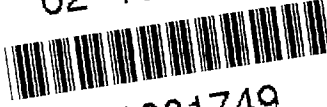


02-13-2002

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Submission Type

New *1-30-02*

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
Effective Date
Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

02/13/2002 TDI/AZ1 00000005 76276255

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
175.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 002442 FRAME: 0536

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

(408) 297-9733

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)

<input type="text" value="76276255"/>	<input type="text" value="76276256"/>	<input type="text" value="76174158"/>	<input type="text" value="2504405"/>	<input type="text" value="2496328"/>	<input type="text" value="2500418"/>
<input type="text" value="76174159"/>	<input type="text" value="76174160"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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.

Thomas Schneck

December 27, 2001

Name of Person Signing

Signature

Date Signed

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "GETSILICON.NET INC.", CHANGING ITS NAME FROM "GETSILICON.NET INC." TO "GETSILICON, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF JULY, A.D. 2001, AT 2:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3199077 8100

010665358

AUTHENTICATION: 1524969

DATE: 12-26-01

TRADEMARK
REEL: 002442 FRAME: 0538

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
GETSILICON.NET INC.**

GetSilicon.net Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. The name of the corporation is GetSilicon.net Inc. The original Certificate of Incorporation of the corporation was filed with the Secretary of State of the State of Delaware on March 22, 2000.

2. The amendment and restatement herein set forth has been duly approved by the Board of Directors of the Corporation and by the stockholders of the corporation pursuant to Sections 141, 228 and 242 of the General Corporation Law of the State of Delaware ("Delaware Law"). Approval of this amendment and restatement was approved by a written consent signed by the stockholders of the Corporation pursuant to Section 228 of the Delaware Law.

3. The restatement herein set forth has been duly adopted pursuant to Section 245 of the Delaware Law. This Amended and Restated Certificate of Incorporation restates and integrates and amends the provisions of the corporation's Certificate of Incorporation.

4. The text of the Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

ARTICLE I

The name of this corporation is GetSilicon, Inc.

ARTICLE II

The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19081. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The nature of the business or purposes to be conducted or promoted by the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

This corporation is authorized to issue two classes of shares to be designated respectively Common Stock ("**Common**") and Preferred Stock ("**Preferred**"). The total number of shares of Common this corporation shall have authority to issue is 30,000,000, \$0.001 par value, and the total number of shares of Preferred this corporation shall have authority to issue is 17,500,000, \$0.001 par value, of which 10,000,000 shares are hereby designated as Series A Preferred Stock (the "**Series A Preferred**") and of which 7,500,000 shares are hereby designated as Series B Preferred Stock (the "**Series B Preferred**").

The corporation shall from time to time in accordance with the laws of the State of Delaware increase the authorized amount of its Common if at any time the number of shares of Common remaining unissued and available for issuance shall not be sufficient to permit conversion of the Preferred.

The relative rights, preferences, privileges and restrictions granted to or imposed upon the Series A Preferred, Series B Preferred, the Common and the holders thereof are as set forth below.

1. Liquidation Rights.

(a) Liquidation Preference for Series A Preferred. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation (or the deemed occurrence of such event pursuant to subsection (c) of this Section 1) the holders of each share of Series A Preferred shall be entitled to receive, prior and in preference to any distribution of any of the assets or property of the corporation to the holders of the Common by reason of their ownership thereof, an amount equal to Twenty-Five Cents (\$0.25) per share for each share of Series A Preferred (the "**Original Series A Issue Price**") plus any declared but unpaid dividends for each share of Series A Preferred then held by them (subject to adjustment of such liquidation preference amount for stock splits and like events).

All of the preferential amount to be paid to the holders of the Series A Preferred under this Section 1(a) shall be paid or set apart for payment before the payment or setting apart for payment of any amount for, or the distribution of any assets or property of the corporation to, the holders of the Common in connection with any such liquidation, dissolution or winding up. After the payment or the setting apart for payment to the holders of the Series A Preferred of the preferential amounts so payable to them, the remaining assets of the corporation available for distribution shall be distributed in accordance with the provisions of Section 1(b).

