

UNANIMOUS WRITTEN CONSENT

OF THE

SHAREHOLDERS

OF

THE CANOPY GROUP, INC.

(Amending and Restating Articles)

November 3, 2000

Pursuant to and in accordance with the provisions of Section 16-10a-704 of the Utah Revised Business Corporation Act (the "Act"), the undersigned, constituting all of the shareholders (collectively, the "Shareholders") of The Canopy Group, Inc., a Utah corporation (the "Corporation"), waiving any and all notice to which we may be entitled, hereby take the following actions and adopt the following resolutions:

WHEREAS, the Directors of the Corporation have recommended that the Articles of Incorporation of the Corporation (the "Articles of Incorporation") be amended and restated in the form attached hereto and incorporated herein as Exhibit "A" (the "Amended and Restated Articles");

WHEREAS, the Shareholders have determined that it is in the best interests of the Corporation and of the Shareholders to amend and restate the Articles of Incorporation as set forth in the Amended and Restated Articles; and

NOW, THEREFORE, BE IT RESOLVED, that, in accordance with Sections 16-10a-1003, 1004, and 1007 of the Act, the Articles of Incorporation be amended in their entirety and replaced by the Amended and Restated Articles.

RESOLVED, FURTHER, that, each of the officers of the Corporation shall be, and hereby is, authorized to execute Articles of Restatement (the "Articles of Restatement") and to cause such Articles of Restatement to be filed with the Utah Department of Commerce, Division of Corporations and Commercial Code, and to do all of the things necessary and proper relating to the amendment and restatement of the Articles of Incorporation.

RESOLVED, FURTHER, that, the officers of the Corporation, shall be, and each hereby is singly authorized to take all such further actions, required or appropriate, which, in such officer's sole discretion,

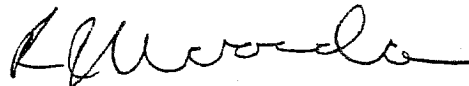
shall be necessary, proper or advisable in order to carry out fully the intent and to effectuate the purposes of the foregoing resolutions.

The Shareholders expressly understand that this Unanimous Written Consent is in lieu of a meeting of the shareholders of the Corporation and has the same legal effect as the vote of the Shareholders at a meeting which has been duly called, convened and held.

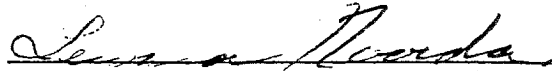
This Unanimous Written Consent may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and all of which shall together constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned Shareholders have executed this Unanimous Written Consent as of the day and year first above written.

SHAREHOLDERS:



Raymond J. Noorda, Trustee under Declaration of Trust
dated 10/8/80, as amended



Lewena Noorda, Trustee under Declaration of Trust
dated 10/8/80, as amended

EXHIBIT A

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE CANOPY GROUP, INC.**

Pursuant to and in accordance with Section 16-10a-1007 of the Utah Revised Business Corporation Act, the following are the Amended and Restated Articles of Incorporation of The Canopy Group, Inc., a Utah corporation:

ARTICLE I

NAME

The name of this corporation (the "Corporation") is:

The Canopy Group, Inc.

ARTICLE II

PURPOSES AND POWERS

1. The Corporation is organized to provide venture capital investments and to engage in any and all lawful acts, activities, and/or pursuits for which corporations may presently or hereafter be organized under the Utah Revised Business Corporation Act (the "URBCA").

2. The Corporation shall have all powers allowed by law, including without limitation those powers described in Section 16-10a-302 of the URBCA, as amended and supplemented. The purposes stated herein shall be construed as powers as well as purposes and the enumeration of a specific purpose or power shall not be construed to limit or restrict the meaning of general terms or the general powers; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

ARTICLE III

STOCK

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue is Twenty Five Million (25,000,000) shares of common stock. Twenty Five Thousand (25,000) shares of common stock shall be designated Class A Common Stock and Twenty Four Million Nine Hundred Seventy Five Thousand (24,975,000) shares of common stock shall be designated Class B Common Stock. All shares of the common stock shall be fully paid and non-assessable.

