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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

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CORPORATIONS DIVISION
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BUSINESS CORPORATION

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)**

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- The name of the corporation is Twisted Systems, Inc.
- The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on 6 MAY, 2002, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

(If additional space is required, please list on separate attachment)

See Rider 1 attached hereto as made a part hereof.

- The number of shares of the corporation outstanding at the time of such adoption was 465,141; and the number of shares entitled to vote thereon was 465,141.
- The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (If inapplicable, insert "none.")

Class	Number of Shares
Series A Convertible Preferred	120,328
Common	344,813

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5. The number of shares voted for such amendment was 370,328; and the number of shares voted against such amendment was -0-

6. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none.")

Class	Number of Shares Voted	
	For	Against
Series A Convertible Preferred	120,328	None
Common	250,000	None

7. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (if no change, so state)

no change

8. The manner in which such amendment effects a change in the amount of stated capital, and the amount (expressed in dollars) of stated capital as changed by such amendment, are as follows: (if no change, so state)

no change

9. As required by Section 7-1.1-57 of the General Laws, the corporation has paid all fees and franchise taxes.

10. Date when amendment is to become effective immediately upon the filing of this Amendment
(not prior to, nor more than 30 days after, the filing of these articles of amendment)

Date: 6 MAY 2002

Twisted Systems, Inc.

Print Corporate Name

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

AND

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

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on this 6TH day of MAY, 2002 personally appeared before me Gregory R. Lloyd and Christopher Nuzum who, being by me first duly sworn, declared that they are the president and secretary, respectively, of the corporation and that he/she signed the foregoing document as such officers of the corporation, and that the statements herein contained are true.

[Signature] #5886
Notary Public Gregory R. Lloyd
My Commission Expires: 06-17-05

RIDER 1

Article Fourth, Section (B)(vi) Legend of the Restated Articles of Incorporation of Twisted Systems, Inc. filed on August 21, 2001, shall be amended in its entirety to read as follows:

"(vi) Legend. The certificates representing the Series A Preferred Stock shall bear a legend evidencing the following restrictions on transfer substantially in the following form:

THE SECURITIES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "ACT"), AND ARE "RESTRICTED SECURITIES" AS DEFINED IN RULE 144 PROMULGATED UNDER THE ACT. THE SECURITIES MAY NOT BE SOLD OR OFFERED FOR SALE OR OTHERWISE DISTRIBUTED EXCEPT (I) IN CONJUNCTION WITH AN EFFECTIVE REGISTRATION STATEMENT FOR THE SHARES UNDER THE ACT, OR (II) IN COMPLIANCE WITH RULE 144 OR (III) OTHERWISE PURSUANT TO AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS UNDER THE ACT."