

611-169

**ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
ABLENET, INC.**

I, the undersigned, as President of AbleNet, Inc., a Minnesota corporation (the "Company"), do hereby certify that the board of directors and the sole shareholder resolved on April 25, 2000 to amend the Articles of Incorporation in accordance with the following resolutions:

**RESOLVED**, that the Articles of Incorporation of the Company be amended and restated as follows:

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ABLENET, INC.**

**ARTICLE I**

**Name**

The name of this corporation shall be AbleNet, Inc.

**ARTICLE II**

**Registered Office**

The location and address of this corporation's registered office in this state shall be 1081 Tenth Avenue, N.E., Minneapolis, Minnesota, 55414.

**ARTICLE III**

**Authorized Capital**

The total authorized number of shares of this corporation is one million (1,000,000) shares, all of which shall be shares of Class A common stock of the par value of one cent (\$.01) per share.

**ARTICLE IV**

**Cumulative Voting Prohibition**

807713

Shareholders shall have no rights of cumulative voting.

## **ARTICLE V**

### **Preemptive Rights Prohibition**

Shareholders shall have no rights, preemptive or otherwise, under Minnesota statutes Section 302A.413 (or similar provisions of future law) to acquire any part of any unissued shares or other securities of this corporation or any rights to purchase shares or other securities of this corporation before the corporation may offer them to other persons.

## **ARTICLE VI**

### **Limitation of Director Liability**

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for (i) liability based on a breach of the duty of loyalty to the corporation or the shareholders; (ii) liability for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) liability based on the payment of an improper dividend or an improper repurchase of the corporation's stock under Minnesota Statutes Section 302A.559 or on the sale of unregistered securities or securities fraud under Minnesota Statutes Section 80A.23; or (iv) liability for any transaction from which the director derived an improper personal benefit. If Minnesota Statutes Chapter 302A hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by Minnesota Statutes Chapter 302A, as amended. Any repeal or modification of this Article by the shareholders of the corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

## **ARTICLE VII**

### **Directors Action by Written Consent**

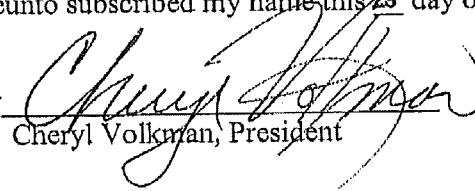
Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by all of the directors then in office, unless the action is one which need not be approved by the shareholders, in which case such action shall be effective if signed by the number of directors that would be required to take the same action at a meeting at which all directors were present.

**FURTHER RESOLVED**, that any officer of the Company be, and hereby is, authorized, directed and empowered for and on behalf of the Company to execute, deliver and record in the Company's records, any and all instruments and documents and to do any and all other acts and things as they or any of them may deem necessary or appropriate to carry out fully the intent and purpose of the foregoing recitals and resolutions and to make and execute Articles of Amendment embracing the foregoing resolutions and to cause such Articles of Amendment to be filed and recorded in the manner required by law.

**I FURTHER CERTIFY** that the foregoing amendment has been adopted pursuant to chapter 302A, Minnesota Statutes.

**IN WITNESS WHEREOF**, I have hereunto subscribed my name this 25 day of April, 2000.


By

  
Cheryl Volkman, President

GP:687919 v1

STATE OF MINNESOTA  
FILED

JUN 16 2000

  
Secretary of State



**WRITTEN ACTION BY THE  
BOARD OF DIRECTORS  
OF  
ABLENET, INC.**

The undersigned, being all the members of the Board of Directors of AbleNet, Inc., a Minnesota corporation (the "**Company**"), do hereby take the following action pursuant to Sections 302A.239, Subdivision 1 of Minnesota Statutes in lieu of a meeting of Directors:

**WHEREAS**, it is advisable for the Company to amend and restate its Articles of Incorporation, including a provision to eliminate Class B of its stock; and

**WHEREAS**, any amendment to the Articles of Incorporation under Minnesota law requires approval by the sole shareholder of the Company; and

**WHEREAS**, the sole shareholder of the Company is the AbleNet, Inc. Employee Stock Ownership Plan ("**ESOP**");

**NOW, THEREFORE, BE IT RESOLVED**, that Cheryl Volkman and Paul Sugden, in their capacities as trustees of the ESOP, are directed to vote for the amendment and restatement of the Company's Articles of Incorporation, including a provision to eliminate Class B of the Company's stock, with respect to all shares permitted to be directed by the Board of Directors under said ESOP, in the following form:

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ABLENET, INC.**

**ARTICLE I**

**Name**

The name of this corporation shall be AbleNet, Inc.

