

12.27.04

12-29-2004

Form PTO 1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/9)



U.S. Dept. of Commerce Patent and Trademark Office

To the Honorable Commissione documents or copy thereof.

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e record the attached original

1. Name of conveying party(ies): TRIMEDIA TECHNOLOGIES, INC. WITH AND INTO PHILIPS SEMICONDUCTORS, INC. UNDER THE NAME OF PHILIPS SEMICONDUCTORS INC. Individual(s) Association General Partnership Ltd Partnership X Corporation-State of Delaware Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies): Name: PHILIPS SEMICONDUCTORS INC. Internal Address: Street Address: 1109 McKay Drive City: San Jose State: CA Zip: 95131 Individual(s) citizenship Association General Partnership Limited Partnership X Corporation-State of Delaware Other If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Destinations must be a separate document from Assignment) Additional names(s) & Address(es) attached? Yes No

3. Nature of conveyance: Assignment x Merger Security Agreement Change of Name Other Execution Date: March 15, 2004 (effective on March 16, 2004)

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,171,494 (TRIMEDIA) 2,269,402 (TRIMEDIA & Design) Additional Numbers Attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Philips Electronics North America Corporation Internal Address: Street Address: P.O. BOX 3001 City: Briarcliff Manor State: NY Zip: 10510

6. Total number of applications and registrations involved: 2 7. Total fee (37 CFR 3.41) ...\$ 65.00 Enclosed X Authorized to Deposit Account 8. Deposit Account Number: 14-1270 (Attach duplicate copy of this page 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. Edward W. Goodman Name of Person Signing Signature Date 12/21/2004 Total number of pages including cover sheet, attachments, and document: 6

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

12/29/2004 ECDOPER 00000008 141270 2171494 01 FC:8521 40.00 DA 02 FC:8522 25.00 DA

TRADEMARK REEL: 003099 FRAME: 0198

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:40 PM 03/16/2004
FILED 12:29 PM 03/16/2004
SRV 040192753 - 2125539 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

TRIMEDIA TECHNOLOGIES, INC.

INTO

PHILIPS SEMICONDUCTORS, INC.

Pursuant to Section 253 of
the General Corporation Law of the State of Delaware

Philips Semiconductors, Inc. ("Philips") does hereby certify that:

FIRST: Philips is a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), Section 253 of which permits the merger of a subsidiary corporation into a parent corporation in which one of the corporations is a corporation organized and existing under the laws of the State of Delaware.

SECOND: Philips owns over 90% of the outstanding shares of each class of the stock of TriMedia Technologies, Inc. ("TriMedia"), a corporation organized and existing under the DGCL.

THIRD: The Board of Directors of Philips, by the following resolutions, duly adopted by the unanimous written consent of the Board of Directors of Philips, dated March 15, 2004, have elected to cause TriMedia to be merged with and into Philips (the "Merger") pursuant to Section 253 of the DGCL:

RESOLVED, that TriMedia Technologies, Inc. ("TriMedia") shall be merged with and into Philips Semiconductors Inc. ("Philips") with Philips being the corporation surviving the Merger (the "Surviving Corporation"), and Philips shall assume all of the obligations of TriMedia; and be it

FURTHER RESOLVED, that the Merger will become effective at the time and on the date specified in a Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware (the "Effective Time"); and be it

FURTHER RESOLVED, that the terms and conditions of the Merger are as follows:

