

Amended Company Information and Disclosure Statement  
Lecere Corporation  
June 1, 2010

**We previously were a shell company, therefore the exemption offered pursuant to Rule 144 is not available. Anyone who purchased securities directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction.**

**Part A. General Company Information**

**Item I**

**Name:** Lecere Corporation  
**Predecessor:** Full Circle Image, Inc.  
**Name Change:** March 11, 2009

**Item II**

**Company Address:**  
Lecere Corporation  
519 SW Third Avenue  
Suite 500  
Portland, Oregon 97204  
503-781-4828  
**Website:** [www.lecere.com](http://www.lecere.com)  
**Investor Relations:**  
James B. Morris  
Lecere Corporation  
519 SW Third Avenue  
Suite 500  
Portland, Oregon 97204  
[jim.morris@lecere.com](mailto:jim.morris@lecere.com)  
503-781-4828

**Item III**

**Original Incorporation:** FCSI Corporation, Minnesota, March 26, 1986  
**First Name Change:** Full Circle Image, Inc., Minnesota, November 17, 2000  
**Second Name Change:** Lecere Corporation, Minnesota, March 11, 2009

**Part B. Share Structure**

**Item IV**

**Class:** Common Stock and Preferred Stock  
**CUSIP:** 52323R101  
**Trading Symbol:** LCRE

**Item V**

**Paragraph A: Par or Stated Value**

**Common Stock Par Value:** none

**Preferred Stock Par Value:** none

**Paragraph B: Common or Preferred Stock**

**Item 1**

**Common Stock Dividend Rights:** none

**Common Stock Voting Rights:** 1 vote per share

**Common Stock Preemption Rights:** none

**Item 2**

**Preferred Stock Dividend Rights:** none

**Preferred Stock Voting Rights:** 1 vote per share

**Preferred Stock Conversion Rights:** 1 to 1

**Preferred Stock Liquidation Rights:** none

**Preferred Stock Redemption Provisions:** none

**Preferred Stock Sinking Fund Provisions:** none

**Item 3**

There are no other material rights for common or preferred shareholders

**Item 4**

There are no provisions in Lecere's by-laws that would delay, defer or prevent a change in control of the issuer

**Item VI**

**Common Stock**

**Period End Date:** December 31, 2009 (Lecere has had only one fiscal year end)

**Authorized Common Shares:** 5,000,000,000

**Outstanding Common Shares:** 3,067,469,741

**Freely Traded Common Shares:** 1,235,279,388

**Beneficial Shareholders:** 1

**Total Number of Shareholders of Record:** 289

**Period End Date:** March 31, 2010

**Authorized Common Shares:** 25,000,000,000

**Outstanding Common Shares:** 8,083,785,440

**Freely Traded Common Shares:** 3,028,261,753

**Beneficial Shareholders:** 2

**Total Number of Shareholders of Record:** 316

**Preferred Stock**

**Period End Date:** December 31, 2009 (Lecere has had only one fiscal year end)

**Authorized Preferred Shares:** 1,000,000,000

**Outstanding Preferred Shares:** 0

**Freely Traded Preferred Shares:** 0

**Beneficial Shareholders:** 0

**Total Number of Shareholders of Record:** 0

**Period End Date:** March 31, 2010  
**Authorized Preferred Shares:** 1,000,000,000  
**Outstanding Preferred Shares:** 0  
**Freely Traded Preferred Shares:** 0  
**Beneficial Shareholders:** 0  
**Total Number of Shareholders of Record:** 0

### **Part C. Business Information**

#### **Item VII**

##### **Transfer Agent:**

Corporate Stock Transfer, Inc.  
3200 Cherry Creek Drive South  
Suite 430  
Denver, CO 80209  
**Telephone:** 303-282-4800  
**FAX:** 303-282-5800

**Website:** [www.corporatetstock.com](http://www.corporatetstock.com)

The transfer agent is registered under the exchange act  
The appropriate regulatory authority of the transfer agent is the SEC

#### **Item VIII**

##### **A. Business Development**

##### **Paragraph A**

##### **Item 1**

**Form of Organization:** C Corporation

##### **Item 2**

**Organized:** February 7, 2009

##### **Item 3**

**Fiscal Year End:** December 31

##### **Item 4**

Lecere has never been in bankruptcy, receivership, or any similar proceeding

##### **Item 5**

There has been no material reclassification, merger, consolidation, or purchase or sale of a significant amount of Lecere's assets

##### **Item 6**

Lecere has never defaulted on any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments

##### **Item 7**

Lecere was formed by a merger/acquisition with Full Circle Image on February 7, 2009

##### **Item 8**

The number of outstanding shares of Lecere common stock increased from 417,945,847 to 8,083,785,440 over the time period from February 7, 2009 to March 31, 2010

The number of free trading shares of Lecere common stock increased from 59,845,847 to 3,028,261,753 over the time period from February 7, 2009 to March 31, 2010

**Item 9**

Lecere had a 100:1 reverse split on March 11, 2009. Lecere was formed as the result of a merger acquisition on February 7, 2009.

**Item 10**

Lecere has never been delisted from an exchange

**Item 11**

Lecere has not had any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator.

**Paragraph B**

**Item 1**

**SIC Code:** 7372

Lecere does not list a secondary SIC code

**Item 2**

Lecere is in the development stage as of March 31, 2010

**Item 3**

Lecere was formerly a shell company

**Item 4**

Lecere has no parent, subsidiary, or affiliate

**Item 5**

There are no government regulations that are expected to impact Lecere's business

**Item 6**

Approximately 3,000 man-hours were spent since August, 2009 on R & D activities  
No R & D cost was borne by any customers

**Item 7**

Lecere is not affected by environmental laws and has had no costs associated with environmental laws, nor or any such costs anticipated

**Item 8**

Lecere had two employees on March 31, 2010

## Item IX

Lecere Corporation provides restaurants with software to manage and optimize the delicate balance between their resources and their customers' experiences.

Lecere's FIRMS (Fully-Integrated Restaurant Management Software) package helps restaurants optimize and reduce their operating costs while enhancing their customers' experiences. FIRMS is deployed as Software as a Service (SaaS), providing many operational benefits to Lecere's customers:

- Minimal financial investment, low cost of ownership
- Fast deployment
- Painless support
- "Limitless" Application Resources

Lecere will sell through reseller channels and a small, focused, direct sales force.

FIRMS is an integrated set of Software as a Service (SaaS) modules used for optimizing the operation of restaurants, ranging from individual restaurants to multinational chain restaurants. The FIRMS software consists of five on-demand modules:

- Point of sales (POS)
- Accounting
- Powerful online reservations capability for restaurants
- Mapping and geocoding
- Data mining

The approximately 212,000 Full Service restaurants (family, casual, and fine dining) in the United States have total revenues of about \$183B. Their median profit margin before taxes ranges from 3.5% to 6% and they spend about 0.6% of sales on their information technology, for a TAM for IT of \$825M.

Independent (as opposed to company-operated or franchise-operated) Full Service operators make up over 75% of the 212,000 Full Service restaurants. Independents lack the corporate-backed or franchised-backed funding for IT infrastructure and up front investment in operational systems. Yet, they are under the same pressure to address the customers' needs as the well-financed operators. Thus, the TAM for Lecere is approximately \$825M. Assuming one third of this class of customers do, indeed, invest in technology in a given year, Lecere's SAM is \$275M.

Lecere addresses all of these issues by offering a rich suite of functionality as Software as a Service: low cost of entry and low barrier to trial and adoption for the customer; low cost of install and support for Lecere and its resellers.

Lecere's pricing model has no upfront costs for the customer and is utility-based. Full-service independent restaurants average about 2400 tickets per month. Lecere initially plans to charge a fee per ticket, a flat fee for report generation and data mining, and a percentage fee for on-line reservations. With this pricing model, Lecere will achieve a market penetration of 6% over the first three years, resulting in a \$16M run-rate leaving fiscal year 3.