**ARTICLE II**

**Registered Office**

The location and address of this corporation's registered office in this state shall be 1081 Tenth Avenue, N.E., Minneapolis, Minnesota, 55414.

### **ARTICLE III**

#### **Authorized Capital**

The total authorized number of shares of this corporation is one million (1,000,000) shares, all of which shall be shares of Class A common stock of the par value of one cent (\$.01) per share.

### **ARTICLE IV**

#### **Cumulative Voting Prohibition**

Shareholders shall have no rights of cumulative voting.

### **ARTICLE V**

#### **Preemptive Rights Prohibition**

Shareholders shall have no rights, preemptive or otherwise, under Minnesota statutes Section 302A.413 (or similar provisions of future law) to acquire any part of any unissued shares or other securities of this corporation or any rights to purchase shares or other securities of this corporation before the corporation may offer them to other persons.

### **ARTICLE VI**

#### **Limitation of Director Liability**

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for (i) liability based on a breach of the duty of loyalty to the corporation or the shareholders; (ii) liability for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) liability based on the payment of an improper dividend or an improper repurchase of the corporation's stock under Minnesota Statutes Section 302A.559 or on the sale of unregistered securities or securities fraud under Minnesota Statutes Section 80A.23; or (iv) liability for any transaction from which the director derived an improper personal benefit. If Minnesota Statutes Chapter 302A hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by Minnesota Statutes Chapter 302A, as amended. Any repeal or modification of this Article by the shareholders of the corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

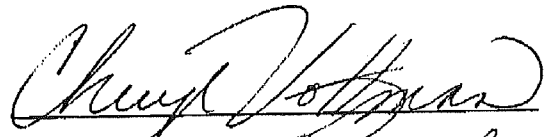

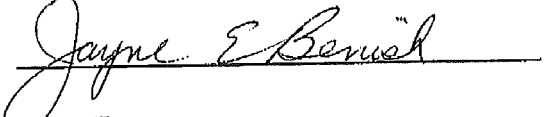
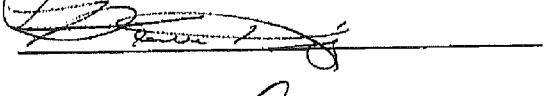

## ARTICLE VII

### Directors Action by Written Consent

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by all of the directors then in office, unless the action is one which need not be approved by the shareholders, in which case such action shall be effective if signed by the number of directors that would be required to take the same action at a meeting at which all directors were present.”; and

**FURTHER RESOLVED**, that any officer of the Company be, and hereby is, authorized, directed and empowered for and on behalf of the Company to execute, deliver and record in the Company's records, any and all instruments and documents and to do any and all other acts and things as they or any of them may deem necessary or appropriate to carry out fully the intent and purpose of the foregoing recitals and resolutions and to make and execute Articles of Amendment embracing the foregoing resolutions and to cause such Articles of Amendment to be filed and recorded in the manner required by law.

Effective as of the 15 day of April, 2000.

**WRITTEN ACTION BY THE  
SOLE SHAREHOLDER  
OF  
ABLENET, INC.**

The undersigned, in their capacities as trustees ("Trustees") of the AbleNet, Inc. Employee Stock Ownership Plan ("ESOP"), the sole shareholder of AbleNet, Inc., a Minnesota corporation (the "Company"), do hereby take the following action pursuant to Sections 302A.441 of Minnesota Statutes in lieu of a meeting of shareholders:

**WHEREAS**, the Trustees have been directed by the participants of the ESOP with respect to the allocated shares to vote in the following manner for the amendment and restatement of the Company's Articles of Incorporation in the form presented to participants, to eliminate Class B of the Company's stock:

"FOR": 50,564,696  
"AGAINST": 0  
"ABSTAIN": 13,915,318; and

**WHEREAS**, the Board of Directors of the Company has directed the Trustees to vote for the amendment and restatement of the Company's Articles of Incorporation presented to the Board of Directors, including a provision to eliminate Class B of the Company's stock, with respect to all shares with respect to which the ESOP permits the Board to direct the voting; and

**WHEREAS**, a majority of the voting power of the total outstanding shares of the Company's stock has voted in favor of the amendment and restatement of the Company's Articles of Incorporation presented to the Board of Directors and the participants, including a provision to eliminate Class B of the Company's stock;

**NOW, THEREFORE, BE IT RESOLVED**, that the Articles of Incorporation of the Company be amended and restated as follows:

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ABLENET, INC.**

**ARTICLE I**

**Name**

The name of this corporation shall be AbleNet, Inc.

