of the fact that dividends on said shares

are not declared or paid with respect to any fiscal year of the corporation. No undeclared or unpaid dividends shall bear or accrue interest.

(b) Dividend Rights of Common Stock. Dividends may be declared and paid upon Common Stock in any fiscal year of the corporation if dividends shall have been paid or declared and set apart upon all shares of Series A Preferred Stock and Series B Preferred Stock at the annual rates set forth in Section 1(a) above for each quarter of such fiscal year of the corporation, including the fiscal quarter in which such dividends upon Common Stock are declared; provided, however, that if dividends are declared on Common Stock, dividends must likewise be declared at the same rate (assuming, for such purpose, the conversion of all outstanding shares of Series A Preferred Stock and Series B Preferred Stock into Common Stock as provided in Section 3 hereof) with respect to the outstanding Series A Preferred Stock and Series B Preferred Stock, and payment of any such dividends shall be made contemporaneously to the holders of Series A Preferred Stock, Series B Preferred Stock and Common Stock.

(c) Consent. Each holder of an outstanding share of Preferred shall be deemed to have consented to any distributions made by the corporation in connection with the repurchase of shares of Common issued to or held by officers, directors, employees or consultants of the corporation or its subsidiaries upon termination of their employment or services pursuant to agreements or as otherwise set forth in the Bylaws of the corporation providing for the right of said repurchase between the corporation and such persons.

2. Liquidation Preference. In the event of any liquidation, dissolution, or winding up of the corporation (or the deemed occurrence of such event pursuant to subsection (d) below), either voluntary or involuntary, distributions to the shareholders of the corporation shall be made in the following manner:

(a) Amount of Liquidation Preference. The holders of the Series A Preferred Stock and Series B Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the corporation to the holders of the Common Stock by reason of their ownership of such stock, the amount of \$1.00 per share for each share of Series A Preferred Stock then held by them and the amount of \$2.283906 for each share of Series B Preferred Stock then held by them, adjusted for any combinations, consolidations, or stock distributions or dividends with respect to such shares and, in addition, an amount equal to all accrued but unpaid dividends on the Series A Preferred Stock and Series B Preferred Stock, respectively.

If the assets and funds thus available for distribution among the holders of the Series A Preferred Stock and the Series B Preferred Stock shall be insufficient to permit the payment to such holders of their full aforesaid preferential amount, then the entire amount of the assets and funds of the corporation legally available for distribution shall be distributed ratably among the holders of the Series A Preferred Stock and Series B Preferred Stock in such a manner that the amount to be distributed to each holder of Series A Preferred Stock and Series B Preferred Stock

shall equal the amount obtained by multiplying the entire assets and funds of the corporation legally available for distribution hereunder by a fraction, the numerator of which shall be the sum of the products obtained by multiplying the number of shares of Series A Preferred Stock and Series B Preferred Stock then held by the holder by the respective liquidation preference of the Series A Preferred Stock and Series B Preferred Stock, and the denominator of which shall be the sum of the products obtained by multiplying the total number of shares of Series A Preferred Stock and Series B Preferred Stock then outstanding by the respective liquidation preference of the Series A Preferred Stock and the Series B Preferred Stock.

