

Exhibit G-4

**Form of Certificate of Incorporation
for Reorganized Virtualis Systems, Inc.**

RESTATED ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of (NAME OF CORPORATION), a California corporation.

2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

Article 1: The name of the Corporation is _____.

Article 2: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

Article 3: The name in the State of California of this Corporation's agent for service of process is CT Corporation System.

Article 4: This Corporation is authorized to issue only one class of shares of stock; and the total number of shares which this Corporation is authorized to issue is 1,000.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved pursuant to Sections 5.3(e)(i) and 5.3(e)(iii) of the Corporation's Second Amended Joint Plan of Reorganization pursuant to Chapter 11 of the Bankruptcy Code, dated April 22, 2004, and in accordance with Bankruptcy Code Section 1123(a)(5).

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

DATE: _____

(Signature of President)

(Typed Name of President), President

(Signature of Secretary)

(Typed Name of Secretary), Secretary