**ARTICLE II**

**Registered Office**

The location and address of this corporation's registered office in this state shall be 1081 Tenth Avenue, N.E., Minneapolis, Minnesota, 55414.

### **ARTICLE III**

#### **Authorized Capital**

The total authorized number of shares of this corporation is one million (1,000,000) shares, all of which shall be shares of Class A common stock of the par value of one cent (\$.01) per share.

### **ARTICLE IV**

#### **Cumulative Voting Prohibition**

Shareholders shall have no rights of cumulative voting.

### **ARTICLE V**

#### **Preemptive Rights Prohibition**

Shareholders shall have no rights, preemptive or otherwise, under Minnesota statutes Section 302A.413 (or similar provisions of future law) to acquire any part of any unissued shares or other securities of this corporation or any rights to purchase shares or other securities of this corporation before the corporation may offer them to other persons.

### **ARTICLE VI**

#### **Limitation of Director Liability**

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for (i) liability based on a breach of the duty of loyalty to the corporation or the shareholders; (ii) liability for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) liability based on the payment of an improper dividend or an improper repurchase of the corporation's stock under Minnesota Statutes Section 302A.559 or on the sale of unregistered securities or securities fraud under Minnesota Statutes Section 80A.23; or (iv) liability for any transaction from which the director derived an improper personal benefit. If Minnesota Statutes Chapter 302A hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by Minnesota Statutes Chapter 302A, as amended. Any repeal or modification of this Article by the shareholders of the corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

### **ARTICLE VII**

#### **Directors Action by Written Consent**

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by all of the directors then in office, unless the action is one which need not be approved by the shareholders, in which case such action shall be effective if signed by the number of directors that would be required to take the same action at a meeting at which all directors were present.

**FURTHER RESOLVED**, that any officer of the Company be, and hereby is, authorized, directed and empowered for and on behalf of the Company to execute, deliver and record in the



Company's records, any and all instruments and documents and to do any and all other acts and things as they or any of them may deem necessary or appropriate to carry out fully the intent and purpose of the foregoing recitals and resolutions and to make and execute Articles of Amendment embracing the foregoing resolutions and to cause such Articles of Amendment to be filed and recorded in the manner required by law.

Effective as of the 15 day of April, 2000.

**ABLENET, INC. EMPLOYEE STOCK  
OWNERSHIP PLAN**

By: \_\_\_\_\_

*Cheryl Vollman*  
Cheryl Vollman, its Trustee

By: \_\_\_\_\_

*Paul Sugden*  
Paul Sugden, its Trustee

239702/70782  
GP:687887 v1

66-169

ARTICLES OF INCORPORATION  
OF  
ABLENET, INC.

300

The undersigned natural person of the age of eighteen years or more, for the purpose of forming a Minnesota business corporation pursuant to Minnesota Statutes, Chapter 302A, as amended, hereby adopts the following Articles of Incorporation:

ARTICLE 1. NAME

The name of the corporation is:

ABLENET, INC. ✓

ARTICLE 2. REGISTERED OFFICE

The address of the registered office of the corporation in Minnesota is:

1081 Tenth Avenue, N.E., Minneapolis, Minnesota 55414. ✓

ARTICLE 3. AUTHORIZED SHARES

The aggregate number, class and par value, if any, of shares that the corporation has authority to issue shall be:

Authorized Stock. The amount of authorized capital of this corporation consists of One Million (1,000,000) shares of common stock which shall be divided into:

- A. Five Hundred Thousand (500,000) shares of Class A Voting Common Stock without par value; and
- B. Five Hundred Thousand (500,000) shares of Class B Voting Common Stock without par value.

Dividend Rights. The holders of Class A Voting Common Stock shall be entitled to receive dividends at the rate and at such intervals as the board of directors may from time to time determine. The holders of Class B Voting Common Stock shall not be entitled to receive dividends.

Rights of Refusal.

