

OpenMPE, INCORPORATED
AMENDED AND RESTATED
ARTICLES OF INCORPORATION

The undersigned, being the sole incorporator of OpenMPE, Incorporated, pursuant to Section 2-603(b), Corporations and Associations Article, does hereby certify that there has been no organizational meeting of OpenMPE, Incorporated, and he, therefore, files the following as the Amended And Restated Articles of Incorporation.

FIRST: I, JAMES D. JOHNSON, JR., whose post office address is 20 West Washington Street, Suite 403, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the Corporation) is OpenMPE, Incorporated.

THIRD: The general purposes for which the Corporation is formed are:

(1) To own the MPE "environment" and related software for the benefit of its members; and to provide technological services for its members on a mutual nonprofit basis.

(2) For the general purposes foresaid, and limited to those purposes, the Corporation shall have the power and purpose to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

(3) It is not the purpose of the Corporation to make a profit, but rather to provide technological services and operating systems for the benefit of its members by acquiring the MPE "environment" and related software and providing and making services and applications available to its members. The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of this Corporation, and the enjoyment or exercise thereof, as conferred by the General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is 15 Catawba Place, Hagerstown, Maryland 21742. The name and post office address of the resident agent of the Corporation in this State are Jonathan M. Backus, 15 Catawba Place, Hagerstown, Maryland 21742. Said resident agent is an individual actually residing in this State.

FIFTH: The Corporation has no authority to issue capital stock.

SIXTH: Anything contained in these Articles of Incorporation to the contrary notwithstanding:

(1) Each member of the Corporation, solely by reason of membership in the Corporation, shall be entitled to enter into an Agreement which will permit the member to use the MPE/iX operating system and/or related software owned by the Corporation.

(2) No member is entitled (either conditionally or unconditionally) to receive any distribution of earnings and profits of the Corporation in the form of dividends. Upon a complete or partial liquidation of the Corporation, distribution shall be made to a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

SEVENTH: The Corporation shall have nine directors, which number may be increased but not decreased pursuant to the By-Laws of the Corporation. The names of the directors who shall serve until the first meeting of the Board of Directors or until their successors are duly elected and qualify are:

Ted Ashton
Jonathan M. Backus
M. Birket Foster
Mark Klein

Christian Lheureux
John Marrah
Chris Miller
Ken Sletten
Jeff Vance

EIGHTH: The following provision is hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and members:

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the Maryland General Corporation Law now or hereafter in force.

NINTH: No director or officer of the Corporation shall be liable to the Corporation or to its members for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this ^ day of March 2002, and I acknowledge the same to be my act.

James D. Johnson, Jr.