If the assets or property to be distributed are insufficient to permit the payment to holders of the Series A Preferred of their full aforesaid preferential amount, the entire assets and property legally available for distribution shall be distributed ratably among the holders of Series A Preferred in such a manner that the preferential amount to be distributed to each such holder shall equal the amount obtained by multiplying the entire assets and funds of the corporation legally available for distribution hereunder (after payment of the liquidation preference to the holders of Series B Preferred pursuant to Section 1(a)), if any, by a fraction, the numerator of which shall be the number

of shares of Series A Preferred then held by such holder, and the denominator of which shall be the total number of shares of Series A Preferred then outstanding.

(b) Liquidation Preference for Series B Preferred. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation (or the deemed occurrence of such event pursuant to subsection (d) of this Section 1) the holders of each share of Series B Preferred shall be entitled to receive, prior and in preference to any distribution of any of the assets or property of the corporation to the holders of the Series A Preferred or Common by reason of their ownership thereof, an amount equal to One Dollar and Thirty-Five Cents (\$1.35) per share for each share of Series B Preferred (the "**Original Series B Issue Price**") plus any declared but unpaid dividends for each share of Series B Preferred then held by them (subject to adjustment of such liquidation preference amount for stock splits and like events).

All of the preferential amount to be paid to the holders of the Series B Preferred under this Section 1(a) shall be paid or set apart for payment before the payment or setting apart for payment of any amount for, or the distribution of any assets or property of the corporation to, the holders of the Series A Preferred or Common in connection with any such liquidation, dissolution or winding up. After the payment or the setting apart for payment to the holders of the Series B Preferred of the preferential amounts so payable to them, the remaining assets of the corporation available for distribution shall be distributed in accordance with the provisions of Sections 1(b) and 1(c).

If the assets or property to be distributed are insufficient to permit the payment to holders of the Series B Preferred of their full aforesaid preferential amount, the entire assets and property legally available for distribution shall be distributed ratably among the holders of Series B Preferred in such a manner that the preferential amount to be distributed to each such holder shall equal the amount obtained by multiplying the entire assets and funds of the corporation legally available for distribution hereunder by a fraction, the numerator of which shall be the number of shares of Series B Preferred then held by such holder, and the denominator of which shall be the total number of shares of Series B Preferred then outstanding.

(c) Distribution after Payment of Liquidation Preferences. After payment has been made to the holders of the Series A Preferred and Series B Preferred of the full preferential amounts set forth in Sections 1(a) and 1(b) above, the entire remaining assets and funds of the corporation legally available for distribution, if any, shall be distributed ratably among the holders of Common in a manner such that the amount distributed to each holder of Common shall equal the amount obtained by multiplying the entire assets and funds of the corporation legally available for distribution hereunder by a fraction, the numerator of which shall be the number of shares of Common then held by such holder, and the denominator of which shall be the total number of shares of Common then outstanding.

(d) Deemed Liquidation. For purposes of this Section 1, unless otherwise agreed to by the holders of greater than fifty percent (50%) of the Preferred then outstanding, the acquisition of this corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) that results in the transfer of more than fifty percent (50%) of the outstanding voting power of this corporation, or a

sale or other transfer in a single transaction or a series of related transactions of all or substantially all of the assets of the corporation, shall be treated as a liquidation, dissolution or winding up.

(e) In connection with Section 1(d) hereof, if the consideration received by this corporation in any such transaction is other than cash, its value will be deemed to be its fair market value. Any securities shall be valued as follows:

(i) Securities not subject to investment letter or similar restrictions on free marketability covered by (ii) below:

(1) If traded on a securities exchange or through the Nasdaq National Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange or system over the thirty (30) day period ending three (3) days prior to the closing of such transaction;

(2) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the thirty (30) day period ending three (3) days prior to the closing of such transaction; and

(3) If there is no active public market, the value shall be the fair market value thereof, as mutually determined by the Board of Directors of this corporation (excluding any director(s) then serving on the Board as representatives of the holders of Preferred) and the holders of at least a majority of the voting power of all then outstanding shares of Preferred.

(ii) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above in (i) (1), (2) or (3) to reflect the approximate fair market value thereof, as mutually determined by the Board of Directors of this corporation (excluding any director(s) then serving on the Board as representatives of the holders of Preferred) and the holders of at least a majority of the voting power of all then outstanding shares of such Preferred.

