

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,

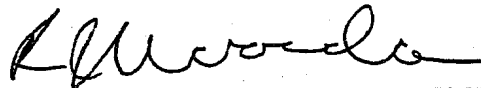
shall be necessary, proper or advisable in order to carry out fully the intent and to effectuate the purposes of the foregoing resolutions.

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