

RESTATED ARTICLES OF INCORPORATION

OF

PINNACLE SYSTEMS, INC.

Mark L. Sanders and Arthur D. Cladwick hereby certify that:

1. They are the duly elected President and Secretary, respectively, of Pinnacle Systems, Inc., a California corporation.

2. The Restated Articles of Incorporation of this corporation, as amended to the date of the filing of these Third Restated Articles of Incorporation, and with the omissions required by Section 910 of the Corporations Code, are hereby amended and restated to read as follows:

I

The name of this corporation is: Pinnacle Systems, Inc..

II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

(A) This corporation is authorized to issue 20,000,000 shares of its capital stock, which shall be divided into two classes known as "Common Stock" and "Preferred Stock."

(B) The total number of Common Stock which this corporation is authorized to issue is 15,000,000 and the total number of Preferred Stock which this corporation is authorized to issue is 5,000,000.

(C) The Preferred Stock may be issued from time to time in one or more series. The Board of Directors of this corporation is authorized to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock, and within the limitations or restrictions stated in any resolution or resolutions of the Board of

Directors originally fixing the number of shares constituting any series, to increase or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series, to determine the designation and par value of any series and to fix the number of shares of any series.

IV

(A) Limitation of Directors' Liability. The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

(B) Indemnification of Corporate Agents. This corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the corporation and its shareholders.

(C) Repeal or Modification. Any repeal or modification of the foregoing provisions of this Article Fourth by the shareholders of this corporation shall not adversely affect any right of indemnification or limitation of liability of a director or officer of this corporation relating to acts or omissions occurring prior to such repeal or modification.

3. The foregoing Restated Articles of Incorporation have been duly approved by the Board of Directors of said corporation.

4. The foregoing Restated Articles of Incorporation were approved by the required vote of the shareholders of said corporation in accordance with Sections 902 and 903 of the California General Corporations Code at a Special Meeting of Shareholders, the record date for which was August 22, 1994. The total number of outstanding shares of the corporation entitled to vote as of the record date for said meeting was 1,057,439 shares of Common Stock, 215,000 shares of Series A Preferred Stock, 258,358 shares of Series B Preferred Stock, 226,071 shares of Series C Preferred Stock, 212,500 shares of Series D Preferred Stock, 138,790 shares of Series F Preferred Stock and 500,000 shares of Series G Preferred Stock. The number of shares of stock voting in favor of the foregoing Restated Articles of Incorporation equalled or exceeded the vote required.

The vote required was more than 50% of the outstanding shares of Common Stock and more than 50% of the outstanding shares of the Series A, Series B, Series C, Series D, Series F and Series G Preferred Stock, voting together as a single class. The Restated Articles are necessary as a result of the automatic conversion of all outstanding Preferred Stock upon the effectiveness of the corporation's initial public offering.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing Restated Articles of Incorporation are true and correct of our own knowledge.

Executed at Sunnyvale, California, on October __, 1994.

Mark L. Sanders, President

Arthur D. Chadwick, Secretary

A451938

**ENDORSED
FILED**

*in the office of the Secretary of State
of the State of California*

**CERTIFICATE OF AMENDMENT OF
RESTATED ARTICLES OF INCORPORATION OF
PINNACLE SYSTEMS, INC.**

SEP 27 1994

TONY MILLER
Acting Secretary of State

The undersigned, Mark L. Sanders and Arthur D. Chadwick hereby certify that:

1. They are the duly elected and acting President and Secretary, respectively, of Pinnacle Systems, Inc., a California corporation.
2. So much of Article III which currently reads as follows:

"This Corporation is authorized to issue two classes of shares to be designated, respectively, Preferred Stock ("Preferred") and Common Stock ("Common"). The total number of shares of Preferred this Corporation shall have authority to issue is 2,817,385, without par value, and the total number of shares of Common this Corporation shall have authority to issue is 10,000,000, without par value. The Preferred shall be divided into eight series: Series A, consisting of 215,000 shares ("Series A Preferred"); Series B, consisting of 258,358 shares ("Series B Preferred"); Series C, consisting of 226,071 shares ("Series C Preferred"); Series D, consisting of 212,500 shares ("Series D Preferred"); Series E, consisting of 266,666 shares ("Series E Preferred"); Series F, consisting of 138,790 shares ("Series F Preferred"); Series G, consisting of 750,000 shares ("Series G Preferred"); and Series G-1, consisting of 750,000 shares, which shall be issuable only when provided by Section 5(g) hereof ("Series G-1 Preferred")."

is amended to read in its entirety as follows:

"This Corporation is authorized to issue two classes of shares to be designated, respectively, Preferred Stock ("Preferred") and Common Stock ("Common"). The total number of shares of Preferred this Corporation shall have authority to issue is 2,817,385, without par value, and the total number of shares of Common this Corporation shall have authority to issue is 15,000,000, without par value. The Preferred shall be divided into eight series: Series A, consisting of 215,000 shares ("Series A Preferred"); Series B, consisting of 258,358 shares ("Series B Preferred"); Series C, consisting of 226,071 shares ("Series C Preferred"); Series D, consisting of 212,500 shares ("Series D Preferred"); Series E, consisting of 266,666 shares ("Series E Preferred"); Series F, consisting of 138,790 shares ("Series F Preferred"); Series G, consisting of 750,000 shares ("Series G Preferred"); and Series G-1, consisting of 750,000 shares, which shall be issuable only when provided by Section 5(g) hereof ("Series G-1 Preferred")."