**Paragraph A: Principal products or services, and their markets**

Software as a Service for the restaurant market

**Paragraph B: Distribution methods of the products or services**

Secure Internet server

**Paragraph C: Status of any publicly announced new product or service**

FIRMS product is in beta test

**Paragraph D: Competitive business conditions, the issuer's competitive position in the industry, and methods of competition**

Lecere has no SaaS competitors in the restaurant industry

**Paragraph E: Sources and availability of raw materials and the names of principal suppliers**

Lecere is a software company and thus does not use raw materials

**Paragraph F: Dependence on one or a few major customers**

Lecere does not depend on one major customer

**Paragraph G: patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration**

Lecere will trademark FIRMS, but has not done so yet

**Paragraph H: The need for any government approval of principal products or services and the status of any requested government approvals**

None required

**Item X**

Lecere is a software company. Its assets consist of its software and its people. Lecere rents approximately 250 square feet of office space in Portland, Oregon.

**Part D. Management Structure and Financial Information**

**Item XI**

**Board Members:**

**Chairman**

**Item 1**

**Name**

James B. Morris

**Item 2**

**Address**

519 SW Third Avenue

Suite 500

Portland, Oregon 97204

503-781-4828

**Item 3**

**Employment History:** Morris was self-employed as a software consultant for the five years prior to becoming Chairman of Lecere

**Item 4**

**Board memberships and affiliations:** none

**Item 5**

**Compensation as a board member:** \$0 per year

**Item 6**

**Stock ownership:** 2,500,000,000 common stock shares (all restricted)

**Paragraph B**

Morris has no adverse legal or disciplinary history

**Paragraph C**

There are no family relationships between Morris and any other party associated with Lecere

**Paragraph D**

There are no related party transactions between Morris and any other party associated with Lecere

**Paragraph E**

There are no conflicts of interest between Morris and any other party associated with Lecere

**Officers:**

**Chief Executive Officer**

**Item 1**

**Name**

James B. Morris

**Item 2**

**Address**

519 SW Third Avenue  
Suite 500  
Portland, Oregon 97204  
503-781-4828

**Item 3**

**Employment History:** Morris was self-employed as a software consultant for the five years prior to becoming Chairman of Lecere

**Item 4**

**Board memberships and affiliations:** none

**Item 5**

**Compensation as a board member:** Morris was paid \$115,000 as 1099 compensation in 2009.

**Item 6**

**Stock ownership:** 2,500,000,000 common stock shares (all restricted)

**Paragraph B**

Morris has no adverse legal or disciplinary history

**Paragraph C**

There are no family relationships between Morris and any other party associated with Lecere

**Paragraph D**

There are no related party transactions between Morris and any other party associated with Lecere

**Paragraph E**

There are no conflicts of interest between Morris and any other party associated with Lecere

**Item XII****FINANCIALS**

A balance sheet, statement of income, statement of cash flows, and statement of changes in shareholders' equity has been posted at [www.pinkotc.com](http://www.pinkotc.com) as a Quarterly Report with subtitle "2010 Q1 Financials". There are no notes associated with the financial statements. These financial statements are incorporated here by reference.

**Item XIII****FINANCIALS**

A balance sheet, statement of income, statement of cash flows, and statement of changes in shareholders' equity has been posted at [www.pinkotc.com](http://www.pinkotc.com) as an Annual Report. There are no notes associated with the financial statements. These financial statements are incorporated here by reference. Lecere began operations on February 7, 2009, so the only annual report filed is that for fiscal year 2009.

**Item XIV****Beneficial Owners**

James B. Morris  
519 SW Third Avenue  
Suite 500  
Portland, Oregon 97204  
503-781-4828

**Stock ownership:** 2,500,000,000 common stock shares (all restricted)

Christopher P. Rosebrugh  
519 SW Third Avenue  
Suite 500  
Portland, Oregon 97204  
503-781-4828

**Stock ownership:** 2,500,000,000 common stock shares (all restricted)

**Item XV****Paragraph 1**

Lecere has no investment banker

**Paragraph 2**

Lecere has no promoter

**Paragraph 3**

Lecere has no counsel

**Paragraph 4**

Lecere has no accountant or auditor

**Paragraph 5**

Lecere has no public relations consultant(s)

**Paragraph 6**

Lecere has no investor relations consultant

**Paragraph 7**

No other advisor assisted with the preparation of this document

**Item XVI****Paragraph A****Plan of Operation****Paragraph 1i**

Lecere raises money on a monthly basis to satisfy its cash requirement. This will continue for the near term. It is unknown whether Lecere can raise enough money to enable the company to operate without raising any more cash in the next twelve months.

**Paragraph 1ii**

Lecere will perform product R & D for the next twelve months. This includes development of a reservation module, a management dashboard module, an inventory control module, an accounting module, a labor scheduling module, and a reports module.

### Paragraph 1iii

Lecere has no plans to sell plants or equipment

### Paragraph 1iv

Lecere expects to hire 5-10 employees in the next twelve months.

### Paragraph B

Not required because Lecere has never had revenues

### Paragraph C

#### Off-balance sheet arrangements

Lecere has no off-balance sheet arrangements nor are plans underway to engage in any off-balance sheet arrangements

## Part E. Issuance History

### Item XVII

Nature	Jurisdiction	Offered	Sold	Price	Paid Issuer	Status	Legend
Founder	Minn	510,000,000	510,000,000	\$0.0000001	\$51	RESTRICT	YES
Founder	Minn	1,000,000,000	1,000,000,000	\$0.0000001	\$100	RESTRICT	YES
Founder	Minn	990,000,000	990,000,000	\$0.0000001	\$99	RESTRICT	YES
Founder	Minn	2,500,000,000	2,500,000,000	\$0.0000001	\$250	RESTRICT	YES
PIPE	Minn	1,100,000	1,100,000	\$0.0100000	\$11,000	RESTRICT	YES
PIPE	Minn	700,000	700,000	\$0.1785714	\$125,000	RESTRICT	YES
Rule 504	Texas	40,000,000	40,000,000	\$0.0005000	\$20,000	FREE	NO
Rule 504	Texas	45,454,545	45,454,545	\$0.0005500	\$23,750	FREE	NO
Rule 504	Texas	50,000,000	50,000,000	\$0.0006000	\$28,500	FREE	NO
Rule 504	Texas	41,666,666	41,666,666	\$0.0006000	\$23,750	FREE	NO
Rule 504	Texas	41,666,666	41,666,666	\$0.0006000	\$23,750	FREE	NO
Rule 504	Texas	70,000,000	70,000,000	\$0.0006000	\$42,000	FREE	NO
Rule 504	Texas	34,000,000	34,000,000	\$0.0007353	\$25,000	FREE	NO
Rule 504	Texas	90,909,090	90,909,090	\$0.0002750	\$23,750	FREE	NO
Rule 504	Texas	100,000,000	100,000,000	\$0.0004000	\$38,000	FREE	NO
Rule 504	Texas	90,909,090	90,909,090	\$0.0002750	\$23,750	FREE	NO
Rule 504	New York	200,000,000	200,000,000	\$0.0002500	\$50,000	FREE	NO
Rule 504	Texas	178,571,428	178,571,428	\$0.0001400	\$23,750	FREE	NO
Rule 504	Texas	266,666,666	266,666,666	\$0.0000750	\$19,000	FREE	NO
Rule 504	Texas	333,333,333	333,333,333	\$0.0000750	\$23,750	FREE	NO
Rule 504	Texas	350,877,166	350,877,166	\$0.0000600	\$20,000	FREE	NO
Rule 504	Texas	421,052,600	421,052,600	\$0.0000500	\$20,000	FREE	NO
Rule 504	Texas	421,052,600	421,052,600	\$0.0000500	\$20,000	FREE	NO
Rule 504	Texas	384,615,384	384,615,384	\$0.0000650	\$23,750	FREE	NO
Rule 504	Texas	833,333,333	833,333,333	\$0.0001200	\$95,000	FREE	NO

## Part F. Exhibits

### Item XVIII

Lecere has no material contracts

**Item XIX**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
ELECERE CORPORATION**

These Amended and Restated Articles of Incorporation were duly adopted by the Corporation's Shareholders in accordance with the requirements of, and pursuant to the provisions of Minnesota Statutes 302A and restate, integrate and further amend the provisions of the Corporation's previous articles of incorporation. Prior to the effectiveness of these Amended and Restated Articles of Incorporation, the Corporation's name was Full Circle Image, Inc.