(b) Distribution after Payment of Liquidation Preference. After payment has been made to the holders of the Series A Preferred Stock and the Series B Preferred Stock of the full preferential amount set forth in Section 2(a) above, the entire remaining assets and funds of the corporation legally available for distribution, if any, shall be distributed ratably among the holders of the Series A Preferred Stock and Series B Preferred Stock, subject to the limitations set forth below, and the holders of Common Stock in a manner such that the amount distributed to each holder of the corporation's capital stock shall equal the amount obtained by multiplying the entire assets and funds of the corporation legally available for distribution pursuant to this Section 2(b) by a fraction, the numerator of which shall be the sum of the number of shares of Common Stock then held by the holder and the number of shares of Common Stock issuable upon conversion of the shares of the Series A Preferred Stock and Series B Preferred Stock then held by the holder, and the denominator of which shall be the sum of the total number of shares of Common Stock then outstanding and the total number of shares of Common Stock issuable upon conversion of the total number of shares of the Series A Preferred Stock and Series B Preferred Stock then outstanding; provided, however, that at such time as the distribution of liquidation preferences pursuant to this Article IV, Section 2 (including subsections (a) and (b) hereof) shall equal (i) \$2.00 per share of Series A Preferred Stock or (ii) \$4.567812 per share of Series B Preferred Stock, such holders of Series A Preferred Stock and Series B Preferred Stock, as the case may be, shall not be entitled to any further distribution pursuant to this subsection 2(b) with respect to shares of Series A Preferred Stock or Series B Preferred Stock, as the case may be. Thereafter, any remaining assets and funds legally available for distribution hereunder shall be distributed solely to the holders of the Common Stock in a manner such that the remaining amount distributed to each holder of Common Stock shall equal the amount obtained by multiplying the entire assets and funds of the corporation legally available for distribution hereunder by a fraction, the numerator of which shall be the number of shares of Common Stock then held by such holder, and the denominator of which shall be the total number of shares of Common Stock then outstanding.

(c) Shares not Treated as Both Preferred Stock and Common Stock in any Distribution. Shares of Preferred Stock shall not be entitled to be converted into shares of Common Stock in order to participate in any distribution, or series of distributions, as shares of Common Stock, without first foregoing participation in the distribution, or series of distributions, as shares of Preferred Stock.

(d) Events Deemed a Liquidation. In the event of (i) a merger or consolidation of the corporation with or into any other corporation or any other person or entity, other than a wholly-owned subsidiary of the corporation, (ii) any other corporate reorganization, or (iii) a sale of all or substantially all of the assets of the corporation, unless shareholders of the corporation immediately prior to such a subsection (i), (ii) or (iii) transaction are holders of at least a majority of the voting securities of the surviving or acquiring corporation immediately thereafter, such event shall be treated as a liquidation, dissolution or winding up within the meaning of this Section 2.

3. Conversion. The holders of the Series A Preferred Stock and Series B Preferred Stock shall have conversion rights as follows:

(a) Right to Convert and Automatic Conversion.

(i) The Series A Preferred Stock shall be convertible, at the option of the respective holders thereof, at any time at the office of this corporation or any transfer agent for such shares, into fully paid and non-assessable shares of Common Stock (calculated to the nearest one-hundredth of a share, fractions of less than one-hundredth of a share being disregarded) of this corporation, based upon the applicable Series A Conversion Price (as defined below) in effect at the time of conversion. The number of shares of Common Stock into which each share of Series A Preferred Stock may be converted shall be equal to \$1.00 divided by the then current Series A Conversion Price. The price at which each share of Common Stock shall be deliverable upon conversion of the Series A Preferred Stock (herein sometimes referred to as the "Series A Conversion Price") shall initially be \$1.00. Such initial Series A Conversion Price shall be subject to adjustment from time to time in certain instances, as hereinafter provided in this Section 3. This corporation shall make no payment or adjustment on account of any declared but unpaid dividends on the shares of the Series A Preferred Stock surrendered for conversion.

(ii) The Series B Preferred Stock shall be convertible, at the option of the respective holders thereof, at any time at the office of this corporation or any transfer agent for such shares, into fully paid and non-assessable shares of Common Stock (calculated to the nearest one-hundredth of a share, fractions of less than one-hundredth of a share being disregarded) of this corporation, based upon the applicable Series B Conversion Price (as defined below) in effect at the time of conversion. The number of shares of Common Stock into which each share of Series B Preferred Stock may be converted shall be equal to \$2.283906 divided by the then current Series B Conversion Price. The price at which each share of Common Stock shall be deliverable upon conversion of the Series B Preferred Stock (herein sometimes referred to as the "Series B Conversion Price") shall initially be \$2.283906. Such initial Series B Conversion Price shall be subject to adjustment from time to time in certain instances, as hereinafter provided in this Section 3. This corporation shall make no payment or adjustment on account of any declared but unpaid dividends on the shares of the Series B

Preferred Stock surrendered for conversion. The Series A Conversion Price and the Series B Conversion Price are sometimes referred to herein, collectively, as the "Conversion Prices".

