

04-10-2001

FORM PTO-1594 3-22-01
1-31-92
OMB No. 0651-0011 (exp. 4/94)



ET
Y

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents

101671210

Attached original documents or copy thereof.

1. Name of conveying party(ies):

WAFERSCALE INTEGRATION, INC.

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 19, 2000

2. Name and address of receiving party(ies):

Name: STMICROELECTRONICS, INC.

Internal Address:

Street Address: 1310 Electronics Drive
City: Carrollton State: TX ZIP: 75006

- 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

4. Application number(s) or registration number(s): 1

A. Trademark Application No.(s)
75/477,182

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Molly Buck Richard

Internal Address: Strasburger & Price, L.L.P.

Street Address: 901 Main Street, Suite 4300

City: Dallas State: TX ZIP: 75202

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 19-4547

(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.

Molly Buck Richard

March 19, 2001

Name of Person Signing

Signature

Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments, Washington, D.C. 20231

04/09/2001 GTON11 00000134 75477182

01 FC:481

40.00 DP

State of Delaware
Office of the Secretary of State

PAGE 1

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 CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"WAFERSCALE INTEGRATION, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "STMICROELECTRONICS, INC." UNDER THE NAME OF "STMICROELECTRONICS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2000, AT 1:30 O'CLOCK P.M.

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



0779840 8100M

001651498

Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0884061

DATE: 12-28-00

03/13/01 TUE 15:01 [TX/RX NO 5727]

TRADEMARK
REEL: 002266 FRAME: 0920

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

WAFERSCALE INTEGRATION, INC.

INTO

STMICROELECTRONICS, INC.

(Under Section 253 of the General Corporation Law of the State of Delaware)

STMICROELECTRONICS, INC. a Delaware corporation, ("STMicroelectronics") hereby certifies that:

FIRST: It owns 100% of the outstanding shares of the capital stock of Waferscale Integration, Inc., a California corporation.

SECOND: The Board of Directors of STMicroelectronics, in an action taken on

December 19, 2000, adopted the following resolutions:

"WHEREAS, this corporation, STMicroelectronics, Inc. ("STMicroelectronics") owns all the outstanding stock of Waferscale Integration, Inc., a California corporation ("Waferscale"); and

WHEREAS, it is deemed in the best interests of this corporation and its shareholders that this corporation merge Waferscale into itself and assume all of its obligations; it is:

RESOLVED, that Waferscale shall be merged into STMicroelectronics; and

RESOLVED FURTHER, that the terms and conditions of the merger shall be as follows:

A. The Merger. Waferscale shall merge into STMicroelectronics, effective immediately upon compliance with the laws of the States of Delaware and California for the merger of the corporations (the "Effective Date"). As a result of the merger, STMicroelectronics shall be the surviving entity and Waferscale shall cease to exist as a separate corporation.

B. Succession to Rights/Assumption of Liabilities. Upon the Effective Date, STMicroelectronics shall succeed to all of the rights and assets of Waferscale and shall assume all of the liabilities of Waferscale.

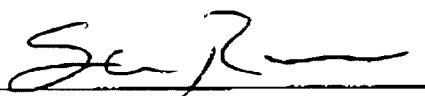
C. Cancellation of Existing Shares of Waferscale. Upon the Effective Date, all shares of Waferscale shall be cancelled without the payment of consideration therefor.

D. Certificate of Incorporation/Bylaws. The Certificate of Incorporation and Bylaws of STMicroelectronics in effect immediately prior to the Effective Date shall be the Certificate of Incorporation and the Bylaws of STMicroelectronics immediately following the Effective Date."

THIRD: The merger has been adopted, approved, certified, executed and acknowledged by STMicroelectronics in accordance with the laws of the States of Delaware and California.

IN WITNESS WHEREOF, STMicroelectronics has caused this certificate to be signed by Steven Rose, its authorized officer, on the 19th day of December, 2000.

STMICROELECTRONICS, INC.



By: Steven Rose
Its: Vice President