**ARTICLE I**

The name of this Corporation is eLecere Corporation.

**ARTICLE II**

The registered office of this Corporation is located at 6256 34<sup>th</sup> Avenue N.W., Suite B, Rochester, Minnesota 55901, and the registered agent at that address is Charles W. Benson.

**ARTICLE III**

The aggregate number of shares that the Corporation has authority to issue is 100,000,000. The shares are classified in two classes, consisting of 10,000,000 shares of Preferred Stock, \$.20 par value per share, and 90,000,000 shares of Common Stock, par value of \$.20 per share. The Board of Directors is authorized to establish one or more series of Preferred Stock, setting forth the designation of each such series, and fixing the relative rights and preferences of each such series.

The amendment of these Amended and Restated Articles of Incorporation providing for the combination of 2,000,000,000 shares of capital stock, classified in two classes, consisting of 10,000,000 shares of Preferred Stock, \$.01 par value, and 1,990,000,000 shares of Common Stock, \$.01 par value per share, into 100,000,000 shares of capital stock, classified into two classes, consisting of 500,000 shares of Preferred Stock, \$.20 par value, and 99,500,000 shares of Common Stock, \$.20 par value, has been (i) adopted in accordance with the requirements of, and pursuant to, Chapter 302A of the Minnesota Statutes; (ii) that such amendment was adopted pursuant to Section 302A.402 of the Minnesota Statutes in connection with a combination of the Corporation's capital stock, and (iii) that such amendment will not adversely affect the rights or preferences of the holders of outstanding shares of any class or series of the Corporation and will not result in the percentage of shares of authorized shares that remains unissued after such combination exceeding the percentage of authorized shares that were unissued before the division.

The combination giving rise to the amendment set forth above concerns a one for twenty combination of the capital stock of the Corporation. Such combination is being affected as follows:

- (i) on the date these Amended and Restated articles of Incorporation are filed with the Secretary of the State of Minnesota (the "Effective Date"), each twenty (20) shares of Common Stock, \$.01 par value, then outstanding will be combined and converted into one (1) share of Common Stock, \$.20 par value, of the Corporation; and
- (ii) as soon as practicable after the Effective Date, the Corporation's transfer agent and registrar will sign and register a certificate or certificates representing one share of the authorized but unissued Common Stock, \$.20 par value, of the Corporation for every twenty shares of Common Stock, \$.01 par value, held of record by each common shareholder of record as of the Effective Date, and will deliver or mail such certificates to each holder; and
- (iii) in settlement of fractional interests which may arise as a result of common shareholders of record on the Effective Date holding a number of shares not combinable by twenty, such common shareholders of record will be entitled to cash in an amount equal to the product of (a) the fraction of one-twentieth (1/20) multiplied by the closing sale price of the Corporation's Common Stock as reported in the Pink Sheets on the Effective Date; provided, however, that to accommodate the needs of common shareholders of record who may be acting as nominees for a number of beneficial holders, the Corporation may settle for cash fractional interests which may result from the allocation by common shareholders by common shareholders of record of the stock combined shares to beneficial holders of the Common Stock, although the aggregate amount of cash necessary to effect such settlement may exceed the amount otherwise indicated by the number of shares held of record by such common shareholder.

#### **ARTICLE IV**

No shareholder of this Corporation shall have any cumulative voting rights.

#### **ARTICLE V**

No shareholder of this Corporation shall have any preemptive rights by virtue of Section 302A.413 of the Minnesota Statutes (or similar provisions of future law) to subscribe for, purchase or acquire any shares of the Corporation of any class, whether unissued or now or hereafter authorized, or any obligations or other securities convertible into or exchangeable for any such shares.

#### **ARTICLE VI**

The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors consisting of not less than three nor more than seven persons, who need not be shareholders. The number of directors may be increased by

the shareholders or Board of Directors or decreased by the shareholders from the number of directors on the Board of Directors immediately prior to the effective date of this Article VI.

At a meeting of shareholders, directors shall be elected for a one-year term. At each succeeding annual meeting of shareholders beginning in 2010, successors to the class of directors whose term expires at that annual meeting shall be elected for a one-year term. A director shall hold office until the annual meeting for the year in which the director's term expires and until a successor shall be elected and qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office. Any vacancy on the Board of Directors that results from an increase in the number of directors shall be filled by a majority of the Board of Directors then in office, and any other vacancy occurring in the Board of Directors shall be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director. Any director elected to fill a vacancy not resulting from an increase in the number of directors shall have the same remaining term as that of such director's predecessor.

Notwithstanding the foregoing, whenever the holders of any one or more classes of preferred or preference stock issued by the corporation shall have the right, voting separately by class or series, to elect directors at an annual or special meeting of shareholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by or pursuant to the applicable terms of the certificate of designation or other instrument creating such class or series of preferred stock.

## **ARTICLE VII**

Only persons who are nominated in accordance with the procedures set forth in this Article VII shall be eligible for election as Directors. Nominations of persons for election to the Board of Directors of the Corporation may be made at a meeting of shareholders (a) by or at the direction of the Board of Directors or (b) by any shareholder of the Corporation entitled to vote for the election of Directors at the meeting who complies with the notice procedures set forth in this Article VII. Nominations by shareholders shall be made pursuant to timely notice in writing to the Secretary of the Corporation. To be timely, a shareholder's notice shall be delivered to or mailed and received at the principal executive offices of the Corporation not less than 50 days nor more than 90 days prior to the meeting; provided, however, that in the event that less than 60 days' notice or prior public disclosure of the date of the meeting is given or made to shareholders, notice by the shareholder to be timely must be so received not later than the close of business on the 10th day following the day on which such notice of the date of the meeting was mailed or such public disclosure was made. Such shareholder's notice shall set forth (a) as to each person whom the shareholder proposes to nominate for election or re-election as a Director, all information relating to such person that is required to be disclosed in solicitations of proxies for election of Directors, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (including such person's written consent to being named in the proxy statement as a nominee and to serving as a Director if elected); and (b) as to the shareholder giving the notice (i) the name and address, as they appear on the Corporation's books, of such shareholder and (ii) the class and number of shares of the Corporation which are beneficially owned by such shareholder. At the request of the Board of Directors any person nominated by the Board of Directors for election as a Director shall furnish to the Secretary of the Corporation that information required to be

set forth in a shareholder's notice of nomination which pertains to the nominee. No person shall be eligible for election as a Director of the corporation unless nominated in accordance with the procedures set forth in this Article VII. The Chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the procedures prescribed in this Article VII and, if he should so determine, he shall so declare to the meeting and the defective nomination shall be disregarded.

At any regular or special meeting of the shareholders, only such business shall be conducted as shall have been brought before the meeting (a) by or at the direction of the Board of Directors or (b) by any shareholder of the Corporation who complies with the notice procedures set forth in this Article VII. For business to be properly brought before any regular or special meeting by a shareholder, the shareholder must have given timely notice thereof in writing to the Secretary of the Corporation. To be timely, a shareholder's notice must be delivered to or mailed and received at the principal executive offices of the Corporation not less than 50 days nor (except for shareholder proposals subject to Rule 14a-8(a)(3)(i) of the Securities Exchange Act of 1934, as amended) more than 90 days prior to the meeting, provided, however, that in the event that less than 60 days' notice or prior public disclosure of the date of the meeting is given or made to the shareholders, notice by the shareholder to be timely must be received not later than the close of business on the 10th day following the day on which such notice of the date of the regular or special meeting was mailed or such public disclosure was made. A shareholder's notice to the Secretary shall set forth as to each matter the shareholder proposes to bring before the regular or special meeting (a) a brief description of the business desired to be brought before the meeting and the reasons for conducting such business at the meeting, (b) the name and address, as they appear on the Corporation's books, of the shareholder proposing such business, (c) the class and number of shares of the Corporation which are beneficially owned by the shareholder and (d) any material interest of the shareholder in such business. Notwithstanding anything in the Corporation's Bylaws to the contrary, no business shall be conducted at any regular or special meeting except in accordance with the procedures set forth in this Article VII. The Chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting in accordance with the provisions of this Article VII and, if he shall so determine and declare to the meeting, any such business not properly brought before the meeting shall not be transacted.

