

03-06-2002



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

1. Name of conveying party(ies):
SGS-Thomson Microelectronics, Inc.

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

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

2. Name and address of receiving party(ies)
Name: STMicroelectronics, Inc.
Internal Address: Mail Station 2346
Street Address: 1310 Electronics Drive
City: Carrollton State: TX Zip: 75006

Individual(s) citizenship _____
 Association _____
 General Partnership _____

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: May 18, 1998

Limited Partnership _____ FEB 15 2002
 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):
A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1859559

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Lisa K. Jorgenson
Internal Address: Mail Station 2346

Street Address: 1310 Electronics Drive

City: Carrollton State: TX Zip: 75006

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:
19-1353

(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.

Robert D. McCutcheon Robert D. McCutcheon January 29, 2002
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

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

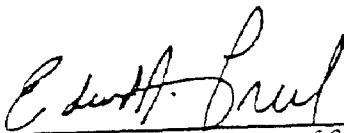
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State of Delaware
Office of the Secretary of State

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 AMENDMENT OF "SGS-THOMSON MICROELECTRONICS, INC.", CHANGING ITS NAME FROM "SGS-THOMSON MICROELECTRONICS, INC." TO "STMICROELECTRONICS, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF MAY, A.D. 1998, AT 10 O'CLOCK A.M.




Edward J. Freel, Secretary of State

AUTHENTICATION:

TRADEMARK

REEL: 002453 FRAME: 0652

5-19-98

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION

SGS-THOMSON Microelectronics, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of said corporation:

RESOLVED, that the Restated Certificate of Incorporation of SGS-THOMSON Microelectronics, Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

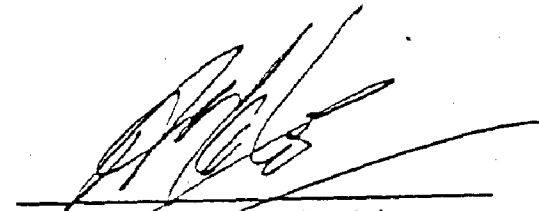
"FIRST: The name of the corporation is STMicroelectronics, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with

the provisions of Section 228 of the General Corporation Law of the State of Delaware.


THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said SGS-THOMSON Microelectronics, Inc. has caused this certificate to be signed by Archie McK. Malone, its Vice President, and attested by Steven K. Rose, its Secretary, this 18th day of May, 1998.



Archie McK. Malone
Vice President

ATTEST:



Steven K. Rose
Secretary