(f) In the event the requirements of Sections 1(d) and 1(e) hereof are not complied with, this corporation shall cause the closing of such transaction to be postponed or cancelled until such requirements have been complied with.

(g) This corporation shall give each holder of record of Preferred written notice of any such transaction not later than ten (10) days prior to the stockholders' meeting called to approve such transaction, or ten (10) days prior to the closing of such transaction, whichever is earlier. The provisions of this Section 1(g) may be waived upon the written consent of the holders of at least a majority of the then outstanding shares of Preferred.

2. Conversion Rights. The holders of the Preferred shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert. Each share of Preferred shall be convertible, without the payment of any additional consideration by the holder thereof and at the option of the holder thereof,

at any time after the date of issuance of such share, at the office of the corporation or any transfer agent for the Preferred, into such number of fully paid and nonassessable shares of Common as is determined by dividing the Original Series A Issue Price or the Original Series B Issue Price, as applicable, by the Conversion Price determined as hereinafter provided, in effect at the time of conversion. The prices at which shares of Common shall be deliverable upon conversion of Series A Preferred and Series B Preferred without the payment of any additional consideration by the holders thereof (the "Conversion Price") shall initially be the Original Series A Issue Price and the Original Series B Issue Price, respectively. Such initial Conversion Prices shall be subject to adjustment, in order to adjust the number of shares of Common into which the Preferred is convertible, as hereinafter provided.

(b) Automatic Conversion.

(i) Initial Public Offering. Each share of Preferred shall automatically be converted into shares of Common at the then effective Conversion Price upon the closing ("Closing") of a firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common for the account of the corporation to the public at an offering price to the public of at least Seven Dollars and Fifty Cents (\$7.50) per share (as adjusted for stock splits, stock dividends, reclassifications, and like events) and in which the aggregate gross proceeds received by the corporation (net of underwriting discounts) equal or exceed \$10,000,000. In the event of such an offering, the person(s) entitled to receive the Common issuable upon such conversion of the Preferred shall not be deemed to have converted that Preferred until immediately prior to the Closing.

(ii) Stockholder Vote. Each share of Preferred shall automatically be converted into shares of Common at the then effective Conversion Price upon the affirmative election of the holders of greater than fifty percent (50%) of the then outstanding shares of Preferred. In the event of such an election, the person(s) entitled to receive the Common issuable upon such conversion of the Preferred shall not be deemed to have converted that Preferred until the election (duly approved by greater than fifty percent (50%) of the Preferred then outstanding) is received by the corporation.

(c) Mechanics of Conversion. No fractional shares of Common shall be issued upon conversion of the Preferred. In lieu of any fractional shares to which the holder would otherwise be entitled, the corporation at its election shall either pay cash equal to such fraction multiplied by the then effective Conversion Price or issue one whole share for each fraction of a share outstanding, after aggregating all fractional shares held by each stockholder. Before any holder of Preferred shall be entitled to convert the same into full shares of Common pursuant to Section 2(a) hereof, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of the corporation or of any transfer agent for the Preferred, and shall give written notice to the corporation at such office that he elects to convert the same and shall state therein his name or the name or names of his nominees in which he wishes the certificate or certificates for shares of Common to be issued. The corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Preferred, or to his nominee or nominees, a certificate or certificates for the number of shares of Common to which he shall be entitled as aforesaid, together with cash in lieu of any fraction of a share. Such conversion shall be deemed to have been made immediately

prior to the close of business on the date of such surrender of the shares of Preferred to be converted, and the person or persons entitled to receive the shares of Common issuable upon conversion shall be treated for all purposes as the record holder or holders of such shares of Common on such date.

(d) Adjustments to Conversion Prices for Diluting Issues.

(i) Special Definitions. For purposes of this subsection 2(d), the following definitions shall apply:

(1) "Option" shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire either Common or Convertible Securities.

(2) "Original Issue Date" with respect to the Series A Preferred or Series B Preferred shall mean the date on which the first share of Series A Preferred or Series B Preferred was issued, as applicable.