- A. Before any holder of Class A Voting Common Stock may sell or transfer his stock of the corporation, he shall first offer the stock to the holders of Class B Voting Common Stock in the following manner:

1. The offering shareholder shall give a written offer, by mailing it to the address of record of each shareholder of Class B Voting Common Stock, stating the number of shares to be sold or transferred, and the price, terms, and conditions of the proposed sale or transfer. Each shareholder of Class B Voting Common Stock shall then have the right to purchase all or any lesser number of the shares specified in the written offer at the price and on the terms and conditions stated in the offering shareholder's written offer by giving written notice of intent to purchase to the offering shareholder within 90 days after receiving the written offer.

2. If the total number of shares specified by the shareholders in their notices of intent to purchase exceeds the number of available shares specified in the written offer, each shareholder of Class B Voting Common Stock shall be entitled to purchase that fraction of the number of shares specified in his notice of intent to purchase that is equal to the number of his shares having purchase rights under this article, divided by the total number of shares having purchase rights held by all shareholders who gave notice of intent to purchase.

3. If less than all the shares offered for sale by the offering shareholder are subscribed to under paragraph A, subparagraphs 1 and 2 of this Article, each shareholder desiring additional shares shall be entitled to purchase that fraction of the shares not subscribed to that is equal to the number of his shares having purchase rights under this article, divided by the total number of shares having purchase rights held by all shareholders desiring to purchase these remaining shares.

4. Each offer, notice, or statement provided for in this Article shall be considered given when it is personally delivered to the person to whom it is to be given, or it is properly addressed and deposited in the United States mail with all postage properly affixed and prepaid.

5. If less than all shares specified in the written offer are subscribed to under Paragraph A, subparagraphs 1, 2 and 3 of the this Article within the time periods specified for exercising the respective rights to purchase shares granted under this Article, the offering shareholder shall not be required to accept any of the offers made under this article by the shareholders, and may dispose of all the shares specified in his written offer to any person or persons, provided that he shall not sell or transfer these shares at a lower price or on more favorable terms than those specified in his written offer to the shareholders.

B. Before any holder of Class B Voting Common Stock may sell or transfer his stock of the corporation, he shall first offer the stock to the holders of Class A Voting Common Stock in the following manner:

1. The offering shareholder shall give a written offer, by mailing it to the address of record of each shareholder of Class A Voting Common Stock, stating the number of shares to be sold or transferred, and the price, terms, and conditions of the proposed sale or transfer. Each shareholder of Class A Voting Common Stock shall then have the right to purchase all or any lesser number of the shares specified in the written offer at the price and on the terms and conditions stated in the offering shareholder's written offer by giving written notice of intent to purchase to the offering shareholder within 90 days after receiving the written offer.

2. If the total number of shares specified by the shareholders in their notices of intent to purchase exceeds the number of available shares specified in the written offer, each shareholder of Class A Voting Common Stock shall be entitled to purchase that fraction of the number of shares specified in his notice of intent to purchase that is equal to the number of his shares having purchase rights under this article, divided by the total number of shares having purchase rights held by all shareholders who gave notice of intent to purchase.

3. If less than all the shares offered for sale by the offering shareholder are subscribed to under Paragraph B, subparagraphs 1 and 2 of this Article, each shareholder desiring additional shares shall be entitled to purchase that fraction of the shares not subscribed to that is equal to the number of his shares having purchase rights under this article, divided by the total number of shares having purchase rights held by all shareholders desiring to purchase these remaining shares.

4. Each offer, notice, or statement provided for in this Article shall be considered given when it is personally delivered to the person to whom it is to be given, or it is properly addressed and deposited in the United States mail with all postage properly affixed and prepaid.

5. If less than all shares specified in the written offer to the shareholders are subscribed to under Paragraph B, subparagraphs 1, 2 and 3 of this Article, then the corporation shall have the right to redeem the remaining stock on the same terms and conditions stated in the offering shareholder's written offer.

6. If less than all of the shares specified in the written offer are subscribed to under Paragraph B, subparagraphs 1, 2 and 3 or redeemed under Paragraph B, subparagraph 5 of this Article, the offering shareholder shall not be required to accept any of the offers made under this Article by the shareholders or the corporation and may dispose of all the shares specified in his offer to the shareholders to any person or person, provided that he shall not sell or transfer these shares at a lower price or on more favorable terms than those specified in the written offer to the shareholders.