(iii) Each share of Series A Preferred Stock and Series B Preferred Stock shall automatically be converted into shares of Common Stock at the then effective Series A Conversion Price or Series B Conversion Price, if applicable, immediately upon the first to occur of the following: (A) the closing of an underwritten public offering covering the corporation's Common Stock pursuant to an effective registration statement under the Securities Act of 1933, as amended, where the gross proceeds to the corporation are at least \$10,000,000 and the per share public offering price is at least \$5.00, as presently constituted; or (B) at such time as the consent of the holders of at least a majority of the then-outstanding shares of Preferred Stock to such conversion has been obtained.

(b) Mechanics of Conversion. Before any holder of shares of the Preferred Stock shall be entitled to convert the same into shares of Common Stock, the holder shall surrender the certificate or certificates therefor, duly endorsed in blank or accompanied by proper instruments of transfer, at the office of this corporation or of any transfer agent for the shares of the Preferred Stock and shall give written notice to this corporation at such office that such holder elects to convert the same and shall state in writing therein the name or names in which such holder wishes the certificate or certificates for shares of Common Stock to be issued. This corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of shares of the Preferred Stock or to such holder's nominee or nominees, certificates for the number of full shares of Common Stock to which such holder shall be entitled, as aforesaid, together with cash in lieu of any fraction of a share as hereinafter provided in this Section 3. Such conversion shall be deemed to have been made as of the date of such surrender of the shares of the Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on said date.

(c) Adjustment for Stock Splits and Combinations. If the corporation shall at any time or from time to time after the Issue Date (as defined below in this subsection (c)) effect a subdivision of the outstanding Common Stock, the Conversion prices then in effect immediately before that subdivision shall be proportionately decreased, and conversely, if the corporation shall at any time or from time to time after the Issue Date combine the outstanding shares of Common Stock, the Conversion Prices then in effect immediately before the combination shall be proportionately increased. Any adjustment under this subsection (c) shall become effective at the close of business on the date the subdivision or combination becomes effective. "Issue Date" for Series A Preferred Stock and the Series B Preferred Stock shall mean the date of the filing of this Restated Certificate of Incorporation with the Delaware Secretary of State.

(d) Adjustment for Certain Dividends and Distributions. In the event the corporation at any time, or from time to time after the Issue Date shall make or issue, or fix

a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in additional shares of Common Stock, then and in each such event the Conversion Prices then in effect shall be decreased as of the time of such issuance or, in the event such a record date shall have been fixed, as of the close of business on such record date, by multiplying the Conversion Prices then in effect by a fraction:

(i) the numerator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and

(ii) the denominator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution; provided, however, that if such record date shall have been fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Conversion Prices shall be recomputed accordingly as of the close of business on such record date and thereafter Conversion Prices shall be adjusted pursuant to this subsection (d) as of the time of actual payment of such dividends or distributions.

(e) Adjustments for Other Dividends and Distributions. In the event the corporation at any time or from time to time after the Issue Date shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in securities of the corporation other than shares of Common Stock, then and in each such event provision shall be made so that the holders of Preferred Stock shall receive upon conversion thereof in addition to the number of shares of Common Stock receivable thereupon, the amount of securities of the corporation which they would have received had their Preferred Stock been converted into Common Stock on the date of such event and had thereafter, during the period from the date of such event to and including the conversion date, retained such securities (together with any distributions payable thereon during such period) receivable by them as aforesaid during such period, giving application to all adjustments called for during such period under this Section 3 with respect to the rights of the holders of the Preferred Stock.