(3) "Convertible Securities" shall mean any evidences of indebtedness, shares or other securities convertible into or exchangeable for Common.

(4) "Additional Shares of Common" with respect to a series of Preferred shall mean all shares of Common issued (or, pursuant to Section 2(d)(iii), deemed to be issued) by the corporation after the Original Issue Date for such series of Preferred, other than shares of Common issued or issuable:

- a) upon conversion of shares of Preferred;
- b) as a dividend or distribution on Preferred or any event for which adjustment is made pursuant to subparagraph (d)(vi) hereof;
- c) to equipment lessors or financial institutions in connection with financial transactions approved by the Board of Directors;
- d) to officers, directors, employees, consultants, and strategic partners of the corporation in a manner determined by the Board of Directors; or
- e) by way of dividend or other distribution on shares of Common excluded from the definition of Additional Shares of Common by the foregoing clause(s) (a), (b), (c), and (d) or this clause (e).

(ii) No Adjustment of Conversion Prices. No adjustment in the number of shares of Common into which any series of Preferred is convertible shall be made, by adjustment in the Conversion Price of such series of Preferred in respect of the issuance of Additional Shares of Common or otherwise, unless the consideration per share for an Additional Share of Common issued or deemed to be issued by the corporation is less than the Conversion Price of such series of Preferred in effect on the date of, and immediately prior to, the issue of such Additional Share of Common.

(iii) Deemed Issuances of Additional Shares of Common.

(1) Options and Convertible Securities. In the event the corporation at any time or from time to time after the Original Issue Date for a series of Preferred shall issue any Options or Convertible Securities or shall fix a record date for the determination of holders of any class of securities entitled to receive any such Options or Convertible Securities, then the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein for a subsequent adjustment of such number) of Common issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common issued as of the time of such issue or, in the case such a record date shall have been fixed, as of the close of business on such record date, provided that Additional Shares of Common shall not be deemed to have been issued with respect to an adjustment of the Conversion Price for a series of Preferred unless the consideration per share (determined pursuant to subsection 2(d)(v) hereof) of such Additional Shares of Common would be less than the Conversion Price of such series of Preferred in effect on the date of and immediately prior to such issue, or such record date, as the case may be, and provided further that in any such case in which Additional Shares of Common are deemed to be issued:

a) no further adjustment in the applicable Conversion Price shall be made upon the subsequent issue of Convertible Securities or shares of Common upon the exercise of such Options or conversion or exchange of such Convertible Securities;

b) if such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase or decrease in the consideration payable to the corporation, or decrease or increase in the number of shares of Common issuable, upon the exercise, conversion or exchange thereof, the applicable Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities;

c) upon the expiration of any such Options or any rights of conversion or exchange under such Convertible Securities which shall not have been exercised, the applicable Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto) and any subsequent adjustments based thereon shall, upon such expiration, be recomputed as if:

i) in the case of Convertible Securities or Options for Common the only Additional Shares of Common issued were the shares of Common, if any, actually issued upon the exercise of such Options or the conversion or exchange of such Convertible Securities and the consideration received therefor was the consideration actually received by the corporation for the issue of such exercised Options plus the consideration actually received by the corporation upon such exercise or for the issue of all such Convertible Securities which were actually converted or exchanged, plus the additional consideration, if any, actually received by the corporation upon such conversion or exchange, and

ii) in the case of Options for Convertible Securities only the Convertible Securities, if any, actually issued upon the exercise thereof were issued at the time of issue of such Options, and the consideration received by the corporation for the Additional Shares of Common deemed to have been then issued was the consideration actually received by the corporation for the issue of such exercised Options, plus the consideration deemed to have been received by the corporation (determined pursuant to subsection 2(d)(v)) upon the issue of the Convertible Securities with respect to which such Options were actually exercised;

d) no readjustment pursuant to clause (b) or (c) above shall have the effect of increasing the applicable Conversion Price to an amount which exceeds the lower of (i) the Conversion Price for such series of Preferred on the original adjustment date, or (ii) the Conversion Price for such series of Preferred that would have resulted from any issuance of Additional Shares of Common between the original adjustment date and such readjustment date;

e) in the case of any Options which expire by their terms not more than thirty (30) days after the date of issue thereof, no adjustment of the applicable Conversion Price shall be made until the expiration or exercise of all such Options issued on the same date, whereupon such adjustment shall be made in the same manner provided in clause (c) above; and

f) if such record date shall have been fixed and such Options or Convertible Securities are not issued on the date fixed therefor, the adjustment previously made in the applicable Conversion Price which became effective on such record date shall be canceled as of the close of business on such record date, and thereafter such Conversion Price shall be adjusted pursuant to this subsection 2(d)(iii) as of the actual date of their issuance.

