

min 3/6/00

FORM PTO-1594
1-31-92

F

04-10-2000

HEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



-Y

101313969

To the Honorable Commissioner of Patents and Trademarks, enclosing the attached original document or copy thereof.

1. Name of conveying party:
ENTROPIC RESEARCH LABORATORY, INC.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State DELAWARE
 Other _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party:

Name: ENTROPIC, INC.

Internal Address: INCORPORATING SERVICES, LTD.

Street Address: 15 EAST NORTH STREET

City: DOVER State: DE ZIP: 19901-3609

Individual(s) citizenship _____
 Association _____
 General Partnership Limited Partnership
 Corporation - State DELAWARE
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached: Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Dates:

1) May 14, 1998 3) _____
 2) _____ 4) _____

4. Application number(s) or registration number(s):

A. Trademark Application No(s).

Additional numbers attached? Yes No

B. Trademark Registration No(s).

2,233,296
2,210,213
2,016,686

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: WILLIAM O. FERRON, JR.

Internal Address: SEED INTELLECTUAL
PROPERTY LAW GROUP PLLC

Street Address: 701 FIFTH AVENUE, SUITE 6300

City: SEATTLE State: WA ZIP: 98104-7092

6. Total number of applications and registrations involved.....3

7. Total Fee (37 CFR 3.41):\$ 90.00

Enclosed

Authorized to be charged to deposit account

04/10/2000 JSHBAZZ 00000107 2233296

01 FC:481 40.00 DP
02 FC:482 50.00 DP

8. Deposit account number:

19-1090
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

WILLIAM O. FERRON, JR. [Signature] March 1, 2000
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "ENTROPIC RESEARCH LABORATORY, INC.", CHANGING ITS NAME FROM "ENTROPIC RESEARCH LABORATORY, INC." TO "ENTROPIC, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF MAY, A.D. 1998, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2217230 8100

001075354

AUTHENTICATION: 0276094

DATE: 02-24-00

TRADEMARK
REEL: 002046 FRAME: 0316

**AMENDED AND
RESTATED CERTIFICATE OF INCORPORATION**

OF

**ENTROPIC RESEARCH LABORATORY, INC.
(Pursuant to Sections 242 & 245)**

Entropic Research Laboratory, Inc., a corporation (the "Corporation") organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "GCL"), hereby certifies as follows:

FIRST: The name of the Corporation is Entropic Research Laboratory, Inc.

SECOND: The date on which the initial Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware is December 22, 1989, under the name Entropic Research Laboratory, Inc.

THIRD: The Board of Directors of the Corporation, pursuant to the GCL, adopted resolutions amending, integrating and restating the Certificate of Incorporation to read in full as set forth in the Amended and Restated Certificate of Incorporation attached hereto as Exhibit A.

FOURTH: Pursuant to resolutions of the Board of Directors, the Amended and Restated Certificate of Incorporation was thereafter submitted to the stockholders of the Corporation for their approval, which approval was given by written consent of the stockholders pursuant to Section 228 of the GCL.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed and attested by its duly authorized officer, this 14th day of May, 1998.

ENTROPIC RESEARCH LABORATORY, INC.



John Shore
President

981184889.1.5/12/98.11:29 PM

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 05/14/1998
981184889 - 2217230

TOTAL P.002

**TRADEMARK
REEL: 002046 FRAME: 0317**

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ENTROPIC, INC.

FIRST. The name of the Corporation is:

Entropic, Inc.

SECOND. The address of the Corporation's registered office in the State of Delaware is Incorporating Services, Ltd., 15 East North Street, in the City of Dover, County of Kent. The name of its registered agent at such address is Incorporating Services, Ltd.

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 Delaware.

FOURTH The total number of shares of stock which the Corporation shall have authority to issue is Five Million Three Hundred Thousand (5,300,000) shares, comprised of Three Million (3,000,000) shares of Common Stock with a par value of \$0.00001 per share (the "Common Stock") and Two Million Three Hundred Thousand (2,300,000) shares of Series A Preferred Stock with a par value of \$0.00001 per share (the "Series A Preferred Stock").

The following is a statement of the rights, preferences, privileges and restrictions granted to and imposed upon each class of capital stock of the Corporation.

A. COMMON STOCK. The voting, dividend and liquidation rights of the holders of Common Stock are subject to, and qualified by, the rights of the holders of the Series A Preferred Stock.

1. Voting Rights. Except as otherwise required by law or this Certificate of Incorporation, each holder of Common Stock shall have one vote in respect of each share of stock held by such holder of record on the books of the Corporation for the election of directors and on all matters submitted to a vote of stockholders of the Corporation.

2. Dividends. Subject to paragraph B.6 below, the holders of shares of Common Stock shall be entitled to receive, when and if declared by the board of directors, out of the assets of the Company which are by law available therefor, dividends payable either in cash, in property or in shares of capital stock.

SpireScan:62748.3:5/13/98: 5:35 PM