(f) Adjustment for Reclassification, Exchange or Substitution. If the Common Stock issuable upon the conversion of the Preferred Stock shall be changed into the same or different number of shares of any other class or classes of stock, by capital reorganization, involving exchange, substitution, reclassification or otherwise (other than a subdivision or combination of shares or stock dividend provided for above, or a reorganization, merger, consolidation or sale of assets provided for below in this Section 3), then and in each such event the holder of each share of Preferred Stock shall have the right thereafter to convert each such share into the kind and amount of shares of stock and other securities and property receivable upon such reorganization, reclassification or other change, as holders of the number of shares of Common Stock into which such shares of Preferred Stock might have been

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

(g) Reorganization, Merger, Consolidation or Sale of Assets. If at any time or from time to time there shall be a capital reorganization of the Common Stock (other than a subdivision, combination, reclassification or exchange of shares provided for elsewhere in this Section 3) or a merger or consolidation of the corporation with or into another corporation, or the sale of all or substantially all of the corporation's properties and assets to any other person, then, as a part of such reorganization, merger, consolidation or sale, provision shall be made so that the holders of the Preferred Stock shall thereafter be entitled to receive upon conversion of such Preferred Stock the number of shares of stock or other securities or property of the corporation, or of the successor corporation resulting from such reorganization, merger, consolidation or sale, to which a holder of Common Stock deliverable upon conversion would have been entitled on such capital reorganization, merger, consolidation or sale. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 3 with respect to the rights of the holders of the Preferred Stock after the reorganization, merger, consolidation or sale to the end that the provisions of this Section 3 (including adjustment of the Conversion Prices then in effect and the number of shares receivable upon conversion of the Preferred Stock) shall be applicable after that event as nearly equivalent as may be practicable.

(h) Sale of Shares Below Conversion Price.

(i) If at any time or from time to time after the Issue Date the corporation shall issue or sell Additional Shares of Common Stock (as defined in Section 3(i) below), other than as a dividend or other distribution on any class of stock as provided in subsections (d) and (e) above and other than upon a subdivision or combination of shares of Common Stock as provided in subsection (c) above, for a consideration per share less than the then applicable Conversion Prices, then and in each case the Conversion Prices shall be reduced, as of the opening of business on the date of such issue or sale, to a price determined by multiplying the Conversion Prices by a fraction, the numerator of which shall be (x) the number of shares of Common Stock outstanding at the close of business on the day next preceding the date of such issue or sale, plus (y) the number of shares of Common Stock which the aggregate consideration received by the corporation for the total number of Additional Shares of Common Stock so issued would purchase at the Conversion Prices and the denominator of which shall be the number of shares of Common Stock outstanding at the close of business on the date of such issue or sale after giving effect to the issuance of such Additional Shares of Common Stock. For purposes of this Section 2(h) and except as provided below, references to "Common Stock" shall include Common Stock receivable upon conversion of Convertible Securities and upon exercise of all Options outstanding on the date immediately preceding date of the issuance of Additional Shares of Common Stock, except that shares of Common Stock subject to Options shall not be included to the extent that the per share exercise price is greater than the then-current fair market value of such Common Stock, as determined in good faith by the Board of Directors.

(ii) For the purpose of making any adjustment in the Conversion Prices or number of shares of Common Stock receivable on conversion of Preferred Stock as provided in this subsection (h), the consideration received by the corporation for any issue or sale of securities shall:

(A) to the extent it consists of cash, be computed at the amount of cash received by the corporation before deduction of any expenses payable by the corporation and any underwriting or similar commissions, compensations, or concessions paid or allowed by the corporation in connection with such issue or sale;

(B) to the extent it consists of property other than cash, be computed at the fair value of that property as determined in good faith by the Board of Directors; and

(C) if Additional Shares of Common Stock, Convertible Securities (as defined in paragraph (iii) below) or rights or options to purchase either Additional Shares of Common Stock or Convertible Securities are issued or sold together with other stock or securities or other assets of the corporation for a consideration which covers both, be computed as the portion of the consideration so received that may be reasonably determined in good faith by the Board of Directors to be allocable to such Additional Shares of Common Stock, Convertible Securities or rights or options.