#### **ARTICLE VIII**

Any action required or permitted to be taken at a meeting of the Board of Directors of this Corporation not needing approval by the shareholders under Minnesota Statutes, Chapter 302A, may be taken by written action signed by the number of directors that would be required to take such action at a meeting of the Board of Directors at which all directors are present.

#### **ARTICLE IX**

No director of this Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty by such director as a director; provided, however, that this Article shall not eliminate or limit the liability of a director to the extent provided by applicable law (i) for any breach of the director's duty

of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 302A.559 or 80A.23 of the Minnesota Statutes, (iv) for any transaction from which the director derived an improper personal benefit or (v) for any act or omission occurring prior to the effective date of this Article. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. Expenses incurred in defending a civil or criminal action or proceeding shall be paid by the Corporation in advance of the final disposition of such action or proceeding upon receipt of an undertaking of such director to repay such amount as, and to the extent, required by Minnesota Statutes, Chapter 302A.

## **ARTICLE X**

No officer, employee, member of a committee of the board of directors, or agent of this Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty by such person acting in such capacity; provided, however, that this Article shall not eliminate or limit the liability of such person to the extent provided by applicable law (i) for any breach of such person's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 302A.559 or 80A.23 of the Minnesota Statutes, (iv) for any transaction from which such person derived an improper personal benefit or (v) for any act or omission occurring prior to the effective date of this Article. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any such person to the Corporation for or with respect to any acts or omissions of such person occurring prior to such amendment or repeal. Expenses incurred in defending a civil or criminal action or proceeding shall be paid by the Corporation in advance of the final disposition of such action or proceeding upon receipt of an undertaking of such officer, employee, member of a committee of the board of directors, or agent to repay such amount as, and to the extent, required by Minnesota Statutes, Chapter 302A.

## **ARTICLE XI**

Adoption, Amendment or Repeal of Bylaws; Right of Inspection. In furtherance, and not in limitation, of the powers conferred by law, the Board of Directors is expressly authorized and empowered:

(A) subject to the rights of the holders of any class or series of Preferred Stock then outstanding, to adopt, amend or repeal the Bylaws of the Corporation, provided, however, that any Bylaws adopted by the Board of Directors under the powers hereby conferred may be amended or repealed by the Board of Directors or by the shareholders having voting power with respect thereto; and

(B) from time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to inspection of shareholders; and, except as so determined, or as expressly provided in these Amended and Restated Articles of Incorporation or in any Preferred Stock Designation, no shareholder shall have any right to inspect any account, book or document of the Corporation other than such rights as may be conferred by law.

The Corporation may in its Bylaws confer powers upon the Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by law.

#### **ARTICLE XII**

Subject to the rights of the holders of any class or series of Preferred Stock then outstanding, the number of directors of this Corporation shall be fixed from time to time by a bylaw or amendment thereof duly adopted by the Board of Directors or by the shareholders.

#### **ARTICLE XIII**

Meetings of stockholders may be held within or without the State of Minnesota, as the Bylaws may provide. The books of this Corporation may be kept (subject to any provision contained in the statutes) outside the State of Minnesota at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of this Corporation.

#### **ARTICLE XIV**

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

#### **ARTICLE XV**

The name and address of the incorporator is:

Charles W. Benson  
6256 34<sup>th</sup> Avenue N.W., Suite B  
Rochester, Minnesota 55901.

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These Amended and Restated Articles of Incorporation have been approved pursuant to Minnesota Statutes chapter 302A, is effective on the day it is filed with the Secretary of State of the State of Minnesota.

I certify that I am authorized to execute these Amended and Restated Articles of Incorporation and I further certify that I understand that by signing them, I am subject to the penalties of perjury as set forth in section 609.48 of Minnesota Statutes as if I had signed them under oath.

James B. Morris

## **AMENDMENT TO ARTICLES OF INCORPORATION**

**OF**

### **ELECERE CORPORATION**

The below Amendment to Article III of the Amended and Restated Articles of Incorporation were duly adopted by the Corporation's Shareholders in accordance with the requirements of, and pursuant to the provisions of Minnesota Statutes 302A and restate and amend the provisions of Article III the Corporation's previous articles of incorporation.

#### **"ARTICLE III**

The aggregate number of shares that the Corporation has authority to issue is 1,000,500,000. The shares are classified in two classes, consisting of 500,000 shares of Preferred Stock, \$.20 par value per share, and 1,000,000,000 shares of Common Stock, par value of \$.01 per share. The Board of Directors is authorized to establish one or more series of Preferred Stock, setting forth the designation of each such series, and fixing the relative rights and preferences of each such series.

The amendment of these Amended and Restated Articles of Incorporation providing for the increase of shares of capital stock, classified in two classes, consisting of 500,000 shares of Preferred Stock, \$.20 par value, and 1,000,500,000 shares of Common Stock, \$.01 par value per share, has been (i) adopted in accordance with the requirements of, and pursuant to, Chapter 302A of the Minnesota Statutes; and (ii) that such amendment will not adversely affect the rights or preferences of the holders of outstanding shares of any class or series of the Corporation and will not result in the percentage of shares of authorized shares that remains unissued after such increase exceeding the percentage of authorized shares that were unissued before the increase.

Such increase is effective on the date these Amended and Restated Articles of Incorporation are filed with the Secretary of the State of Minnesota (the "Effective Date"), the authorized capital stock of the Corporation shall be increased as set forth above."

This Amendment to the Amended and Restated Articles of Incorporation has been approved pursuant to Minnesota Statutes chapter 302A, is effective on the day it is filed with the Secretary of State of the State of Minnesota.

I certify that I am authorized to execute this Amendment to the Amended and Restated Articles of Incorporation and I further certify that I understand that by signing

them, I am subject to the penalties of perjury as set forth in section 609.48 of Minnesota Statutes as if I had signed them under oath.

James B. Morris

**ARTICLES OF CORRECTION**

**OF**

**ELECERE CORPORATION**

The name of the company eLecere Corporation was changed to Lecere Corporation at a meeting of the board of directors held on February 7, 2009.

We are correcting Restated Articles of Incorporation filed February 10, 2009. The name was incorrect. The correct name should be Lecere Corporation as shown above, and not eLecere Corporation.

This Amendment to the Amended and Restated Articles of Incorporation has been approved pursuant to Minnesota Statutes chapter 302A, is effective on the day it is filed with the Secretary of State of the State of Minnesota.

I certify that I am authorized to execute this Amendment to the Amended and Restated Articles of Incorporation and I further certify that I understand that by signing them, I am subject to the penalties of perjury as set forth in section 609.48 of Minnesota Statutes as if I had signed them under oath.

James B. Morris

**AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
LECERE CORPORATION**

The below Amendment to Article III of the Amended and Restated Articles of Incorporation were duly adopted by the Corporation's Shareholders in accordance with the requirements of, and pursuant to the provisions of Minnesota Statutes 302A and restate and amend the provisions of Article III of the Corporation's previous amended articles of incorporation.

**"ARTICLE III**

The aggregate number of shares that the Corporation has authority to issue is 6,000,000,000. The shares are classified in two classes, consisting of 1,000,000,000 shares of Preferred Stock, \$.20 par value per share, and 5,000,000,000 shares of Common Stock, par value of \$.01 per share. The Board of Directors is authorized to establish one or more series of Preferred Stock, setting forth the designation of each such series, and fixing the relative rights and preferences of each such series.