C. Any sale or transfer, or purported sale or transfer, of the corporation's shares by any shareholder shall be null and void unless the terms, conditions and provisions of this Article are strictly followed.

#### ARTICLE 4. INCORPORATOR

The name and address of the incorporator, who is a natural person of full age, is as follows:

Dennis A. Bowman  
3 Wood Duck Lane  
North Oaks, Minnesota 55127

#### ARTICLE 5. NO CUMULATIVE VOTING

There shall be no cumulative voting by the shareholders of the corporation.

#### ARTICLE 6. NO PREEMPTIVE RIGHTS

The shareholders of the corporation shall not have preemptive rights.

#### ARTICLE 7. BOARD OF DIRECTORS

The names and post office addresses of the first Board of Directors are as follows:

Cheryl Volkman  
9 Indian Hills Drive  
Circle Pines, MN 55014

Edward Law  
3225 Woodbridge Street  
Shoreview, MN 55112

Jayne Benish  
2215 East Superior Street  
Duluth, MN 55812

Kay L. Fredericks  
5 Block Oak Road  
North Oaks, MN 55127

Earl Williams  
2630 - 133rd Lane  
Ham Lake, MN 55304

whose term of office shall continue until the first regular meeting of shareholders, or until successors are duly elected and qualified.

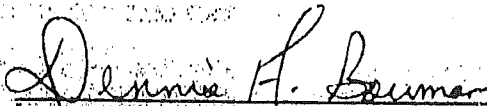
#### ARTICLE 8. DIRECTOR LIABILITY

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for (i) liability based on a breach of the director's duty of loyalty to the corporation or its shareholders; (ii) liability for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) liability based on the payment of an improper dividend or an improper repurchase of the corporation's stock under Section 302A.559 of the Minnesota Business Corporation Act or on violations of federal or state securities laws; (iv) liability for any act or omission occurring prior to the date this Article 8 became effective. If Chapter 302A, the Minnesota Business Corporation Act, hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Chapter 302A, the Minnesota Business Corporation Act. Any repeal or modification of this Article by the shareholders of the corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

#### ARTICLE 9. AMENDMENT OF BY-LAWS

The by-laws of this corporation shall not be adopted, amended or modified except by the affirmative vote of a majority of the shareholders.

Dated: This 30 day of August, 1990.

  
Incorporator

STATE OF MINNESOTA )  
                                  )ss.  
COUNTY OF HENNEPIN )

304

The foregoing instrument was acknowledged before me this 30th day of August 1990, by Dennis A. Bowman.

Dawn E. Prokop  
Notary Public

DB-103



STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

AUG 31 1990

Joan Anderson Howe  
Secretary of State

6U-169

1606

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ABLENET, INC.**

I, Dennis A. Bowman, incorporator of ABLENET, INC., a Minnesota corporation subject to the provisions of Chapter 302A of the Minnesota Statutes, known as the Minnesota Business Corporation Act, certify that the resolution set forth below amends the Articles of Incorporation of the corporation that were recorded August 31, 1990 with the Secretary of State in and for the State of Minnesota as Document No. 300, Corporate Charter 6U-169, in their entirety and supersedes such original articles of incorporation, and such resolution was adopted in accordance with Sections 302A.133 of the Minnesota Business Corporation Act by the written action of the sole incorporator, in light of no shares of ABLENET, INC. having been issued.

**RESOLVED**, that the Articles of Incorporation of ABLENET, INC. be and they hereby are amended and restated in their entirety pursuant to the laws of the State of Minnesota and the following shall hereby take the place of and fully supersede the existing Articles of Incorporation of ABLENET, INC. pursuant to Section 302A.133 of the Minnesota Business Corporation Act to read as follows:

**ARTICLE 1. NAME**

The name of the corporation is:

**ABLENET, INC.**

**ARTICLE 2. REGISTERED OFFICE**

The address of the registered office of the corporation in Minnesota is:

1081 Tenth Avenue, S.E., Minneapolis, Minnesota 55414.

**ARTICLE 3. AUTHORIZED SHARES**

**Authorized Stock.** The amount of authorized capital of this corporation consists of One Million (1,000,000) shares of common stock which shall be divided into:

- A. Five Hundred Thousand (500,000) shares of Class A Voting Common Stock without par value; and
- B. Five Hundred Thousand (500,000) shares of Class B Voting Common Stock without par value.

