

12-19-2001



FORM PTO-1594

1-31-92

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

101921824

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): **Electronic Speech Systems, Inc.** *12/12/01*

Individual(s) Association
 General Partnership Limited Partnership
 Corporate - State: **California**

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

Name: **ESS, Inc.**

Internal Address:
 Street Address: **48401 Fremont Boulevard**

12-12-2001
 U.S. Patent & TMO/TM Mail Rcpt Dt. #58

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

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

City: **Fremont**
 State: **California** Zip: **94538**

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporate - State: **California**
 Other

Execution Date: **September 9, 1992**

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

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

A. Trademark Application Nos.:

B. Trademark Registration No.(s)

1,887,793

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

Name: **Allyn Taylor, Esq.**

Internal Address: **GRAY CARY WARE & FREIDENRICH**
300 Hamilton Avenue
Palo Alto, CA 94301-1823

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: **07-1907**. Please debit any underpayment or credit any overpayment to the above deposit account.

GRAY CARY WARE & FREIDENRICH

(Attach duplicate 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

Allyn Taylor
signature

Dec. 12, 2001

Date

Allyn Taylor, Esq.
Name of Person Signing

Total number of pages comprising cover sheet: **[2]**

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

Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

12/18/2001 BTOM11 00000152 071907 1887793

01 FC:481 40.00 CH

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TRADEMARK
REEL: 002409 FRAME: 0440

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FILED 8
In the office of the Secretary of State
of the State of California

1237957

SEP 14 1992

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ELECTRONIC SPEECH SYSTEMS, INC.

March Fong Eu
MARCH FONG E Secretary of State

Shiu Leung Chan and Forrest Mozer certify that:

1. They are the President and the Secretary, respectively, of Electronic Speech Systems, Inc., a California corporation.
2. The articles of incorporation of this corporation are amended and restated to read as follows:

I

The name of this corporation is ESS TECHNOLOGY, INC.

II

The purpose of this 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.

III

This corporation is authorized to issue only one class of shares of stock, which shall be designated "common" shares. The total number of common shares which this corporation is authorized to issue is 10,000,000.

IV

Section 4.1. Limitation of Directors' Liability. The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

Section 4.2. Indemnification of Corporate Agents.
The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code) through bylaw provisions, agreements with agents, votes of shareholders or disinterested directors or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the corporation and its shareholders.

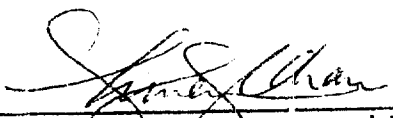
Section 4.3. Repeal or Modification. No repeal or modification of Sections 4.1 or 4.2 shall adversely affect any right of indemnification or limitation of liability of an agent of the corporation relating to acts or omissions that occur before such repeal or modification.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors.

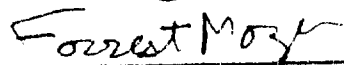
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 5,701,090. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

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.

DATED: September 9, 1992



Shiu Leung Chan, President



Forrest Mozer, Secretary