The amendment of these Amended and Restated Articles of Incorporation providing for the increase of shares of capital stock, classified in two classes, consisting of 1,000,000,000 shares of Preferred Stock, \$.20 par value, and 5,000,000,000 shares of Common Stock, \$.01 par value per share, has been adopted in accordance with the requirements of, and pursuant to, Chapter 302A of the Minnesota Statutes.

Such increase is being affected on the date of the shareholder meeting to approve this amendment, and the authorized capital stock of the Corporation shall be increased as set forth above."

I certify that I am authorized to execute this Amendment to the Amended and Restated Articles of Incorporation and I further certify that I understand that by signing them, I am subject to the penalties of perjury as set forth in section 609.48 of Minnesota Statutes as if I had signed them under oath.

James B. Morris

**AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
LECERE CORPORATION**

The below Amendment to Article III of the Amended and Restated Articles of Incorporation were duly adopted by the Corporation's Shareholders in accordance with the requirements of, and pursuant to the provisions of Minnesota Statutes 302A and restate and amend the provisions of Article III of the Corporation's previous amended articles of incorporation.

**"ARTICLE III**

The aggregate number of shares that the Corporation has authority to issue is 25,000,000,000. The shares are classified in two classes, consisting of 1,000,000,000 shares of Preferred Stock, no par value per share, and 25,000,000,000 shares of Common Stock, no par value per share. The Board of Directors is authorized to establish one or more series of Preferred Stock, setting forth the designation of each such series, and fixing the relative rights and preferences of each such series.

The amendment of these Amended and Restated Articles of Incorporation providing for the increase of shares of capital stock, classified in two classes, consisting of 1,000,000,000 shares of Preferred Stock, no par value per share, and 25,000,000,000 shares of Common Stock, no par value per share, has been adopted in accordance with the requirements of, and pursuant to, Chapter 302A of the Minnesota Statutes.

Such increase is being affected on the date of the shareholder meeting to approve this amendment, and the authorized capital stock of the Corporation shall be increased as set forth above."

I certify that I am authorized to execute this Amendment to the Amended and Restated Articles of Incorporation and I further certify that I understand that by signing them, I am subject to the penalties of perjury as set forth in section 609.48 of Minnesota Statutes as if I had signed them under oath.

James B. Morris

**FULL CIRCLE IMAGE, INC.  
BYLAWS**

**ARTICLE I  
SHAREHOLDERS**

Section 1.01 Place of Meetings. Each meeting of the shareholders shall be held at the principal executive office of the Corporation or at such other place as may be designated by the Board of Directors or the Chief Executive Officer; provided, however, that any meeting called by or at the demand of a shareholder or shareholders shall be held in the county where the principal executive office of the Corporation is located.

Section 1.02 Regular Meetings. Regular meetings of the shareholders may be held on an annual or other less frequent basis as determined by the Board of Directors; provided, however, that if a regular meeting has not been held during the immediately preceding 15 months, a shareholder or shareholders holding three percent or more of the voting power of all shares entitled to vote may demand a regular meeting of shareholders by written demand given to the Chief Executive Officer or Chief Financial Officer of the Corporation. At each regular meeting the shareholders shall elect qualified successors for directors who serve for an indefinite term or whose terms have expired or are due to expire within six months after the date of the meeting and may transact any other business, provided, however, that no business with respect to which special notice is required by law shall be transacted unless such notice shall have been given.

Section 1.03 Special Meetings. A special meeting of the shareholders may be called for any purpose or purposes at any time by the Chief Executive Officer; by the Chief Financial Officer; by the Board of Directors or any two or more members thereof; or by one or more shareholders holding not less than ten percent of the voting power of all shares of the Corporation entitled to vote (except that a special meeting for the purpose of considering any action to directly or indirectly effect a business combination, including any action to change or otherwise affect the composition of the Board of Directors for that purpose, must be called by shareholders holding not less than twenty-five percent of all shares of the Corporation entitled to vote), who shall demand such special meeting by written notice given to the Chief Executive Officer or the Chief Financial Officer of the Corporation specifying the purposes of such meeting.

Section 1.04 Meetings Held Upon Shareholder Demand. For business to be properly brought before any special meeting by a shareholder, the shareholder must give timely notice in writing to the Secretary of the Corporation. To be timely, a shareholder's notice shall be delivered to or mailed and received at the principal offices of the Corporation not less than ten (10) days nor more than fifty (50) days prior to the meeting; provided, however, that in the event less than ten (10) days' notice or prior public disclosure of the date of the meeting is given or made to the shareholders, notice by the shareholder to be timely must be so received not later than the close of business on the 10th day following the day on which such notice of the date of the meeting was mailed or public disclosure was made. Such shareholder's notice to the Secretary shall set forth as to each matter the shareholder proposes to bring before the special meeting (a) a brief description of the business desired to be brought before the meeting and the reasons for conducting such business at the meeting; (b) as to the shareholder giving notice (i) the name and address, as they appear on the Corporation's books, of such shareholder, and (ii) the class and number of shares of the Corporation which are

beneficially owned by such shareholder; and (c) any material interest of the shareholder in such business. No business shall be conducted at any special meeting of the Corporation except in accordance with the procedures set forth above in this subsection 1.04. The Chairman of the Meeting of the Shareholders shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting in accordance with the procedures prescribed in this subsection 1.04 and, if he should so determine and declare to the meeting, any such business not properly brought before the meeting shall not be transacted.

Section 1.05 Adjournments. Any meeting of the shareholders may be adjourned from time to time to another date, time and place. If any meeting of the shareholders is so adjourned, no notice as to such adjourned meeting need be given if the date, time and place at which the meeting will be reconvened are announced at the time of adjournment and the adjourned meeting is held not more than 120 days after the date fixed for the original meeting.

Section 1.06 Notice of Meetings. Unless otherwise required by law, written notice of each meeting of the shareholders, stating the date, time and place and, in the case of a special meeting, the purpose or purposes, shall be given at least ten days and not more than 60 days prior to the meeting to every holder of shares entitled to vote at such meeting except as specified in Section 1.05 or as otherwise permitted by law. The business transacted at a special meeting of shareholders is limited to the purposes stated in the notice of the meeting.

Section 1.07 Waiver of Notice. A shareholder may waive notice of the date, time, place and purpose or purposes of a meeting of shareholders. A waiver of notice by a shareholder entitled to notice is effective whether given before, at or after the meeting, and whether given in writing, orally or by attendance. Attendance by a shareholder at a meeting is a waiver of notice of that meeting, unless the shareholder objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.

Section 1.08 Voting Rights.

*Subdivision 1.* A shareholder shall have one vote for each share held which is entitled to vote. Except as otherwise required by law, a holder of shares entitled to vote may vote any portion of the shares in any way the shareholder chooses. If a shareholder votes without designating the proportion or number of shares voted in a particular way, the shareholder is deemed to have voted all of the shares in that way.

*Subdivision 2.* The Board of Directors may fix a date not more than 60 days before the date of a meeting of shareholders as the date for the determination of the holders of shares entitled to notice of and entitled to vote at the meeting. When a date is so fixed, only shareholders on that date are entitled to notice of and permitted to vote at that meeting of shareholders.

Section 1.09 Proxies. A shareholder may cast or authorize the casting of a vote by filing a written appointment of a proxy with an officer of the Corporation at or before

the meeting at which the appointment is to be effective. The shareholder may sign or authorize the written appointment by telegram, cablegram or other means of electronic transmission setting forth or submitted with information sufficient to determine that the shareholder authorized such transmission. Any copy, facsimile, telecommunication or other reproduction of the original of either the writing or transmission may be used in lieu of the original, provided that it is a complete and legible reproduction of the entire original.

Section 1.10 Quorum. The holders of a majority of the voting power of the shares entitled to vote at shareholders meetings are a quorum for the transaction of business. If a quorum is present when a duly called or held meeting is convened, the shareholders present may continue to transact business until adjournment, even though the withdrawal of a number of the shareholders originally present leaves less than the proportion or number otherwise required for a quorum.