(iii) For the purposes of this subsection (h), the term "Options" shall mean rights, options or warrants to subscribe for, purchase, or otherwise acquire either Common Stock or Convertible Securities, as defined herein, and the term "Convertible Securities" shall mean any evidences of indebtedness, shares or other securities directly or indirectly convertible into or exchangeable for Common Stock. In the event the corporation at any time or from time to time after the Issue Date shall issue any Options or Convertible Securities or shall fix a record date for the determination of holders of any class of securities entitled to receive any such Options or Convertible Securities, then the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein for a subsequent adjustment of such number) of Common Stock issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such record date, provided that Additional Shares of Common Stock shall not be deemed to have been issued unless the consideration per share (determined pursuant to paragraph (ii) hereof assuming the payment of all consideration required to effect the exercise or conversion of Options or Convertible Securities, as the case may be) of such Additional Shares of Common Stock would be less than the Conversion Prices in effect on the date of and immediately prior to such issue, or such record date, as the case may be, and provided further that in any such case in which Additional Shares of Common Stock are deemed to be issued:

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

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

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

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

(II) in the case of Options for Convertible Securities, only the Convertible Securities, if any, actually issued upon the exercise thereof were issued at the time of issue of such Options, and the consideration received by the corporation for the Additional Shares of Common Stock deemed to have been then issued was the consideration actually received by the corporation for the issue of all such Options, whether or not exercised, plus the consideration deemed to have been received by the corporation (determined pursuant to paragraph (ii) above) upon the issue of the Convertible Securities upon the actual exercise of such Options.

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

(E) in the case of any Options which expire by their terms not more than thirty (30) days after the date of issue thereof, no adjustment of the Conversion Prices shall be made until the expiration or exercise of all such options, whereupon such adjustment shall be made in the same manner provided in clause (C) above.

(i) Definition. The term "Additional Shares of Common Stock" as used herein shall mean all shares of Common Stock issued by the corporation after the Issue Date, whether or not subsequently reacquired or retired by the corporation, other than: (i) shares of Common Stock issued upon conversion of the Preferred Stock; (ii) shares of Common Stock issued pursuant to stock option plans, stock purchase plans, stock bonus plans or other forms of stock incentive plans for officers, employees, consultants and/or directors of this corporation; (iii) shares of Common Stock issued as a dividend or distribution on Preferred Stock; (iv) shares of Common Stock or options or warrants to purchase Common Stock issued to equipment lessors or institutional lenders pursuant to leasing or other financing transactions approved by the Board of Directors, or (v) shares of Common Stock that are issued pursuant to options or warrants outstanding as of the Issue Date.

(j) Minimum Adjustment. No adjustment of the Conversion Prices, however, shall be made in amount less than \$0.05, but any such lesser adjustments shall be carried forward and shall be made at the time together with the next subsequent adjustment which together with any adjustments so carried forward shall amount to \$0.05 or more.

(k) Certificate of Adjustment. Upon the occurrence of each adjustment or readjustment of the Conversion Prices pursuant to this Section 3, this corporation shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Preferred Stock, as applicable, a certificate, signed by the Chairman of the Board, the President or the Chief Financial Officer, setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based.

(l) Notices of Record Date. If:

(i) this corporation shall set a record date for the purpose of entitling the holders of its shares of Common Stock to receive a dividend, or any other distribution, payable otherwise than in cash;

(ii) this corporation shall set a record date for the purpose of entitling the holders of its shares of Common Stock to subscribe for or purchase any shares of any class or to receive any other rights;

(iii) there shall occur any capital reorganization of this corporation, reclassification of the shares of this corporation (other than a subdivision or combination of its outstanding Common Stock), consolidation or merger of this corporation with

or into another corporation, or conveyance of all or substantially all of the assets of this corporation to another corporation; or