CLASS A COMMON STOCK

1. Designation. The Class A Common Stock shall have the following powers, preferences, rights, qualifications, limitations and restrictions:

(a) Voting. Each outstanding share of Class A Common Stock shall have one (1) vote on each matter to be voted on by the shareholders of the Corporation.

(b) Distributions Upon Liquidation, Dissolution or Winding Up. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Class A Common Stock shall be entitled to equal distributions of the net assets of the Corporation.

CLASS B COMMON STOCK

1. Designation. The Class B Common Stock shall have the following powers, preferences, rights, qualifications, limitations and restrictions:

(a) Equal Rights, Privileges and Limitations, Except Voting Rights. The relative rights, privileges and limitations of shares of the Class A Common Stock and the shares of the Class B Common Stock shall be in all respects identical, share for share, except that the voting power for the election of directors and all other matters coming to a vote before the shareholders of the Corporation, shall be vested exclusively in the holders of the Class A Common shares, until the earlier of the following :

(i) On October 31, 2020; or

(ii) On the occurrence of a Liquidation Event. A Liquidation Event for the purpose of this provision shall be (1) any liquidation, dissolution or winding up of the Corporation or (2) the sale by the Corporation of all or substantially all of its assets or the acquisition of the Corporation by another entity by means of a merger or a consolidation that results in the exchange of the outstanding shares

of the Corporation for securities or consideration issued, or caused to be issued, by the acquiring corporation or its subsidiary, unless the shareholders of the Corporation hold at least fifty percent (50%) of the voting power of the surviving corporation or purchaser of the assets of the Corporation in such a transaction.

(b) Voting. Until the earlier of (i) October 31, 2020, or (ii) the occurrence of a Liquidation Event (as previously defined), the Class B Common Stock shall have no voting powers, either general or special; thereafter, Class B Common Stock shall have identical voting powers to Class A Common Stock. To the extent such shares would otherwise be entitled to voting rights under URBCA §§ 16-10a-1004, 16-10a-1302, or other provisions of the URBCA, such rights are expressly revoked and cancelled pursuant to the power to restrict as provided in URBCA § 16-10a-1004(5).

ARTICLE IV

OFFICER AND DIRECTOR LIABILITY

1. The Corporation shall indemnify and advance expenses to its directors, officers, employees, fiduciaries or agents and to any person who is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, fiduciary or agent of another domestic or foreign corporation or other person or of an employee benefit plan (and their respective estates or personal representatives) to the fullest extent as from time to time permitted by Utah law.

2. The personal liability of the directors and officers of the Corporation to the Corporation or its shareholders, or to any third person, shall be eliminated or limited to the fullest extent as from time to time permitted by Utah law.

3. Any repeal or modification of this Article IV by the shareholders of the Corporation shall not adversely affect any right or protection of any person existing at the time of such repeal or modification.

ARTICLES OF RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
THE CANOPY GROUP, INC.

November 3, 2000

In accordance with Section 16-10a-1007 of the Utah Revised Business Corporation Act (the "URBCA"), The Canopy Group, Inc., a Utah corporation (the "Corporation"), hereby declares and certifies as follows:

1. The name of the Corporation is The Canopy Group, Inc.
2. The text of the Amended and Restated Articles of Incorporation (the "Amended and Restated Articles") is attached hereto as Exhibit A and is incorporated herein by this reference.
3. The amendments contained in the Amended and Restated Articles provide for an exchange, reclassification or cancellation of issued shares of the Corporation. The provisions for implementing the amendments contained in the Amended and Restated Articles are as follows:

Upon the filing of these Articles of Restatement, all of the issued and outstanding shares of the Common Stock of the Corporation, automatically and without any further action by the Corporation or its shareholders, shall be converted into (i) Class A Common Stock at the ratio of one (1) to one thousand (1,000), and (ii) Class B Common Stock at the rate of nine hundred ninety nine (999) to one thousand (1,000), such that the 10,000,000 shares of currently issued and outstanding Common Stock shall automatically be converted into 10,000 shares of Class A Common Stock and 9,990,000 shares of Class B Common Stock..

4. The Amended and Restated Articles were adopted as of November 3, 2000 in accordance with the requirements of the URBCA.

