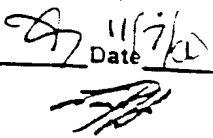



00 110119L  
1171014

State of Utah  
Department of Commerce  
Division of Corporations and Commercial Code  
I hereby certify that the foregoing has been filed  
and approved on this 6 day of November  
in the office of this Division and hereby issue  
this Certificate thereof.

Examiner \_\_\_\_\_ Date 11/7/00  
  
  
LORENA RIFFO-JENSON  
DIVISION DIRECTOR

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

**EXPEDITE**

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


  
**FILED**  
NOV 06 2000  
Utah Div. Of Corp. & Comm. Code

11-00-00 PUG:10 111

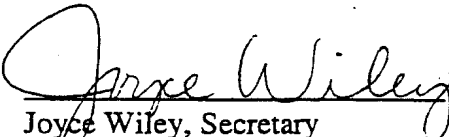
The number of votes cast for the Amended and Restated Articles was sufficient for approval.

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.