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09-21-2000

HEET

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

5/260



101464752

To the Honorable Commission

and original documents or copy thereof.

1. Name of conveying party(ies): 8-28-00  
**VWS CORPORATION**  
**A Delaware Corporation**

Additional name(s) of conveying parties attached? [ ] Yes [x] No

2. Name and address of receiving parties:  
**VIEWSONIC CORPORATION**  
**381 Brea Canyon Road**  
**Walnut, California 91789**  
**A Delaware corporation**

If Assignee is not domiciled in the United States, a domestic representative designation is attached [ ] yes [X] no

Additional name(s) & address(es) attached? [ ] Yes [x] No

3. Nature of conveyance: **Change of Name**  
 Execution Date: September 11, 1998

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

A. Trademark Application No(s):  
**See Attached Schedule of Applications**

B. Trademark Registration No(s)  
**See Attached Schedule of Registrations**

Additional numbers attached? [X] Yes [ ] No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Scott R. Miller, Esq.  
 of RIORDAN & MCKINZIE  
 300 South Grand Avenue  
 29th Floor  
 Los Angeles, California 90071

6. Total number of applications and registrations involved in this security agreement: [30]

7. Total fee (37 CFR 3.41) ..... \$ 765.00

[X] Enclosed Check No. 91617  
 [ ] Any additional fees which may be required are authorized to be charged to deposit account No.

8. Deposit account number:  
 (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.

Kristin Freebairn  
 Name of Person Signing

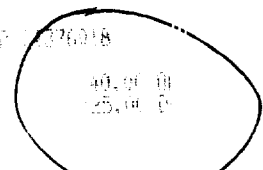
Kristin Freebairn  
 Signature

August 21, 2000  
 Date

Total number of pages including cover sheet, attachments, and documents: [11 including check & post card]

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
 Box Assignments  
 Washington, D.C. 20231



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## SCHEDULE OF APPLICATIONS AND REGISTRATIONS

<u>MARK</u>	<u>SERIAL NO.</u>	<u>REG. NO.</u>
ARAG	74/376,018	1,847,527
CYBERVISION (Stylized)	75/143,952	2,213,275
DIGITAL CONFERENCE	75/229,323	
E2, (Stylized)	75/238,795	2,188,493
EXPRESS EXCHANGE	75/073,470	2,168,827
EYE Design	74/482,497	1,994,344
LUCID	75/210,858	
MEGABASE	75/255,683	
MEGAMONITOR	75/097,558	2,239,186
ONVIEW	74/465,587	1,960,792
OPTIGREEN	74/465,558	1,939,003
OPTIMIZE YOUR IMAGE	75/495,847	2,309,917
OPTIQUEST	74/090,465	1,737,511
PERFECTFLAT	74/673,074	2,257,391
PERFECTSOUND	74/673,073	2,263,868
PERFECTVIEW	74/037,449	1,692,529
SEE AND HEAR THE DIFFERENCE	75/281,424	2,267,596
SEE THE DIFFERENCE	75/710,080	2,041,277
SONICTRON	74/679,353	2,032,966
SUPERCLEAR	75/246,824	2,257,611
SUPERPRESS	75/273,039	2,265,416
Three Birds Design	74/111,740	1,717,598

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<u>MARK</u>	<u>SERIAL NO.</u>	<u>REG. NO.</u>
VIEWBOOK	74/695,748	
VIEWMATCH	74/376,019	1,832,640
VIEWMETER	74/465,558	1,967,234
VIEWPANEL	74/375,880	2,072,039
VIEWSONIC & Design	74/710.084	2,086,835
VIEWSONIC	74/076.368	1,647,326
VISIONBANK	75/236,863	
VISIONBANK	75/617,774	

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State of Delaware  
Office of the Secretary of State PAGE 1

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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 "VWS CORPORATION", CHANGING ITS NAME FROM "VWS CORPORATION" TO "VIEWSONIC CORPORATION", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF SEPTEMBER, A.D. 1998, AT 9:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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981358234

AUTHENTICATION:

9305693

DATE:

~~981509~~  
TRADEMARK

REEL: 002143 FRAME: 0392

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
VWS CORPORATION**

VWS Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "GCL"), does hereby certify:

**FIRST:** That the Corporation was originally incorporated under the name VWS Corporation, and the date of filing of the Corporation's original Certificate of Incorporation with the Secretary of State of the State of Delaware was August 28, 1998.

**SECOND:** That the Board of Directors of the Corporation (the "Board") adopted resolutions dated September 8, 1998 proposing and declaring advisable the amendment and restatement of the Corporation's Certificate of Incorporation, that such amendment and restatement of the Corporation's Certificate of Incorporation was approved by written consent of a majority of the stockholders of the Corporation dated as of September 8, 1998, that notice was provided to the Corporation's stockholders pursuant to the applicable provisions of Section 228 of the GCL, and that such resolutions so approved by the Board and a majority of the stockholders of the Corporation read as follows:

**"I. NAME**

The name of the Corporation is ViewSonic Corporation (the "Corporation").

**II. ADDRESS AND AGENT**

The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

**III. BUSINESS PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may now or hereafter be organized under the General Corporation Law of the State of Delaware.

#### **IV. STOCK**

The total number of shares of stock which the Corporation shall have authority to issue is One Hundred Thousand (100,000), consisting of One Hundred Thousand (100,000) shares of common stock, \$.01 par value per share (the "Common Stock").

#### **V. ELECTION OF DIRECTORS**

Unless and except to the extent that the Amended and Restated Bylaws of the Corporation (the "Bylaws") shall so require, the election of directors of the Corporation need not be by written ballot.

#### **VI. INCORPORATOR**

The incorporator of the Corporation is:

Ronn S. Davids  
Riordan & McKinzie  
300 South Grand Avenue, 28th Floor  
Los Angeles, California 90071

#### **VII. BYLAWS**

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board is expressly authorized to make, alter and repeal the Bylaws, subject to the power of the stockholders of the Corporation to alter or repeal any bylaw whether adopted by them or otherwise.

#### **VIII. INDEMNIFICATION**

A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

## **LX. AMENDMENT TO THE CERTIFICATE OF INCORPORATION**

The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Amended and Restated Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this article."

**THIRD:** That the aforesaid amendment was duly adopted in accordance with the provisions of Sections 242 and 245 of the GCL.

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be signed by James Chu, its President, as of September 11, 1998.

By: \_\_\_\_\_

Name: James Chu

Title: President

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RECORDED: 08/28/2000

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REEL: 002143 FRAME: 0396