Section 1.11 Acts of Shareholders.

*Subdivision 1.* Except as otherwise required by law or specified in the Articles of Incorporation of the Corporation, the shareholders shall take action by the affirmative vote of the holders of the greater of (a) a majority of the voting power of the shares present and entitled to vote on that item of business or (b) a majority of the voting power of the minimum number of shares entitled to vote that would constitute a quorum for the transaction of business at a duly held meeting of shareholders.

*Subdivision 2.* A shareholder voting by proxy authorized to vote on less than all items of business considered at the meeting shall be considered to be present and entitled to vote only with respect to those items of business for which the proxy has authority to vote. A proxy who is given authority by a shareholder who abstains with respect to an item of business shall be considered to have authority to vote on that item of business.

Section 1.12 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the shareholders of the Corporation may be taken without a meeting by written action signed by all of the shareholders entitled to vote on that action. The written action is effective when it has been signed by all of those shareholders, unless a different effective time is provided in the written action.

Section 1.13 Organization. The Chairman of the Board, or in his or her absence, the Chief Executive Officer any other executive officer, calls to order all meetings of the shareholders and acts as the chairperson of the meetings. The Secretary of the corporation acts as secretary of all meetings. In the Secretary's absence, the chairperson may appoint any other person to act as secretary.

Section 1.14 Order of Business. The order of business at regular meetings and, as far as possible, at other meetings of the shareholders is (1) calling of the roll; (2) proof of due notice of meeting, or waiver of notice; (3) reading and disposal of any unapproved minutes; (4) reports of all officers and committees; (5) election of directors; (6) unfinished business; (7) new business; and (8) adjournment.

## **ARTICLE II DIRECTORS**

Section 2.01 Number; Qualifications. Except as authorized by the shareholders pursuant to a shareholder control agreement or unanimous affirmative vote, the business and affairs of the Corporation shall be managed by or under the direction of a Board of one or more directors as provided in the Articles of Incorporation. Directors shall be natural persons. The Board of Directors, or the shareholders at each regular meeting shall determine the number of directors to constitute the Board, provided that thereafter the authorized number of directors may be increased by the shareholders or the Board and decreased by the shareholders. Directors need not be shareholders.

Section 2.02 Term. Each director shall serve for such term that expires at the next regular meeting of the shareholders in accordance with the applicable classification provision set forth in the Articles of Incorporation. A director shall hold office until a successor is elected and has qualified or until the earlier death, resignation, removal or disqualification of the director.

Section 2.03 Vacancies. Vacancies on the Board of Directors resulting from the death, resignation, removal or disqualification of a director may be filled by the affirmative vote of a majority of the remaining members of the Board, though less than a quorum. Vacancies on the Board resulting from newly created directorships may be filled by the affirmative vote of a majority of the directors serving at the time such directorships are created. Each person elected to fill a vacancy shall hold office until a qualified successor is elected by the shareholders at the next regular meeting or at any special meeting duly called for that purpose.

Section 2.04 Place of Meetings. Each meeting of the Board of Directors shall be held at the principal executive office of the Corporation or at such other place as may be designated from time to time by a majority of the members of the Board or by the Chief Executive Officer. A meeting may be held by conference among the directors using any means of communication through which the directors may simultaneously hear each other during the conference.

Section 2.05 Regular Meetings. Regular meetings of the Board of Directors for the election of officers and the transaction of any other business shall be held without notice at the place of and immediately after each regular meeting of the shareholders.

Section 2.06 Special Meetings. A special meeting of the Board of Directors may be called for any purpose or purposes at any time by any member of the Board by giving not less than two days' notice to all directors of the date, time and place of the meeting, provided that when notice is mailed, at least four days' notice shall be given. The notice need not state the purpose of the meeting.

Section 2.07 Waiver of Notice; Previously Scheduled Meetings.

*Subdivision 1.* A director of the Corporation may waive notice of the date, time and place of a meeting of the Board. A waiver of notice by a director entitled to notice is effective whether given before, at or after the meeting, and whether given in writing, orally or by attendance. Attendance by a director at a meeting is a waiver of notice of that meeting unless the director objects at the beginning of

the meeting to the transaction of business because the meeting is not lawfully called or convened and thereafter does not participate in the meeting.

*Subdivision 2.* If the day or date, time and place of a Board meeting have been provided herein or announced at a previous meeting of the Board, no notice is required. Notice of an adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken of the date, time and place at which the meeting will be reconvened.

Section 2.08 Quorum. The presence in person of a majority of the directors currently holding office shall be necessary to constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time without further notice until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of a number of the directors originally present leaves less than the proportion or number otherwise required for a quorum.

Section 2.09 Acts of Board. Except as otherwise required by law or specified in the Articles of Incorporation of the Corporation, the Board shall take action by the affirmative vote of a majority of the directors present at a duly held meeting.

Section 2.10 Participation by Electronic Communications. A director may participate in a Board meeting by any means of communication through which the director, other directors so participating and all directors physically present at the meeting may simultaneously hear each other during the meeting. A director so participating shall be deemed present in person at the meeting.

Section 2.11 Absent Directors. A director of the Corporation may give advance written consent or opposition to a proposal to be acted on at a Board meeting. If the director is not present at the meeting, consent or opposition to a proposal does not constitute presence for purposes of determining the existence of a quorum, but consent or opposition shall be counted as a vote in favor of or against the proposal and shall be entered in the minutes or other record of action at the meeting, if the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the director has consented or objected.

Section 2.12 Action Without a Meeting. An action required or permitted to be taken at a Board meeting may be taken without a meeting by written action signed by all of the directors. Any action, other than an action requiring shareholder approval, if the Articles of Incorporation so provide, may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present. The written action is effective when signed by the required number of directors, unless a different effective time is provided in the written action. When written action is permitted to be taken by less than all directors, all directors shall be notified immediately of its text and effective date.

Section 2.13 Committees. *Subdivision 1.* A resolution approved by the affirmative vote of a majority of the Board may establish committees having the authority of the Board in the management of the business of the Corporation only to the extent

provided in the resolution. Committees shall be subject at all times to the direction and control of the Board, except as provided in Section 2.14.

*Subdivision 2.* A committee shall consist of one or more natural persons, who need not be directors, appointed by affirmative vote of a majority of the directors present at a duly held Board meeting.

*Subdivision 3.* Section 2.04 and Sections 2.06 to 2.12 hereof shall apply to committees and members of committees to the same extent as those sections apply to the Board and directors.

*Subdivision 4.* Minutes, if any, of committee meetings shall be made available upon request to members of the committee and to any director.

Section 2.14 Special Litigation Committee. Pursuant to the procedure set forth in Section 2.13, the Board may establish a committee composed of one or more independent directors or other independent persons to determine whether it is in the best interests of the Corporation to pursue a particular legal right or remedy of the Corporation and whether to cause, to the extent permitted by law, the dismissal or discontinuance of a particular proceeding that seeks to assert a right or remedy on behalf of the Corporation. The committee, once established, is not subject to the direction or control of, or termination by, the Board. A vacancy on the committee may be filled by a majority vote of the remaining committee members. The good faith determinations of the committee are binding upon the Corporation and its directors, officers and shareholders to the extent permitted by law. The committee terminates when it issues a written report of its determinations to the Board.

Section 2.15 Compensation. The Board may fix the compensation, if any, of directors.

### **ARTICLE III OFFICERS**

Section 3.01 Number and Designation. The Corporation shall have one or more natural persons exercising the functions of the offices of Chairman of the Board, Chief Executive Officer and Chief Financial Officer, and may have one or more natural persons exercising the functions of President, Chief Operating Officer and Secretary. The Board of Directors may elect or appoint such other officers or agents as it deems necessary for the operation and management of the Corporation, with such powers, rights, duties and responsibilities as may be determined by the Board, including, without limitation, one or more Vice Presidents, an Assistant Secretary and a Treasurer, each of whom shall have the powers, rights, duties and responsibilities set forth in these By-Laws unless otherwise determined by the Board. Any of the offices or functions of those offices may be held by the same person.

