

RESTATED
CERTIFICATE OF INCORPORATION
OF
CONCURRENT COMPUTER CORPORATION

CONCURRENT COMPUTER CORPORATION (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

That the Corporation was originally incorporated with the Secretary of State of the State of Delaware on August 3, 1981 under the name of Massachusetts Computer Corporation;

That this restated Certificate of Incorporation of the Corporation restates and integrates and does not further amend the provisions of the Corporation's Certificate of Incorporation as theretofore amended or supplemented, and that there is no discrepancy between those provisions and the provisions of the restated certificate; and

That this restated Certificate of Incorporation of the Corporation has been duly adopted by the Board of Directors of the Corporation in accordance with Section 245 of the General Corporation Law of the State of Delaware.

FIRST. The name of the corporation is CONCURRENT COMPUTER CORPORATION.

SECOND. The address of its registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH. The total number of shares of capital stock which the Corporation shall have authority to issue is one hundred twenty-five million twenty thousand (125,020,000) shares, of which one hundred million (100,000,000) shares shall be Common Stock, \$.01 par value, twenty thousand (20,000) shares shall be Class A Preferred Stock, \$100 par value, and twenty-five million (25,000,000) shall be Series Preferred Stock, \$.01 par value.

Upon the effective time of the Certificate of Amendment to the Corporation's Certificate of Incorporation whereby Article FOURTH is amended to include the within paragraph, each ten (10) issued and outstanding shares of Common Stock of the Corporation shall thereby be combined into one (1) share of validly issued, fully paid and non-assessable share of Common Stock having a par value per share of \$.01. Each person at that time holding of record any issued and outstanding shares of Common Stock shall receive upon surrender to the Corporation's transfer agent a stock certificate or certificates to evidence and represent the number of shares of

post-reverse split Common Stock to which such stockholder is entitled after giving effect to the reverse split; provided, however, that the Corporation shall not issue fractional shares of Common Stock in connection with this reverse split, but, in lieu thereof shall make a cash payment equal to the Market Value (as subsequently declined herein) of each share of Common Stock to holders thereof who would otherwise be entitled to receive fractional shares, except for the provisions hereof, upon surrender of certificates representing those shares to the Corporation's transfer agent. The ownership of such fractional interests shall not entitle the holder thereof to any voting, dividend or other right, except the right to receive payment therefor as described above. For the purposes hereof, "Market Value" of shares of Common Stock shall mean an amount per share equal to the average of the closing bid price for the Common Stock on the five trading days prior to the date on which the reverse split is effective, as reported by the National Association of Securities Dealers Automated Quotation system.

A statement of the powers, preferences and relative participating, optional or other special rights of the authorized classes of stock, and qualifications, limitations or restrictions thereof, subject to the terms of the Series Preferred Stock, is as follows:

A. Voting Rights

Except as otherwise provided from time to time by the laws of Delaware or this Certificate of Incorporation, the entire voting power for the election of directors of the Corporation and for all other purposes shall be vested in the holders of Common Stock which shall vote as a single class, with the holder of each share of Common Stock being entitled to one vote in respect to such share.

B. Dividend Rights

Subject to the provisions of the last sentence of subparagraph (i) of paragraph D below, cash dividends may be paid, if, as and when declared by the Board of Directors of the Corporation out of funds legally available therefor, upon shares of Class A Preferred Stock at the rate of \$6 per share per annum from the date of issue on a cumulative basis, and no more. So long as any shares of Class A Preferred Stock remain outstanding, no dividends shall be paid or declared and no other distributions shall be made upon or in respect of the Common Stock of the Corporation (other than dividends and distributions consisting solely of shares of Common Stock of the Corporation) unless and until there shall have been paid, or declared and set aside for payment, cash dividends upon the then outstanding shares of Class A Preferred Stock in the full amount permitted above. The foregoing restrictions shall not apply to the repurchase of shares of Common Stock of the Corporation from employees upon termination of employment nor to any other repurchase of shares of Common Stock of the Corporation to which the holders of a majority of the then outstanding shares of Class A Preferred Stock shall have consented in writing.

C. Liquidation Rights

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, then, before any distribution or payment shall be made to or set apart for the holders of Common Stock, the holders of Class A Preferred Stock shall be entitled to receive from the assets of the Corporation the sum of \$100 per share in cash or other property plus, in the case of each share, an amount equal to any dividends declared by unpaid thereon to the date of such liquidation, dissolution or winding up. After such payments shall have been made in full to the

holders of Class A Preferred Stock, the holders of Common Stock shall be entitled to receive the remaining assets of the Corporation.