The corporation shall not issue shares of any class of stock without the consent of the holders of a majority of all shares issued and outstanding immediately prior to the proposed issue.

**Dividend Rights.** The holders of Class A Voting Common Stock shall be entitled to receive dividends at the rate and at such intervals as the board of directors may from time to time determine. The holders of Class B Voting Common Stock shall not be entitled to receive dividends.

COPIES

**ARTICLE 4. INCORPORATOR**

The name and address of the incorporator, who is a natural person of full age, is as follows:

Dennis A. Bowman  
3 Wood Duck Lane  
North Oaks, Minnesota 55127

**ARTICLE 5. NO CUMULATIVE VOTING**

There shall be no cumulative voting by the shareholders of the corporation.

**ARTICLE 6. NO PREEMPTIVE RIGHTS**

The shareholders of the corporation shall not have preemptive rights.

**ARTICLE 7. BOARD OF DIRECTORS**

The names and post office addresses of the first Board of Directors are as follows:

Cheryl Volkman  
9 Indian Hills Drive  
Circle Pines, MN 55014

Edward Law  
3225 Woodbridge Street  
Shoreview, MN 55112

Jayne Benish  
2215 East Superior Street  
Duluth, Minnesota 55812

Earl Williams  
2630 133rd Lane  
Ham Lake, Minnesota 55304

Kay L. Fredericks  
c/o Trend Enterprises  
300 9th Avenue SW  
New Brighton, Minnesota 55112

whose term of office shall continue until the first regular meeting of shareholders, or until successors are duly elected and qualified.

**ARTICLE 8. DIRECTOR LIABILITY**

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for (i) liability based on a breach of the director's duty of loyalty to the corporation or its shareholders; (ii) liability for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) liability based on the payment



1608

of an improper dividend or an improper repurchase of the corporation's stock under Section 302A.559 of the Minnesota Business Corporation Act or on violations of federal or state securities laws; (iv) liability for any act or omission occurring prior to the date this Article 8 became effective. If Chapter 302A, the Minnesota Business Corporation Act, hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Chapter 302A, the Minnesota Business Corporation Act. Any repeal or modification of this Article by the shareholders of the corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

#### ARTICLE 9. AMENDMENT OF BY-LAWS

The by-laws of this corporation shall not be adopted, amended or modified except by the affirmative vote of a majority of all the shares.

Dated: This 12 day of November, 1990.

*Dennis A. Bowman*  
Dennis A. Bowman, Incorporator

STATE OF MINNESOTA )

COUNTY OF HENNEPIN )

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of November 1990, by Dennis A. Bowman.

*Denise M. Leathe*  
Notary Public DENISE M. LEATHE  
NOTARY PUBLIC - MINNESOTA  
HENNEPIN COUNTY  
My Commission Expires Aug. 14, 1991

DB-144

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

NOV 13 1990

*John Andrew Shaw*  
Secretary of State

2973

64-169

**CERTIFICATE OF AMENDED ARTICLES OF INCORPORATION**  
**OF**  
**ABLENET, INC.**

The undersigned, being the president of ABLENET, INC. ("Corporation"), a corporation subject to the provisions of Chapter 302A of the Minnesota Statutes known as the Minnesota Business Corporation Act, do hereby certify that pursuant to a Writing in Lieu of Meeting taken in accordance with Sections 302A.239 and 301A.441 of the Minnesota Business Corporation Act, the following resolutions were adopted and the amendment to Article 1 supercedes and takes the place of the existing Article 1:

**CHANGE OF  
CORPORATE  
NAME**

**RESOLVED**, that Article 1 of the Articles of Incorporation of ABLENET, INC. wherein the name of the Corporation is stated, be and same hereby is amended to read as follows:

**ARTICLE 1. NAME**

The name of the Corporation shall be: AbleNet, Inc. *AB*

**FURTHER RESOLVED**, that the president or secretary of the Corporation are hereby authorized to executed, on behalf of the Corporation, a Certificate of Amended Articles of Incorporation embracing the foregoing resolution and cause such certificate to be filed for record in the manner required by law;

**FURTHER RESOLVED**, that the Amendment shall be effective upon the filing of the Certificate of Amended Articles of Incorporation with the Minnesota Secretary of State.

*Cheryl Volkman*  
Cheryl Volkman, President

SN-1655

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

JAN 08 1992

*Joan Andrew Linn*

Secretary of State

673987