

Filing Fee: \$75.00

ID Number: 108100



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

- The name of the corporation is QualityMetric Incorporated
- It is incorporated under the laws of Delaware
- A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island on August 13 1999, authorizing it to transact business in Rhode Island under the name of: QualityMetric Incorporated
- The corporate name of the corporation has been changed to No change
(If no change, so indicate.)
- The name, if different, which it elects to use in Rhode Island is:
 - If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:
- (not different)
 - If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this Application:
-

- The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

(If no other or additional purposes are proposed, insert "No Change.")

No Change

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SECRETARY OF STATE
CORPORATIONS DIV.
JUL 12 12 00 PM '00

FILED

JUL 12 2000

By CC# 27977

7. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase (If there has been no increase in shares, insert "no change"):

Total Number of Authorized Shares	Class	Series	Par Value or Statement that Shares are without Par Value
21,262,268	Common	-	.001
100,000	Preferred	-	.01
500,000	Preferred	A	.01
540,252	Preferred	B	.01

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 200,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 200,000.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 100%. [divide (b) by (a) and multiply by 100 to obtain the percentage]
9. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 2,500,000.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 2,500,000.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 100%. [divide (b) by (a) and multiply by 100 to obtain the percentage]

10. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.

Date: June 19, 2000

QualityMetric, Incorporated
 Print Exact Name of Corporation Making Application

By [Signature]
 President or Vice President (check one)

By [Signature] AND [Signature]
 Secretary or Assistant Secretary (check one)

STATE OF Rhode Island
 COUNTY OF Providence

In Lincoln, Rhode Island, on this 29th day of June, 2000, personally appeared before me John E. Ware, Jr and Ralph J. Peretto, Jr who, being by me first duly sworn, declared that he/she is the President and Secretary of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Deborah M. Budnick
 Notary Public
 My Commission Expires: 10/5/2003

State of Delaware
Office of the Secretary of State

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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 CERTIFICATE OF CORRECTION OF "QUALITYMETRIC INCORPORATED", FILED IN THIS OFFICE ON THE THIRD DAY OF APRIL, A.D. 2000, AT 4 O'CLOCK P.M.



2773531 8100

001340263

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0543262

AUTHENTICATION:

DATE:

07-06-00

CERTIFICATE OF CORRECTION

to correct that certain Certificate of Amendment
to the Certificate of Incorporation of
QualityMetric Incorporated as said Certificate of Amendment was
filed with the Secretary of State of the State of Delaware
on January 11, 2000

QualityMetric Incorporated, a corporation organized and existing under and by virtue of
the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

1. The name of the corporation is QualityMetric Incorporated.
2. That a Certificate of Amendment to the Certificate of Incorporation of QualityMetric Incorporated (the "Certificate of Amendment") was filed by the Secretary of State of Delaware on January 11, 2000 and that said Certificate of Amendment requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.
3. The Certificate of Amendment was mathematically incorrect and not in accordance with the intentions of the resolution of the Board of Directors or Stockholder Consent, both as to the number of shares of each class and series, and as to the par values. In addition, the Certificate of Amendment recited that the amendment had been approved by the unanimous consent of the stockholders when, in fact, it had been approved by a majority. Those errors will be corrected upon the substitution of the following text for paragraphs FIRST and SECOND of the Certificate of Amendment:

"FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of QualityMetric Incorporated, be amended by changing the first paragraph of Article Fourth thereof so that, as amended, said Article shall be and read as follows:

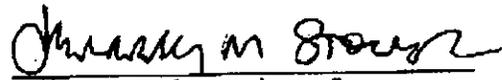
"ARTICLE FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is Twenty Two Million Four Hundred Two Thousand Five Hundred Twenty (22,402,520), of which Twenty One Million Two Hundred Sixty Two Thousand Two Hundred Sixty Eight (21,262,268) shares shall be designated Common Stock, \$.001 par value per share (the "Common Stock"), One Hundred Thousand (100,000) shares shall be designated Preferred Stock, \$.01 par value per share (the "Preferred Stock"), Five Hundred Thousand (500,000) shares shall be designated Class A Convertible Preferred Stock, \$.01 par value per share (the "Class A Convertible Preferred Stock"), and Five Hundred Forty Thousand Two Hundred Fifty Two (540,252) shares shall be designated Class B Convertible Preferred Stock, \$.01 par value per share (the "Class B Convertible Preferred

Stock*). A description of the different classes and series of the Corporation's capital stock and a statement of the designations and the relative rights, preferences and limitations of the shares of each class and series of capital stock are as follows:"

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given their written consent to said amendment, filed with the minutes of the Board, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware."

IN WITNESS WHEREOF, QualityMetric Incorporated has caused this Certificate to be signed by its Assistant Secretary, on this 4th day of April, 2000.

QUALITYMETRIC INCORPORATED



Jeffrey M. Stoler, Assistant Secretary

Fee Calculations for Amended Certificate of Authority FOREIGN BUSINESS

CORP ID# 108100

NAME OF CORPORATION QualityMetric Incorporated

CONTACT _____ Phone _____

ADDRESS _____

ADDRESS _____

CITY _____ STATE _____ ZIP _____

Total number of authorized shares currently of record: 1,500,000

Total number of authorized shares with increase: 22,402,520

Current Asset Assessment 0.07407407

Foreign Corporations Only

8(a) \$200,000.00
Estimate of all property wherever located

8(b) \$200,000.00
Estimate of all property within R.I.

9(a) \$2,500,000.00
Gross amount of business wherever located

9(b) \$0.00
Gross amount of business in R.I.

LICENSE FEE \$3,096.67

FILING FEE \$75.00

TOTAL FEE \$3,171.67

All totals are "estimates". "Property" is defined as an item (owned by the corporation) that can be appraised for value or an estimate of all tangible

Comments