(iv) there shall occur a voluntary or involuntary dissolution, liquidation, or winding up of this corporation;

then, and in each such case, this corporation shall cause notice to be given to the holders of record of the outstanding shares of the Preferred Stock in the manner provided in Section 7 hereof, at least twenty (20) days prior to the dates hereinafter specified, a notice stating the date which (x) has been set as the record date for the purpose of such dividend, distribution, or rights, or (y) such reclassification, reorganization, consolidation, merger, conveyance, dissolution, liquidation, or winding up is to take place and the date, if any is to be fixed, as of which holders of Common Stock of record shall be entitled to exchange their shares of Common Stock for securities or other property deliverable upon such reclassification, reorganization, consolidation, merger, conveyance, dissolution, liquidation, or winding up

(m) Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the corporation shall pay cash equal to the product of such fraction multiplied by the fair market value of one share of the corporation's Common Stock on the date of conversion, as determined in good faith by the Board of Directors.

(n) Reservation of Stock Issuable Upon Conversion. This corporation shall at all times reserve and keep available, out of its authorized but unissued Common Stock, solely for the purpose of effecting the conversion of Series A Preferred Stock and the Series B Preferred Stock, the full number of shares of Common Stock deliverable upon the conversion of all shares of the Series A Preferred Stock and the Series B Preferred Stock from time to time outstanding. This corporation shall from time to time, in accordance with the laws of the State of Delaware, increase the authorized amount of its Common Stock if at any time the authorized number of shares of Common Stock remaining unissued shall not be sufficient to permit the conversion of all of the shares of the Series A Preferred Stock and the Series B Preferred Stock at the time outstanding.

(o) Payment of Taxes. The corporation shall pay any and all issue and other taxes that may be payable in respect of any issue or delivery of Common Stock on conversion of the Series A Preferred Stock and the Series B Preferred Stock pursuant hereto. This corporation shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issue and delivery of Common Stock in a name other than that in which the Series A Preferred Stock or Series B Preferred Stock, as the case may be, so converted was registered, and no such issue or delivery shall be made unless and until the person requesting such issue has paid to this corporation the amount of any such tax.

(p) No Impairment. Except upon the affirmative vote of the holders of a majority of the outstanding shares of each series of Preferred Stock, this corporation will not, by amendment of its Certificate of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by this corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 3 and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of the Preferred Stock against impairment.

4. Voting Rights.

(a) Except as otherwise required by law, the holder of each share of Common Stock issued and outstanding shall have one vote, and the holder of each share of Preferred Stock issued and outstanding shall be entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Preferred Stock could be converted at the record date for determination of the 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, such votes to be counted together with all other shares of stock of the corporation having general voting power and not separately as a class.

(b) Notwithstanding anything to the contrary contained in subparagraph (a) above, so long as at least 200,000 shares (as adjusted for stock splits and like events) of Series A Preferred Stock are outstanding, the holders of the Series A Preferred Stock, voting as a single class, shall by majority vote be entitled to elect one (1) member to the Board of Directors of the corporation. Except as otherwise provided by law such director may be removed only by a vote of the holders of a majority of the then outstanding Series A Preferred Stock. A successor to fill the position on the Board of Directors which is elected exclusively by vote of the holders of the Series A Preferred Stock and which vacancy occurs for any reason shall be filled exclusively by a vote of the holders of a majority of the Series A Preferred Stock, voting as a single class.

(c) Notwithstanding anything to the contrary contained in subparagraph (a) above, so long as at least 200,000 shares (as adjusted for stock splits and like events) of Series B Preferred Stock are outstanding, the holders of the Series B Preferred Stock, voting as a single class, shall by majority vote be entitled to elect two (2) members to the Board of Directors of the corporation. Except as otherwise provided by law such directors may be removed only by a vote of the holders of a majority of the then outstanding Series B Preferred Stock. A successor to fill a position on the Board of Directors which is elected exclusively by vote of the holders of the Series B Preferred Stock and which vacancy occurs for any reason shall be filled exclusively by a vote of the holders of a majority of the Series B Preferred Stock, voting as a single class.