(2) Stock Dividends, Stock Distributions and Subdivisions. In the event the corporation at any time or from time to time after the Original Issue Date for a series of Preferred shall declare or pay any dividend or make any other distribution on the Common payable in Common, or effect a subdivision of the outstanding shares of Common (by reclassification or otherwise than by payment of a dividend in Common), then and in any such event, Additional Shares of Common shall be deemed to have been issued:

a) in the case of any such dividend or distribution, immediately after the close of business on the record date for the determination of holders of any class of securities entitled to receive such dividend or distribution, or

b) in the case of any such subdivision, at the close of business on the date immediately prior to the date upon which such corporate action becomes effective.

If such record date shall have been fixed and such dividend shall not have been paid on the date fixed therefor, the adjustment previously made in the applicable Conversion Price which became effective on such record date shall be cancelled as of the close of business on such record date, and thereafter such Conversion Price shall be adjusted pursuant to this subsection 2(d)(iii) as of the time of actual payment of such dividend.

(iv) Adjustment of Conversion Prices Upon Issuance of Additional Shares of Common. In the event the corporation shall issue Additional Shares of Common (including Additional Shares of Common deemed to be issued pursuant to subsection 2(d)(iii), but excluding Additional Shares of Common issued pursuant to subsection 2(d)(iii)(2), which event is dealt with in subsection 2(d)(vi) hereof), without consideration or for a consideration per share less than the Conversion Price in effect for such series of Preferred on the date of and immediately prior to such issue, then and in such event, the Conversion Price for such series of Preferred shall be reduced, concurrently with such issue, to a price (calculated to the nearest cent) determined by multiplying the applicable Conversion Price by a fraction (x) the numerator of which shall be (1) the number of shares of Common outstanding immediately prior to such issue, plus (2) the number of shares of Common which the aggregate consideration received by the corporation for the total number of Additional Shares of Common so issued would purchase at the Conversion Price for such series of Preferred, and (y) the denominator of which shall be (1) the number of shares of Common outstanding immediately prior to such issue plus (2) the number of such Additional Shares of Common so issued, provided that for the purposes of this subsection (iv), all shares of Common issuable upon exercise, conversion or exchange of outstanding Options or Convertible Securities, as the case may be, shall be deemed to be outstanding, and immediately after any Additional Shares of Common are deemed issued pursuant to subsection (iii) above, such Additional Shares of Common shall be deemed to be outstanding, and provided further that the applicable Conversion Price shall not be so reduced at such time if the amount of such reduction would be an amount less than \$0.01, but any such amount shall be carried forward and reduction with respect thereto made at the time of and together with any subsequent reduction which, together with such amount and any other amount or amounts so carried forward, shall aggregate \$0.01 or more.

(v) Determination of Consideration. For purposes of this subsection 2(d), the consideration received by the corporation for the issue of any Additional Shares of Common Stock shall be computed as follows:

(1) Cash and Property. Such consideration shall:

a) insofar as it consists of cash, be computed at the aggregate amount of cash received by the corporation excluding amounts paid or payable for accrued interest or accrued dividends;

b) insofar as it consists of property other than cash, be computed at the fair value thereof at the time of such issue, as determined in good faith by the Board of Directors; and

c) in the event Additional Shares of Common are issued together with other shares or securities or other assets of the corporation for consideration which covers both, be the proportion of such consideration so received, computed as provided in clauses (A) and (B) above, as determined in good faith by the Board of Directors.