3. So much of Article III, Section 5(d)(4)(B) which currently reads as follows:

"(B) to officers, directors, and employees of, and consultants to, the Corporation to be designated and approved by the Board of Directors, appropriately adjusted for any recapitalization (provided that any shares repurchased by the Corporation from employees, directors and consultants at cost pursuant to the terms of stock repurchase agreements approved by the Board of Directors shall not, unless reissued, be counted as issued for purposes of this calculation); provided, however, that the number of shares so issued, including all such shares issued prior to the effectiveness of these Restated Articles of Incorporation, shall not exceed an aggregate of 1,430,000 shares of Common Stock (shares excluded from the definition of "Additional Shares of Common Stock" by virtue of this subsection (B) are referred to herein as "Reserved Shares")."

is hereby amended to read in its entirety as follows:

"(B) to officers, directors, and employees of, and consultants to, the Corporation to be designated and approved by the Board of Directors, appropriately adjusted for any recapitalization (provided that any shares repurchased by the Corporation from employees, directors and consultants at cost pursuant to the terms of stock repurchase agreements approved by the Board of Directors shall not, unless reissued, be counted as issued for purposes of this calculation), (shares excluded from the definition of "Additional Shares of Common Stock" by virtue of this subsection (B) are referred to herein as "Reserved Shares")."


4. The foregoing amendment of Restated Articles of Incorporation as been duly approved by the Board of Directors.

5. The foregoing amendment of Restated Articles of Incorporation has been duly approved by the required vote of each class of shareholders in accordance with Sections 902 and 903 of the Corporations Code. The authorized number of shares of Common Stock is 10,000,000, of which 1,057,439 are issued and outstanding. The authorized number of shares of Preferred Stock is 2,817,385, of which 215,000 shares have been designated Series A Preferred Stock, all of which are issued and outstanding, of which 258,358 shares have been designated Series B Preferred Stock, all of which are issued and outstanding, of which 226,071 shares have been designated Series C Preferred Stock, all of which are issued and outstanding, of which 212,500 shares have been designated Series D Preferred Stock, all of which are issued and outstanding, of which 266,666 shares have been designated Series E Preferred Stock, none of which are issued and outstanding, of which 138,790 shares have been designated Series F Preferred Stock, all of which are issued and outstanding, of which 750,000 shares have been designated Series G Preferred Stock, 500,000 of which are issued and outstanding, of which 750,000 shares have been designated Series G-1 Preferred Stock, none of which are issued and

outstanding. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the Common and more than 50% of the Series A, Series B, Series C, Series D, Series F and Series G Preferred, voted together as a single class.



Mark L. Sanders, President


Arthur D. Chadwick, Secretary

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing Certificate are true and correct of our own knowledge.

IN WITNESS WHEREOF, the undersigned have executed this Certificate at Sunnyvale, California on September 22, 1994.



Mark L. Sanders


Arthur D. Chadwick

CERTIFICATE OF AMENDMENT OF
RESTATED ARTICLES OF INCORPORATION OF
PINNACLE SYSTEMS, INC.

The undersigned, Mark L. Sanders and Arthur D. Chadwick hereby certify that:

1. They are the duly elected and acting President and Secretary, respectively, of Pinnacle Systems, Inc., a California corporation.
2. So much of Article III, Section 5(b) which currently reads as follows:

"(b) Automatic Conversion. Each share of Preferred shall automatically be converted into shares of Common at the then effective Conversion Price for each series of Preferred upon the closing of a firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common for the account of the Corporation to the public at a price per share (prior to underwriter commissions and offering expenses) of not less than Eight Dollars (\$8.00) per share, (which price is determined with reference to the number of authorized and issued shares of capital stock of the Corporation as of September 9, 1993, and shall be appropriately adjusted for any stock split, stock dividends and recapitalization) and an aggregate offering price to the public of not less than Eight Million Dollars (\$8,000,000)."

is amended to read in its entirety as follows:

"(b) Automatic Conversion. Each share of Preferred shall automatically be converted into shares of Common at the then effective Conversion Price for each series of Preferred upon the closing of a firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common for the account of the Corporation at an aggregate offering price to the public of not less than Eight Million Dollars (\$8,000,000)."

3. The foregoing amendment of Restated Articles of Incorporation as been duly approved by the Board of Directors.

4. The foregoing amendment of Restated Articles of Incorporation has been duly approved by the required vote of each class of shareholders in accordance with Sections 902 and 903 of the Corporations Code. The authorized number of shares of Common Stock is 15,000,000, of which 1,057,439 are issued and outstanding. The authorized number of shares of Preferred Stock is 2,817,385, of which 215,000 shares have been designated Series A Preferred Stock, all of which are issued and outstanding, of which 258,358 shares have been

designated Series B Preferred Stock, all of which are issued and outstanding, of which 226,071 shares have been designated Series C Preferred Stock, all of which are issued and outstanding, of which 212,500 shares have been designated Series D Preferred Stock, all of which are issued and outstanding, of which 266,666 shares have been designated Series E Preferred Stock, none of which are issued and outstanding, of which 138,790 shares have been designated Series F Preferred Stock, all of which are issued and outstanding, of which 750,000 shares have been designated Series G Preferred Stock, 500,000 of which are issued and outstanding, of which 750,000 shares have been designated Series G-1 Preferred Stock, none of which are issued and outstanding. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the Common and more than 50% of the Series, Series B, Series C, Series D, Series F and Series G Preferred, voting together as a single class.

Mark L. Sanders, President

Arthur D. Chadwick, Secretary

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing Certificate are true and correct of our own knowledge.

IN WITNESS WHEREOF, the undersigned have executed this Certificate at Sunnyvale, California on October __, 1994.

Mark L. Sanders

Arthur D. Chadwick