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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger Effective Date
Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly 75789586

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving

Mark if additional names of receiving parties

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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02/01/2001 DBYRNE 00000253 75789586
40.00 OP
150.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 002242 FRAME: 0907

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Mark Kusner, Reg. No. 31,115



February 12, 2001

Name of Person Signing

Signature

Date Signed

CERTIFICATE OF MERGER
OF
AMI MERGER COMPANY, INC.
INTO
AMI SPINCO, INC.

The undersigned corporation DOES HEREBY CERTIFY:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger (the "*Merger*") is as follows:

<u>Name</u>	<u>State of Incorporation</u>
AMI Merger Company, Inc.	Delaware
AMI Spinco, Inc.	Delaware

SECOND: Agreement of Plan and Merger and Recapitalization by and among Japan Energy Corporation, GA-TEK Inc., FP-McCartney, L.L.C., TBW LLC, Gould Technology Inc., AMI Merger Company, Inc. and AMI Spinco, Inc., dated as of December 5, 2000, (the "*Merger Agreement*").

THIRD: The Merger Agreement was duly approved by the Board of Directors of each of the constituent corporations pursuant to resolutions thereof adopted by a unanimous written action without a meeting, each dated as of December 4, 2000, in the manner prescribed by Section 141(f) of the General Corporation Law of the State of Delaware.

FOURTH: Pursuant to Section 251 of the General Corporation Law of the State of Delaware, the stockholders of each of the constituent corporations approved, adopted, certified, executed and acknowledged the Merger Agreement pursuant to a unanimous written action without a meeting, each dated as of December 4, 2000, in the manner prescribed by Section 228 of the General Corporation Law of the State of Delaware.

FIFTH: The name of the surviving corporation following the Merger of AMI Merger Company, Inc. into AMI Spinco, Inc. is AMI Spinco, Inc. (the "*Surviving Corporation*"), which shall herewith be changed to AMI Semiconductor, Inc.

SIXTH: That the Surviving Corporation change its corporate name by changing the First Article of the Certificate of Incorporation of the Surviving Corporation to read as follows:

FIRST: The name of the corporation (the "*Corporation*") is AMI Semiconductor, Inc.

SEVENTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, located at 16644 West Bernardo Drive, Suite 301, San Diego, California 92127.

EIGHTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either constituent corporation.

NINTH: This Certificate of Merger shall be effective as of December 21, 2000.

* * * * *

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Merger to be duly executed as of the 21st day of December, 2000.

AMI SPINCO, INC.

By:



H. Gene Patterson
President and Chief Executive Officer