(2) Options and Convertible Securities. The consideration per share received by the corporation for Additional Shares of Common deemed to have been issued

pursuant to subsection 2(d)(iii)(1), relating to Options and Convertible Securities, shall be determined by dividing

(x) the total amount, if any, received or receivable by the corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such consideration) payable to the corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such options for Convertible Securities and the conversion or exchange of such Convertible Securities, by

(y) the maximum number of shares of Common (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or the conversion or exchange of such Convertible Securities.

(vi) Adjustments for Subdivisions, Combinations, Consolidations or Stock Dividends. In the event the outstanding shares of Common shall be subdivided (by stock split or otherwise), into a greater number of shares of Common, or shares of Common shall have been issued by stock dividend, the Conversion Prices then in effect shall, concurrently with the effectiveness of such subdivision or stock dividend, be proportionately decreased. In the event the outstanding shares of Common shall be combined or consolidated by reclassification or otherwise, into a lesser number of shares of Common, the Conversion Prices then in effect shall, concurrently with the effectiveness of such combination or consolidation, be proportionately increased. The foregoing provisions of this paragraph shall not apply and the Conversion Prices shall not be adjusted in the case of any subdivision, combination or consolidation if a similar subdivision, combination or consolidation is also affected with respect to any outstanding Preferred.

(vii) Adjustments for Other Distributions. In the event the corporation at any time or from time to time makes, or fixes a record date for the determination of holders of Common entitled to receive any distribution payable in securities of the corporation other than shares of Common, then and in each such event provision shall be made so that the holders of Preferred shall receive upon conversion thereof, in addition to the number of shares of Common receivable thereupon, the amount of securities of the corporation which they would have received had their Preferred been converted into Common on the date of such event and had they thereafter, during the period from the date of such event to and including the date of conversion, retained such securities receivable by them as aforesaid during such period, subject to all other adjustments called for during such period under this Section 2 with respect to the rights of the holders of the Preferred. In the event the corporation shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by the corporation or other persons, assets (excluding cash dividends), or options or rights not referred to in subsection 2(d)(iii), then, in each such case for the purpose of this subsection 2(d), the holders of the Preferred shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common of the corporation into which their shares of Preferred are convertible as of the record date fixed for the determination of the holders of Common of the corporation entitled to receive such distribution.

(viii) Adjustments for Reclassification, Exchange and Substitution. If the Common issuable upon conversion of the Preferred shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for above), the Conversion Prices then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted such that the Preferred shall be convertible into, in lieu of the number of shares of Common which the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock equivalent to the number of shares of Common that would have been subject to receipt by the holders upon conversion of the Preferred immediately before that change.

(ix) Reorganization, Mergers, Consolidations, or Sales of Assets. Subject to Section 1(d) hereof, if at any time or from time to time there shall be a capital reorganization of the Common (other than a subdivision, combination, reclassification, or exchange of shares provided for elsewhere in this Section 2) or a merger or consolidation of this corporation with or into another corporation, or the sale of all or substantially all of this corporation's properties and assets to any other person, then, as a part of such reorganization, merger, consolidation, or sale, provision shall be made so that the holders of the Preferred shall thereafter be entitled to receive upon conversion of the Preferred, the number of shares of stock or other securities or property of this corporation, or of the successor corporation resulting from such merger or consolidation or sale, to which a holder of Common deliverable upon conversion would have been entitled on such capital reorganization, merger, consolidation, or sale. In any such case, appropriate adjustment shall be made in the application of the provisions of Section 2 with respect to the rights of the holders of the Preferred after the reorganization, merger, consolidation, or sale to the end that the provisions of this Section 2 (including adjustment of the Conversion Prices then in effect and the number of shares purchasable upon conversion of the Preferred) shall be applicable after that event as nearly equivalent as may be practicable.

(e) No Impairment. Unless otherwise approved by the holders of Preferred in accordance with Section 5 hereof, the corporation will not, by amendment of its Certificate of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the corporation but will at all times in good faith assist in the carrying out of all the provisions of this Section 2 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Preferred against impairment.

(f) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Prices pursuant to this Section 2, the corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of the series of Preferred for which the Conversion Price is adjusted a certificate certified by the corporation's chief financial officer setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The corporation shall, upon the written request at any time of any holder of Preferred, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Price for such series of Preferred in effect at that time, and (iii) the number of shares of

Common and the amount, if any, of other property which at the time would be received upon the conversion of such series of Preferred.