Section 3.02 Chairman of the Board. Unless provided otherwise by a resolution adopted by the Board of Directors, the Chairman of the Board (a) shall have general active management of the business of the Corporation; (b) shall, when present, preside at all meetings of the shareholders and Board; (c) shall see that all orders and resolutions of the Board are carried into effect; (d) may maintain records of and certify

proceedings of the Board and shareholders; and (e) shall perform such other duties as may from time to time be assigned by the Board.

Section 3.03 Chief Executive Officer. Unless provided otherwise by a resolution adopted by the Board of Directors, the Chief Executive Officer (a) shall have operations and administrative management of the business of the Corporation; (b) shall perform such duties as may from time to time be assigned by the Chairman of the Board, (c) during the absence or disability of the Chairman of the Board shall perform such functions until resolution otherwise adopted by the Board of Directors, and (d) shall perform such other duties as may from time to time be assigned by the Board.

Section 3.04 President. Unless provided otherwise by a resolution adopted by the Board of Directors, the President shall perform such duties as may from time to time be assigned by the Chief Executive Officer and Chairman of the Board and such other duties as may from time to time be assigned by the Board.

Section 3.05 Chief Operating Officer. Unless provided otherwise by a resolution adopted by the Board of Directors, the Chief Operating Officer (a) shall have operations and administrative management of the business of the Corporation; (b) shall see that all orders and directions of the Chief Executive Officer are carried into effect; and (c) shall perform such other duties as may from time to time be assigned by the Board.

Section 3.06 Chief Financial Officer. Unless provided otherwise by a resolution adopted by the Board of Directors, the Chief Financial Officer (a) shall keep accurate financial records for the Corporation; (b) shall deposit all moneys, drafts and checks in the name of and to the credit of the Corporation in such banks and depositories as the Board shall designate from time to time; (c) shall endorse for deposit all notes, checks and drafts received by the Corporation as ordered by the Board, making proper vouchers therefore; (d) shall disburse corporate funds and issue checks and drafts in the name of the Corporation, as ordered by the Board; (e) shall render to the Chief Executive Officer and the Board, whenever requested, an account of all of such officer's transactions as Chief Financial Officer and of the financial condition of the Corporation; and (f) shall perform such other duties as may be prescribed by the Board or the Chief Executive Officer from time to time.

Section 3.07 Treasurer. Unless otherwise determined by the Board of Directors, the Treasurer shall be the Chief Financial Officer of the Corporation. If an officer other than the Treasurer is designated Chief Financial Officer, the Treasurer shall perform such duties as may from time to time be assigned by the Board.

Section 3.08 Vice Presidents. Any one or more Vice Presidents, if any, may be designated by the Board of Directors as Executive Vice Presidents or Senior Vice Presidents. During the absence or disability of the Chief Executive Officer and/or President, it shall be the duty of the highest ranking Executive Vice President, and, in the absence of any such Vice President, it shall be the duty of the highest ranking Senior Vice President or other Vice President, who shall be present at the time and able to act, to perform the duties of the Chief Executive Officer and/or President, as the case may be. The determination of who is the highest ranking of two or more persons holding the same office shall, in the absence of specific designation of order of rank by the Board, be made on the basis of the earliest date of appointment or election, or, in the event of

simultaneous appointment or election, on the basis of the longest continuous employment by the Corporation.

Section 3.09 Secretary. The Secretary, unless otherwise determined by the Board of Directors, shall attend all meetings of the shareholders and all meetings of the Board, shall record or cause to be recorded all proceedings thereof in a book to be kept for that purpose, and may certify such proceedings. Except as otherwise required or permitted by law or by these By-Laws, the Secretary shall give or cause to be given notice of all meetings of the shareholders and all meetings of the Board.

Section 3.10 Authority and Duties. In addition to the foregoing authority and duties, all officers of the Corporation shall respectively have such authority and perform such duties in the management of the business of the Corporation as may be designated from time to time by the Board of Directors. Unless prohibited by a resolution approved by the affirmative vote of a majority of the directors present, an officer elected or appointed by the Board may, without the approval of the Board, delegate some or all of the duties and powers of an office to other persons.

Section 3.11 Term.

*Subdivision 1.* All officers of the Corporation shall hold office until their respective successors are chosen and have qualified or until their earlier death, resignation or removal.

*Subdivision 2.* An officer may resign at any time by giving written notice to the Corporation. The resignation is effective without acceptance when the notice is given to the Corporation, unless a later effective date is specified in the notice.

*Subdivision 3.* An officer may be removed at any time, with or without cause, by a resolution approved by the affirmative vote of a majority of the directors present at a duly held Board meeting.

*Subdivision 4.* A vacancy in an office because of death, resignation, removal, disqualification or other cause shall, be filled for the unexpired portion of the term by the Board.

Section 3.12 Salaries. The salaries of all officers of the Corporation shall be fixed by the Board of Directors or by the Chairman of the Board or Chief Executive Officer if authorized by the Board.

## **ARTICLE IV INDEMNIFICATION**

Section 4.01 Indemnification. The Corporation shall indemnify its officers and directors for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as required or permitted by Minnesota Statutes, Chapter 302A, as amended from time to time, or as required or permitted by other provisions of law or the Articles of Incorporation.

Section 4.02 Indemnification of Officers, Agents, and Employees Who Are Not Directors.

Unless otherwise provided in the Articles of Incorporation, the Corporation shall indemnify and advance expenses to any officer, employee, or agent of the Corporation made a party to a proceeding because he is or was an officer, employee, or agent of the Corporation, against liability for expenses and liabilities incurred in the proceeding, in such manner, under such circumstances, and to the fullest extent, as required or permitted by Minnesota Statutes, Chapter 302A, as amended from time to time, or as required or permitted by other provisions of law.

Section 4.03 Advance Expenses for Directors, Officers, Agents and Employees. If a determination is made, following the procedures of the Minnesota Statutes, Chapter 302A, that the director, officer, agent or employee has met the requirements set forth therein; and if an authorization of payment is made, then, unless otherwise provided in the Articles of Incorporation, the Corporation shall pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding.

Section 4.04 Insurance. The Corporation may purchase and maintain insurance on behalf of any person in such person's official capacity against any liability asserted against and incurred by such person on or arising from that capacity, whether or not the Corporation would otherwise be required to indemnify the person against the liability.

## **ARTICLE V SHARES**

### Section 5.01 Certificated and Uncertificated Shares.

*Subdivision 1.* The shares of the Corporation shall be either certificated shares or uncertificated shares. Each holder of duly issued certificated shares is entitled to a certificate of shares.

*Subdivision 2.* Each certificate of shares of the Corporation shall bear the corporate seal, if any, and shall be signed by the Chief Executive Officer, or the President or any Vice President, and the Chief Financial Officer, or the Secretary or any Assistant Secretary, but when a certificate is signed by a transfer agent or a registrar, the signature of any such officer and the corporate seal upon such certificate may be facsimiles, engraved or printed. If a person signs or has a facsimile signature placed upon a certificate while an officer, transfer agent or registrar of the Corporation, the certificate may be issued by the Corporation, even if the person has ceased to serve in that capacity before the certificate is issued, with the same effect as if the person had that capacity at the date of its issue.

*Subdivision 3.* A certificate representing shares issued by the Corporation shall, if the Corporation is authorized to issue shares of more than one class or series, set forth upon the face or back of the certificate, or shall state that the Corporation will furnish to any shareholder upon request and without charge, a full statement of the designations, preferences, limitations and relative rights of the shares of each class or series authorized to be issued, so far as they have been determined, and the authority of the Board to determine the relative rights and preferences of subsequent classes or series.

*Subdivision 4.* A resolution approved by the affirmative vote of a majority of the directors present at a duly held meeting of the Board may provide that some or all of any or all classes and series of the shares of the Corporation will be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until the certificate is surrendered to the Corporation.