D. Repurchase; Redemption

The rights and obligations of the Corporation to repurchase or redeem shares of the Class A Preferred Stock shall be as follows:

- (i) Holders of shares of the Class A Preferred Stock may by written notice to the Corporation require the Corporation at any time no earlier than 90 days nor later than 135 days following the end of each fiscal year of the Corporation ending on or after June 30, 1987 to repurchase with funds legally available therefor up to 20% of the number of such shares outstanding on June 30, 1987 at a repurchase price of \$100 per share plus any dividends declared and unpaid thereon to the date of repurchase, with unused portions of such percentage of shares outstanding to be carried over to succeeding years provided that the Corporation shall in no fiscal year be obligated to utilize for such purpose more than 30% of its consolidated after-tax earnings for the immediately preceding fiscal year (less any dividends paid upon the Class A Preferred Stock with respect to such preceding fiscal year). If, in any fiscal year, more shares are then required to be repurchased, repurchases of such tendered shares shall be made pro rata to the number of shares held by each holder who has made a tender (but not, as to any holder, in excess of the maximum so tendered by such holder). Except pursuant to paragraph C above, the Corporation shall not, without the written consent of a majority of the then outstanding shares of Class A Preferred Stock, make or set aside funds for any distribution or other payment, as a dividend, in redemption, or otherwise, on or with respect to the shares of its capital stock, other than shares of Class A Preferred Stock, while there shall exist any default by the Corporation in performance of the provisions of this subparagraph (i), or if such distribution or other payment may reasonably be foreseen to result in such a default within the next following 12 months period.
- (ii) The Corporation shall have the right at any time, upon no less than 30 days prior written notice, to redeem the outstanding shares of Class A Preferred Stock in whole or in part at the redemption price of \$100 per share, plus an amount equal to any dividends declared and unpaid thereon to the date fixed for redemption, such redemptions otherwise to be carried out in accordance with procedures specified by the Board of Directors of the Corporation. In the event of any redemption pursuant to this subparagraph (ii) of only part of the then outstanding shares of Class A Preferred Stock, the Corporation shall effect such redemption pro rata among all the holders thereof in accordance with their respective interests (with appropriate adjustments to avoid redemption of fractional shares).

E. Series Preferred Stock

The shares of Series Preferred Stock may be issued from time to time in one or more Series. The Board of Directors is hereby authorized to establish from time to time by resolution or resolutions the number of shares to be included in each such Series, and to fix the designation, powers, preferences and relative participating, optional conversion and other special rights to each such Series and the qualifications, limitations or restrictions thereof, including but not

limited to the fixing or alteration of the dividend rights, dividend rate or rates, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), the redemption price or prices, and the liquidation preferences of any wholly unissued Series of shares of Preferred Stock, or any or all of the them, all to the fullest extent now or hereafter permitted by the General Corporation Law of Delaware; and to increase or decrease the number of shares of any Series subsequent to the issue of shares of that Series, but not below the number of shares of such Series then outstanding. In case the number of shares of any Series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such Series. No vote of the holders of the Common Stock, Class A Preferred Stock or Series Preferred Stock shall, unless otherwise provided in the resolutions creating any particular Series of Series Preferred Stock, be a prerequisite to the issuance of any shares of any Series of the Series Preferred Stock authorized by and complying with the conditions of this Certificate of Incorporation.

FIFTH. The name and mailing address of the sole incorporator is as follows: Thomas C. Chase, Room 1400, One Federal Street, Boston, Massachusetts 02110.

SIXTH. The Corporation is to have perpetual existence.

SEVENTH. In furtherance and not in limitation of the powers conferred by status, the Board of Directors is expressly authorized:

To make, alter, amend, or repeal the by-laws of the Corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.

To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By a majority of the whole Board, to designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The by-laws may provide that in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at that meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors, or in the by-laws of the Corporation, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it, but no such committee shall have the power or authority in reference to amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the stockholders a dissolution of the Corporation or a revocation of a dissolution, or amending the by-laws of the Corporation; and, unless resolutions or by-laws expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

When and as authorized by the stockholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as the Board of Directors shall deem expedient and in the best interests of the Corporation.

EIGHTH. Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

NINTH. Meetings of stockholders may be held at such place, either within or without the State of Delaware, as the by-laws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the by-laws of the Corporation. Elections of directors need not be by written ballot unless the by-laws of the Corporation shall so provide.

No action required or permitted to be taken at any annual or special meeting of stockholders of the Corporation may be taken without a meeting except upon the written consent of holders of 100% of the shares of capital stock of the Corporation entitled to vote upon such action. In addition to any requirements of law and any other provisions of the certificate of incorporation (and notwithstanding the fact that a lesser percentage may be specified by law, this Certificate of Incorporation or otherwise), the affirmative vote of sixty-six and two thirds percent (66 2/3%) of the votes entitled to be cast by all of the holders of outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend, alter or repeal, or adopt any provision inconsistent with this paragraph.

TENTH. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or thereafter prescribed by statute and this Certificate of Incorporation, and all rights conferred upon a stockholder herein are granted subject to this reservation.

ELEVENTH. No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for