(g) Notices of Record Date. In the event of any taking by the corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend which is the same as cash dividends paid in previous quarters) or other distribution, the corporation shall mail to each holder of Preferred at least ten (10) days prior to the date specified herein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution.

3. Voting Rights.

(a) General Voting. Except as otherwise required by law, each share of Common issued and outstanding shall have one vote and each share of Preferred issued and outstanding shall have the number of votes equal to the number of shares of Common into which the Preferred is convertible as adjusted from time to time pursuant to Section 2 hereof, and the holders of Preferred shall have full voting rights equal to the voting rights of the holders of Common, and shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of this corporation, and shall be entitled to vote with the holders of Common with respect to any matter upon which the holders of Common have the right to vote, except those required hereunder or by law to be submitted to a class vote.

(b) Voting for Directors. [For so long as there are at least 5,000,000 shares (subject to adjustment for stock splits and like events) of Series A Preferred outstanding, the holders of the Series A Preferred shall be entitled to nominate and elect two (2) directors at each annual election of directors.] For so long as there are at least 5,000,000 shares (subject to adjustment for stock splits and like events) of Series B Preferred outstanding, the holders of Series B Preferred shall be entitled to nominate and elect two (2) directors at each annual election of directors. All directors not elected by the Series A Preferred and Series B Preferred holders as set forth in the preceding two sentences shall be elected in accordance with the provisions of Section 3(a) hereof. In the case of any vacancy (other than a vacancy caused by removal) in the office of a director occurring among the directors elected by the holders of the Series A Preferred and Series B Preferred pursuant to this Section 3(b), the remaining directors so elected by the Series A Preferred and Series B Preferred may by affirmative vote of a majority thereof (or the remaining director so elected if there be but one, or if there are no such directors remaining, by the affirmative vote of the holders of a majority of the shares of Series A Preferred and Series B Preferred), elect a successor or successors to hold office for the unexpired term of the director or directors whose place or places shall be vacant. Any director who shall have been elected by the holders of the Series A Preferred and Series B Preferred or by any directors so elected as provided in the immediately preceding sentence hereof may be removed during the aforesaid term of office, either with or without cause, by, and only by, the affirmative vote of the holders of a majority of the shares of Series A Preferred and Series B Preferred, given either at a special meeting of such stockholders duly called for that purpose or pursuant to a written consent of stockholders, and any vacancy thereby created may be filled by the holders of the Series A Preferred and Series B Preferred represented at the meeting or pursuant to unanimous written consent.

4. Dividend Rights.

(a) The holders of outstanding Series A Preferred and Series B Preferred shall be entitled to receive, when and as declared by the Board of Directors and out of any assets and funds legally available therefor, dividends at the annual rate of \$0.02 per share (as adjusted for any stock splits and like events) in the case of the Series A Preferred and \$0.08 per share (as adjusted for any stock splits and like events) in the case of the Series B Preferred, and no more, payable in preference and priority to any declaration or any payment of any dividend on the Common. The right to such dividends on shares of Series A Preferred and Series B Preferred shall not be cumulative, and no right shall accrue to holders of Series A Preferred and Series B Preferred by reason of the fact that dividends on said shares are not declared or paid in any prior year. In the event that the corporation shall have declared and unpaid dividends outstanding immediately prior to, and in the event of, conversion of Series A Preferred and Series B Preferred the corporation shall, at its option, pay in cash to the holder(s) of Series A Preferred and Series B Preferred subject to conversion the full amount of any such dividends or convert such dividends into Common at the then effective Conversion Price referred to in Section 2 or a combination thereof, together with cash in lieu of any fractional share of Common. Upon the affirmative vote or written consent of the holders of greater than fifty percent (50%) of the Preferred then outstanding, the holders of the Preferred can waive the right of the Preferred to receive any dividend under this Section 4. In the event of such a waiver, the corporation shall have no obligation at any time thereafter to pay such waived dividends.

(b) Dividends may be paid on the Common as and when declared by the Board of Directors, subject to the prior dividend rights of the Preferred.