5. Protective Provisions. So long as at least 100,000 shares (as adjusted for stock splits and like events) of Preferred Stock are outstanding, the corporation shall not, without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the outstanding shares of Preferred Stock do anything which:

(i) adversely alters or changes the rights, preferences or privileges of the Preferred Stock,

(ii) creates any class or series of stock having any preference over or being on a parity with the Preferred Stock,

(iii) reclassifies any Common Stock into shares having preference over or being on a parity with the Preferred Stock,

(iv) applies any of the corporation's assets to the payment of dividends or the redemption of Common Stock other than repurchases of shares from employees or consultants upon termination of employment or services, or

(v) results in a consolidation or merger with or into any other corporation or the sale or other transfer in a single transaction or a series of related transactions of all or substantially all of the assets of this corporation, or otherwise results in the reorganization of this Corporation unless the stockholders or this corporation immediately prior to any such transaction are holders of a majority of the voting securities of the surviving or acquiring corporation immediately thereafter.

6. Status of Converted Stock. In case any shares of Preferred Stock shall be converted pursuant to Section 3 hereof, the shares so converted shall assume the status of authorized but undesignated and unissued shares of Preferred Stock.

7. Notices. Any notice required by the provisions of this Restated Certificate of Incorporation, except as otherwise specifically provided herein, to be given to the holders of shares of Preferred Stock or Common Stock shall be in writing and may be delivered by personal service or sent by telegraph or cable or sent by registered or certified mail, return receipt requested, with postage thereon fully prepaid. All such communications shall be addressed to each holder of record at its address appearing on the books of his corporation. If sent by telegraph or cable, a confirmed copy of such telegraphic or cabled notice shall promptly be sent by mail (in the manner provided above) to the holders. Service of any such communication made only by mail shall be deemed complete on the date of actual delivery as shown by the addressee's registry or certification receipt or at the expiration of the third (3rd) business day after the date of mailing, whichever is earlier in time.

(C) 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 the Preferred Stock.

2. Voting Rights. Except as otherwise required by law or this Restated Certificate of Incorporation, each holder of Common Stock shall have one vote in respect of each share of stock held by him 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.

3. Dividends. Subject to the preferential rights of the Preferred Stock, the holders of shares of Common Stock shall be entitled to receive, when and if declared by the Board of Directors, 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.

ARTICLE V

The corporation is to have perpetual existence.

ARTICLE VI

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware:

(A) The Board of Directors of the corporation is expressly authorized to adopt, amend or repeal the Bylaws of the corporation.

(B) Elections of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.

(C) The books of the corporation may be kept at such place within or without the State of Delaware as the Bylaws of the corporation may provide or as may be designated from time to time by the Board of Directors of the corporation.

(D) The number of directors which constitute the whole Board of Directors of the corporation shall be determined in accordance with the Bylaws of the corporation.

(E) Subject to the provisions of Article IV, Section 4 hereof, vacancies created by the resignation of one or more members of the Board of Directors and newly created directorships,

created in accordance with the Bylaws of this corporation, may be filled by the vote of a majority, although less than a quorum, of the directors then in office, or by a sole remaining director.

ARTICLE VII

(a) To the fullest extent permitted by the Delaware General Corporation Law as the same exists or as may hereafter be amended, a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

(b) The corporation may indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director, officer or employee of the corporation or any predecessor of the corporation or serves or served at any other enterprise as a director, officer or employee at the request of the corporation or any predecessor to the corporation.

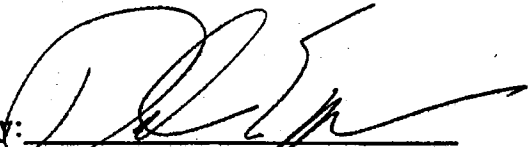
(c) Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of this corporation's Certificate of Incorporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE VIII


The corporation reserves the right to amend or repeal any provision contained in this Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon a stockholder herein are granted subject to this reservation."

THE UNDERSIGNED, being the President of this corporation, does make this Certificate, hereby declaring and certifying that this is his act and deed and the facts herein stated are true, and accordingly, has hereunto set his hand this 4th day of April, 1995.

LIBERTECH INC.

By: 
Daniel Egger, President

Attest:


Richard C. DeGolia, Secretary