

# RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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

1. Name of conveying party(ies):

INFINEON TECHNOLOGIES CATAMARAN, INC.

- Individual(s)
- General Partnership
- Corporation - State of Delaware
- Other \_\_\_\_\_
- Association
- Limited Partnership

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

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

INFINEON TECHNOLOGIES NORTH AMERICA CORP.  
1730 North First Street  
San Jose, California 95112

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation - State of Delaware
- Other \_\_\_\_\_

Domestic representative is attached:

Yes  No

Additional name(s) & address(es) attached?

Yes  No

3. Nature of conveyance:

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

Execution Date: October 20, 2003

4. (A.) Trademark Application No.(s)

78/230087

4. (B.) Trademark Registration No.(s)

Additional numbers attached?  Yes  No

5. Correspondence should be mailed to:

VICTOR M. TANNENBAUM  
ABELMAN, FRAYNE & SCHWAB  
150 East 42nd Street  
New York, New York 10017

6. Total number of applications and registrations involved:.....

7. Total fee (37 CFT 3.41): ..... \$ 40.00

Enclosed

(The said Deposit Account should be charged for any official fee not fully covered by the enclosed check)

Authorized to be charged to deposit account

Deposit account number: 01-0035

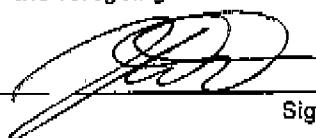
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

8. 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.

VICTOR M. TANNENBAUM  
Name of Person Signing



Signature

3/2/04

Date

Total number of pages comprising cover sheet, attachments and documents:

CH \$40.00 010035 78230087

# Delaware

PAGE 1

*The First State*

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 CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"INFINEON TECHNOLOGIES CATAMARAN, INC.", A DELAWARE CORPORATION,

WITH AND INTO "INFINEON TECHNOLOGIES NORTH AMERICA CORP." UNDER THE NAME OF "INFINEON TECHNOLOGIES NORTH AMERICA CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF OCTOBER, A.D. 2003, AT 3:58 O'CLOCK P.M.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2948448 8100M

030675716

AUTHENTICATION: 2703306

DATE: 10-22-03

TRADEMARK  
REEL: 002804 FRAME: 0517

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:09 PM 10/21/2003  
FILED 03:58 PM 10/21/2003  
SRV 030675716 - 2948448 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
INFINEON TECHNOLOGIES CATAMARAN, INC.  
INTO  
INFINEON TECHNOLOGIES NORTH AMERICA CORP.  
(PURSUANT TO SECTION 243 OF THE GENERAL CORPORATION LAW OF DELAWARE)**

**INFINEON TECHNOLOGIES NORTH AMERICA CORP.**, a Delaware corporation (the "Corporation"), does hereby certify:

**FIRST:** That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** That the Corporation owns all of the outstanding shares of each class of the capital stock of **INFINEON TECHNOLOGIES CATAMARAN, INC.**, a Delaware corporation.

**THIRD:** That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 20<sup>th</sup> day of October, 2003, determined to merge into itself **INFINEON TECHNOLOGIES CATAMARAN, INC.** on the conditions set forth in such resolutions:

**RESOLVED,** That the Corporation merge into itself its subsidiary, **INFINEON TECHNOLOGIES CATAMARAN, INC.**, and assume all of said subsidiary's liabilities and obligations;

**RESOLVED,** That the officers of this Corporation be and each of them hereby is, authorized and directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolutions to merge said **INFINEON TECHNOLOGIES CATAMARAN, INC.** into this Corporation and to assume said subsidiary's liabilities and obligations and the date of adoption thereof and to file the same in the office of the Secretary of the State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose of these resolutions.

IN WITNESS WHEREOF, said **INFINEON TECHNOLOGIES NORTH AMERICA CORP.** has caused this certificate to be signed by a duly authorized officer, this 20<sup>th</sup> day of October, 2003.

**INFINEON TECHNOLOGIES NORTH AMERICA CORP.**

By:   
Name: Robert LaFort  
Title: President

NYB 035571

**UNANIMOUS WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS OF  
INFINEON TECHNOLOGIES NORTH AMERICA CORP.**

The undersigned, being all the members of the Board of Directors (the "Board") of **INFINEON TECHNOLOGIES NORTH AMERICA CORP.**, a Delaware corporation (the "Corporation"), do hereby adopt the following resolution by unanimous written consent, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, with full force and effect as if adopted by the unanimous affirmative vote of the Board at a meeting duly called and constituted:

WHEREAS, this Corporation now owns all the stock of **INFINEON TECHNOLOGIES CATAMARAN, INC.** a stock corporation organized under the laws of the State of Delaware and engaged in business similar and incidental to that of this Corporation, and

WHEREAS, it is deemed advisable that this Corporation merge with said **INFINEON TECHNOLOGIES CATAMARAN, INC.** in order that all the estate, property, rights, privileges, and franchises of said Company, shall vest in and be possessed by this Corporation; be it

RESOLVED, That the Corporation merge into itself its subsidiary, **INFINEON TECHNOLOGIES CATAMARAN, INC.**, and assume all of said subsidiary's liabilities and obligations;

RESOLVED, That the officers of this Corporation be and each of them hereby is, authorized and directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolutions to merge said **INFINEON TECHNOLOGIES CATAMARAN, INC.** into this Corporation and to assume said subsidiary's liabilities and obligations and the date of adoption thereof and to file the same in the office of the Secretary of the State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose of these resolutions.

11-25-03;10:27AM;IPDXEOEO

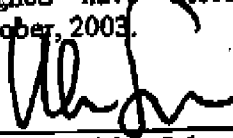
;7323213030

#

21-OKT-2003 17:26

S.02/03

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent as of the 20th day of October, 2003.



Name: Ulrich Schumacher



Name: Peter Bauer



Name: Peter Fischl

Name: Robert LeFort

Name: Miriam Martinez

NYB 1355571.1



11-25-03; 10:27AM; IPDXEOEO

; 7323213030

#

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent as of the 20th day of October, 2003.

Name: Ulrich Schurnacher

Name: Peter Bauer

Name: Peter Fischl

Name: Robert LeFort

*Miriam Martinez*  
Name: Miriam Martinez

NYB 1355571-1