(1) At the Effective Time, each share of common stock, par value \$0.0001 per share, Series A Preferred Stock, par value \$0.0001 per share, Series B Preferred Stock, par value \$0.0001 per share, Series C Preferred Stock, par value \$0.0001 per share, Series A Prime Stock, par value \$0.0001 per share, and Series B Prime Stock, par value \$0.0001 per share (collectively, the "Shares"), of TriMedia issued and outstanding immediately prior to the Effective Time (other than Shares owned by Philips or any direct or indirect wholly owned subsidiary of Philips or Shares that are owned by TriMedia or any direct or indirect wholly owned subsidiary of TriMedia and in each case not held on behalf of third parties or Shares held by stockholders exercising appraisal rights pursuant to Section 262 of the DGCL (each, an "Excluded Share" and collectively, the "Excluded Shares")) will, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive, without interest, an amount in cash equal to \$0.01 (the "Merger Consideration"). All Shares (other than Excluded Shares), by virtue of the Merger and without any action on the part of the holders thereof, will cease to be outstanding and will be canceled and retired and will cease to exist, and each certificate formerly representing any such Shares will thereafter represent only the right to receive the Merger Consideration for such Shares upon the surrender of such certificate to the Surviving Corporation; and

(2) Subject to Section 262 of the DGCL, at the Effective Time, each Excluded Share, by virtue of the Merger and without any action on the part of the holder thereof, will cease to be outstanding, will be canceled and retired without payment of any consideration therefor and will cease to exist; and be it

FURTHER RESOLVED, that the proper officers of the Surviving Corporation be and they hereby are directed, within 10 days after the Effective Time, to notify each stockholder of record of TriMedia immediately prior to the Merger entitled to notice, of the effectiveness of the Merger and of stockholders' appraisal rights; and be it

FURTHER RESOLVED, that at the Effective Time, the Certificate of Incorporation of the Surviving Corporation will be, from and after the Effective Time, the Certificate of Incorporation of Philips in effect at the Effective Time, until duly amended in accordance with the terms thereof and the DGCL; and be it

FURTHER RESOLVED, that at the Effective Time, the bylaws of the Surviving Corporation will be, from and after the Effective Time, the bylaws

of Philips in effect immediately prior to the Effective Time, until duly amended in accordance with their terms and the DGCL; and be it

FURTHER RESOLVED, that at the Effective Time, the directors and officers of the Surviving Corporation will be, from and after the Effective Time, the directors and officers of Philips immediately prior to the Effective Time, until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Certificate of Incorporation and bylaws; and be it

FURTHER RESOLVED, that each officer of Philips (each, an "Authorized Officer") be and hereby is directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions authorizing the Merger and to cause the same to be filed with the Secretary of State of the State of Delaware, and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way whatsoever necessary or proper to effect said Merger; and be it

FURTHER RESOLVED, that each Authorized Officer is authorized to take any and all actions, in the name and on behalf of Philips, and to negotiate, execute, deliver, prepare and file, or cause to be negotiated, executed, delivered, prepared and filed, as the case may be, in the name and on behalf of Philips, any and all agreements, instruments, certificates, filings, applications and other documents which such Authorized Officer may deem necessary, desirable or appropriate in order to effect the Merger and/or to effectuate and carry out fully the purposes of any and all of the foregoing resolutions; and be it

FURTHER RESOLVED, that any and all actions taken by any Authorized Officer in connection with, or with respect to, the matters contemplated by or referred to in the foregoing resolutions on or prior to the date of this consent are hereby ratified, confirmed and approved in all respects.

FOURTH: This Certificate of Ownership and Merger will become effective on March 16, 2004, at Midnight, Pacific Standard Time.

IN WITNESS WHEREOF, the Certificate of Ownership and Merger has been executed on this 15th day of March, 2004.

PHILIPS SEMICONDUCTORS INC.

By 
Name: Warren T. Oates, Jr.
Title: Secretary

Delaware

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The First State

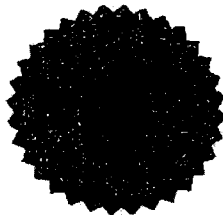
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"TRIMEDIA TECHNOLOGIES, INC.", A DELAWARE CORPORATION,
WITH AND INTO "PHILIPS SEMICONDUCTORS INC." UNDER THE NAME OF "PHILIPS SEMICONDUCTORS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF MARCH, A.D. 2004, AT 12:29 O'CLOCK P.M.

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

2125539 8100M

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 2994279

DATE: 03-17-04