5. Covenants. So long as at least 5,000,000 shares (subject to adjustment for stock splits and like events) of Preferred shall be outstanding, the corporation shall not, without first obtaining the affirmative vote or written consent of holders of greater than fifty percent (50%) of the outstanding shares of Preferred voting together as a class:

(a) amend or repeal any provision of, or add any provision to, the corporation's Certificate of Incorporation or Bylaws if such action would adversely alter or change the preferences, rights, privileges or powers of, or the restrictions provided for the benefit of any series of Preferred;

(b) create or issue or obligate itself to issue any other equity security, including any other security convertible into or exercisable for any equity security, or reclassify any Preferred or Common shares into shares having any preference or priority as to dividends, liquidation, redemption or voting superior to or on a parity with any such preference or priority of any series of Preferred;

(c) merge or consolidate with or into any other corporation (except where a majority of the outstanding equity securities of the surviving corporation immediately after the merger or consolidation is held by persons who were stockholders of this corporation immediately prior to the merger or consolidation), or sell or otherwise transfer in a single transaction or a series of related transactions all or substantially all of the assets of the corporation.

6. Residual Rights. All rights accruing to the outstanding shares of the corporation not expressly provided for to the contrary herein shall be vested in the Common.

7. Status of Converted Stock. In the event any shares of Preferred shall be converted pursuant to Section 2 hereof, the shares so converted shall be cancelled and shall not be reissuable by the corporation, and the Certificate of Incorporation shall be appropriately amended to effect the corresponding reduction in the corporation's authorized stock.

8. Partial Conversion. In the event that less than all of a holder's shares of Preferred shall be converted at any time pursuant to Section 2 hereof, the corporation shall promptly upon receipt of such holder's certificate for shares to be converted, issue a new certificate to such holder representing the unconverted shares.

ARTICLE V

The corporation is to have perpetual existence.

ARTICLE VI

1. Board of Directors. The management of the business and the conduct of the affairs of the corporation shall be vested in the Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed in the manner designated in the Bylaws of the corporation.

2. Bylaws. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend or repeal the Bylaws of the corporation.

3. Election of Directors. Elections of directors need not be by written ballot unless a stockholder demands election by written ballot at the meeting and before voting begins or unless the Bylaws of the corporation shall so provide.

4. Cumulative Voting Rights. Until a Registration Statement regarding the sale of the Common to the public is declared effective by the Securities and Exchange Commission, stockholders shall be entitled to cumulative voting rights. At all elections of directors of the corporation, each holder of stock or of any class or classes or of a series or series thereof shall be entitled to as many votes as shall equal the number of votes which (except for this provision as to cumulative voting) such stockholder would be entitled to cast for the election of directors with respect to such stockholder's shares of stock multiplied by the number of directors to be elected, and such stockholder may cast all of such votes for a single director or may distribute them among the number of directors to be voted for, or for any two or more of them as such stockholder may see fit. As of the date that a Registration Statement regarding the sale of the Common to the public is declared effective by the Securities and Exchange Commission, this Article VI, Section 4, shall no longer be effective and may be deleted herefrom upon any restatement of this Certificate of Incorporation.

ARTICLE VII

1. Director Liability. To the fullest extent permitted by the Delaware General corporation Law as the same exists or as may hereafter be amended, a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

2. Indemnification. The corporation may indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director, officer, employee or agent of the corporation or any predecessor of the corporation or serves or served at any other enterprise as a director, officer, employee or agent at the request of the corporation or any predecessor to the corporation.

3. Amendment or Repeal. Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of this corporation's Certificate of Incorporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE VIII

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the corporation.

ARTICLE IX

Vacancies created by the resignation of one or more members of the Board of Directors and newly created directorships, created in accordance with the Bylaws of this Corporation, may be filled by the vote of a majority, although less than a quorum, of the directors then in office, or by a sole remaining director.

ARTICLE X

Advance notice of new business and stockholder nominations for the election of directors shall be given in the manner and to the extent provided in the Bylaws of the corporation.

ARTICLE XI

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation."

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has executed this certificate on the 16th day of July, 2001.

GETSILICON, INC.
a Delaware corporation

By: /s/ Jimmy S. M. Lee
Jimmy S. M. Lee
President and Secretary