5. In accordance with the URBCA, no shareholders were entitled to vote in separate voting groups. The designation, number of outstanding shares, number of votes entitled to be cast, number of votes indisputably represented, and the total number of votes cast for and against the Amended and Restated Articles were as follows:

Designation	Outstanding Shares	Votes Entitled to be Cast	Votes Represented	For	Against
Common Stock	10,000,000	10,000,000	10,000,000	10,000,000	0

The number of votes cast for the Amended and Restated Articles was sufficient for approval.

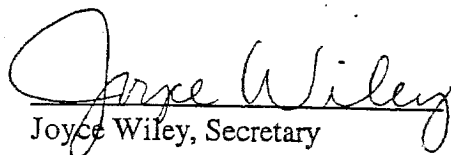
IN WITNESS WHEREOF, these Articles of Restatement have been executed by the Corporation as of the date first written above.

The Canopy Group, a Utah corporation



Ralph J. Yarro
President

Attest:



Joyce Wiley, Secretary

MAILING ADDRESS

If, upon completion of filing of the above Articles of Restatement, the Division elects to send a copy of the Articles of Restatement to the Corporation by mail, the address to which the copy should be mailed is:

Parsons Behle & Latimer
One Utah Center
Post Office Box 45898
Salt Lake City, Utah 84145-0898
Attention: Brent Christensen, Esq.

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CLASS A COMMON STOCK

1. Designation. The Class A Common Stock shall have the following powers, preferences, rights, qualifications, limitations and restrictions:

(a) Voting. Each outstanding share of Class A Common Stock shall have one (1) vote on each matter to be voted on by the shareholders of the Corporation.

(b) Distributions Upon Liquidation, Dissolution or Winding Up. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Class A Common Stock shall be entitled to equal distributions of the net assets of the Corporation.

CLASS B COMMON STOCK

1. Designation. The Class B Common Stock shall have the following powers, preferences, rights, qualifications, limitations and restrictions:

(a) Equal Rights, Privileges and Limitations, Except Voting Rights. The relative rights, privileges and limitations of shares of the Class A Common Stock and the shares of the Class B Common Stock shall be in all respects identical, share for share, except that the voting power for the election of directors and all other matters coming to a vote before the shareholders of the Corporation, shall be vested exclusively in the holders of the Class A Common shares, until the earlier of the following :

- (i) On October 31, 2020; or
- (ii) On the occurrence of a Liquidation Event. A Liquidation Event for the purpose of this provision shall be (1) any liquidation, dissolution or winding up of the Corporation or (2) the sale by the Corporation of all or substantially all of its assets or the acquisition of the Corporation by another entity by means of a merger or a consolidation that results in the exchange of the outstanding shares

of the Corporation for securities or consideration issued, or caused to be issued, by the acquiring corporation or its subsidiary, unless the shareholders of the Corporation hold at least fifty percent (50%) of the voting power of the surviving corporation or purchaser of the assets of the Corporation in such a transaction.

(b) Voting. Until the earlier of (i) October 31, 2020, or (ii) the occurrence of a Liquidation Event (as previously defined), the Class B Common Stock shall have no voting powers, either general or special; thereafter, Class B Common Stock shall have identical voting powers to Class A Common Stock. To the extent such shares would otherwise be entitled to voting rights under URBCA §§ 16-10a-1004, 16-10a-1302, or other provisions of the URBCA, such rights are expressly revoked and cancelled pursuant to the power to restrict as provided in URBCA § 16-10a-1004(5).

ARTICLE IV

OFFICER AND DIRECTOR LIABILITY

1. The Corporation shall indemnify and advance expenses to its directors, officers, employees, fiduciaries or agents and to any person who is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, fiduciary or agent of another domestic or foreign corporation or other person or of an employee benefit plan (and their respective estates or personal representatives) to the fullest extent as from time to time permitted by Utah law.

2. The personal liability of the directors and officers of the Corporation to the Corporation or its shareholders, or to any third person, shall be eliminated or limited to the fullest extent as from time to time permitted by Utah law.

3. Any repeal or modification of this Article IV by the shareholders of the Corporation shall not adversely affect any right or protection of any person existing at the time of such repeal or modification.