Section 5.02 Declaration of Dividends and Other Distributions. The Board of Directors shall have the authority to declare dividends and other distributions upon the shares of the Corporation to the extent permitted by law.

Section 5.03 Transfer of Shares. Shares of the Corporation may be transferred only on the books of the Corporation by the holder thereof, in person or by such person's attorney. In the case of certificated shares, shares shall be transferred only upon surrender and cancellation of certificates for a like number of shares. The Board of Directors, however, may appoint one or more transfer agents and registrars to maintain the share records of the Corporation and to effect transfers of shares.

Section 5.04 Record Date. The Board of Directors may fix a time, not exceeding 60 days preceding the date fixed for the payment of any dividend or other distribution, as a record date for the determination of the shareholders entitled to receive payment of such dividend or other distribution, and in such case only shareholders of record on the date so fixed shall be entitled to receive payment of such dividend or other distribution, notwithstanding any transfer of any shares on the books of the Corporation after any record date so fixed.

Section 5.05 Lost Certificates; Replacement. A new share certificate may be issued in place of one that is alleged to have been lost, stolen, or destroyed upon such requirements deemed necessary by the Board.

Section 5.06 Fractional Shares. The Corporation may issue fractions of a share originally or on transfer. If the Board of Directors decides not to issue fractions of a share in connection with an original issuance of shares the Board must arrange for the disposition of fractional interests by persons entitled to them, paying in money the fair value of fractions of a share as of the time when persons entitled to receive the fractions are determined, or issue scrip or warrants in registered or bearer form that entitle the holder to receive a certificate for a full share on the surrender of scrip or warrants aggregating a full share.

Section 5.07 Registration of the Transfer of Shares. Registration of the transfer of shares of the Corporation shall be made only on the stock transfer books of the Corporation. In order to register a transfer, the record owner shall surrender the shares to the Corporation for cancellation, properly endorsed by the appropriate person or persons with reasonable assurances that the endorsements are genuine and effective. Unless the Corporation has established a procedure by which a beneficial owner of shares held by a nominee is to be recognized by the Corporation as the owner, the person in whose name shares stand on the books of the Corporation shall be deemed by the Corporation to be the owner thereof for all purposes.

Section 5.08 Restrictions on Transfer of Shares Permitted. The Board of Directors may impose restrictions on the transfer or registration of transfer of shares including any security convertible into, or carrying a right to subscribe for or acquire shares. A restriction

does not affect shares issued before the restriction was adopted unless the holders of the shares are parties to the restriction agreement or voted in favor of the restriction.

A restriction on the transfer or registration of transfer of shares may be authorized:

- (1) to maintain the Corporation's status when it is dependent on the number or identity of its shareholders;
- (2) to preserve exemptions under federal or state securities law; or
- (3) for any other reasonable purpose.

A restriction on the transfer or registration of transfer of shares may:

- (1) obligate the shareholder first to offer the Corporation or other persons (separately, consecutively, or simultaneously) an opportunity to acquire the restricted shares;
- (2) obligate the Corporation or other persons (separately, consecutively, or simultaneously) to acquire the restricted shares;
- (3) require the Corporation, the holders of any class of its shares, or another person to approve the transfer of the restricted shares, if the requirement is not manifestly unreasonable; and/or
- (4) prohibit the transfer of the restricted shares to designated persons or classes of persons, if the prohibition is not manifestly unreasonable.

A restriction on the transfer or registration of transfer of shares is valid and enforceable against the holder or a transferee of the holder if this section authorizes the restriction and its existence is noted conspicuously on the front or back of the certificate. Unless so noted, a restriction is not enforceable against a person without knowledge of the restriction.

## **ARTICLE VI MISCELLANEOUS**

### Section 6.01 Execution of Instruments.

*Subdivision 1.* All deeds, mortgages, bonds, checks, contracts and other instruments pertaining to the business and affairs of the Corporation shall be signed on behalf of the Corporation by the Chairman of the Board, Chief Executive Officer, President, or any Vice President, or by such other person or persons as may be designated from time to time by the Board of Directors.

*Subdivision 2.* If a document must be executed by persons holding different offices or functions and one person holds such offices or exercises such functions, that person may execute the document in more than one capacity if the document indicates each such capacity.

Section 6.02 Advances. The Corporation may, without a vote of the directors, advance money to its directors, officers or employees to cover expenses that can reasonably be anticipated to be incurred by them in the performance of their duties and for which they would be entitled to reimbursement in the absence of an advance.

Section 6.03 Corporate Seal. The seal of the Corporation, if any, shall be a circular embossed seal having inscribed thereon the name of the Corporation and the following words:

“Corporate Seal Minnesota”.

Section 6.04 Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

Section 6.05 Amendments. The Board of Directors shall have the power to adopt, amend or repeal the By-Laws of the Corporation, subject to the power of the shareholders to change or repeal the same, provided, however, that the Board shall not adopt, amend or repeal any By-Law fixing a quorum for meetings of shareholders, prescribing procedures for removing directors or filling vacancies in the Board, or fixing the number of directors or their classifications, qualifications or terms of office, but may adopt or amend a By-Law that increases the number of directors.

Section 6.06 Registered Office. The registered office of the Corporation is that established from time to time by duly adopted resolution of the Board of Directors.

Section 6.07 Registered Agent. The registered agent of the Corporation may be designated from time to time by duly adopted resolution of the Board of Directors.

Section 6.08 Offices. The Corporation may have and maintain any other offices, including its principal business office or its principal executive office, either within or without the state of Minnesota.

Section 6.09. Emergency By-Laws. Unless the Articles of Incorporation provide otherwise, the following provisions of this Section 6.09, shall be effective during an emergency, which is defined as when a quorum of the Corporation's directors cannot be readily assembled because of some catastrophic event.

During such emergency:

- (a) Notice of Board Meetings. Any one member of the board of directors or any one of the following officers: Chief Executive Officer, President, Chief Operating Officer, Executive Vice-President, any vice-president, Secretary, Chief Financial Officer or treasurer may call a meeting of the Board of Directors. Notice of such meeting need be given only to those directors, whom it is practicable to reach, and may be given in any practical manner, including by publication and radio. Such notice shall be given at least six hours prior to commencement of the meeting.
- (b) Temporary Directors and Quorum. One or more officers of the Corporation present at the emergency board meeting, as is necessary to achieve a quorum, shall be considered to be directors for the meeting, and shall so

serve in order or rank, and within the same rank, in order of seniority. In the event that less than a quorum of the directors are present (including any officers who are to serve as directors for the meeting), those directors present (including the officers serving as directors) shall constitute a quorum.

(c) Actions Permitted To Be Taken. The Board as constituted in paragraph (b) and after notice as set forth in paragraph (a) may:

- (1) *Officers' Powers.* Prescribe emergency powers to any officer of the Corporation;
- (2) *Delegation of Any Power.* Delegate to any officer or director, any of the powers of the Board of Directors;
- (3) *Lines of Succession.* Designate lines of succession of officers and agents, in the event that any of them are unable to discharge their duties;
- (4) *Relocate Principal Place of Business.* Relocate the principal place of business, or designate successive or simultaneous principal places of business;
- (5) *All Other Action.* Take any other action convenient, helpful, or necessary to carry on the business of the Corporation.

Section 6.10 Articles of Incorporation Controlling. In all respects, the Corporation's Articles of Incorporation are controlling and have precedence over the provisions of the bylaws.

The above bylaws were approved by the Board of Directors on April 18, 2006, and adopted that date.

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**Item XX**

Lecere has made no purchases of equity securities. No affiliated purchasers have made purchases of equity securities.

**Item XXI**

I, Dr. James B. Morris, certify that:

I have reviewed this Amended Company Information and Disclosure Statement of Lecere Corporation;

Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods represented in this disclosure statement.

June 1, 2010



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James B. Morris  
Chairman and CEO, Lecere Corporation