

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Lightspeed Logic, Inc.	FORMERLY Lightspeed Semiconductor Corporation	02/08/2006	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Lightspeed Logic, Inc.
Street Address:	3255-2 Scott Blvd., Suite 102
City:	Santa Clara
State/Country:	CALIFORNIA
Postal Code:	95054
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	2371396	LIGHTSPEED
Registration Number:	2896080	LUMINANCE
Registration Number:	2226841	AUTO TEST
Registration Number:	2998280	AUTOTEST
Registration Number:	2644363	
Registration Number:	2884664	LIGHTSPEED
Registration Number:	2886957	LIGHTSPEED SEMICONDUCTOR
Registration Number:	2943160	AUTOBIST
Registration Number:	2912274	FASTFLOW
Registration Number:	2883868	SILICONVIEW

CORRESPONDENCE DATA

Fax Number: (415)627-9020
 Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

OP \$265.00 2371396

Phone: 4156270300
Email: roy@gordetlaw.com
Correspondent Name: Roy S. Gordet
Address Line 1: 98 Battery Street, Suite 601
Address Line 4: San Francisco, CALIFORNIA 94111

ATTORNEY DOCKET NUMBER:	526-12
NAME OF SUBMITTER:	Roy S. Gordet
Signature:	/rsgordet/
Date:	07/17/2006

Total Attachments: 4

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State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 22 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

FEB 10 2006

BRUCE McPHERSON
Secretary of State

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

FEB - 9 - 2006

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
LIGHTSPEED SEMICONDUCTOR CORPORATION**


The undersigned, David R. Holt III and Thomas R. Paskert, certify that:

1. They are the duly elected and acting President and Secretary, respectively, of LightSpeed Semiconductor Corporation, a California corporation (the "Company").
2. The Articles of Incorporation of the Company are amended and restated in full to read as set forth in Exhibit A attached hereto and the Amended and Restated Articles of Incorporation of the Company set forth in Exhibit A hereto are hereby incorporated by reference as if fully set forth herein.
3. The Amended and Restated Articles of Incorporation of the Company attached hereto have been duly approved by the Board of Directors of the Company.
4. The Amended and Restated Articles of Incorporation of the Company attached hereto have been duly approved by the shareholders of this corporation in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of Common Stock is 362,336 and the total number of outstanding shares of Preferred Stock is 6,770,910 (consisting of 298,148 outstanding shares of Series A Preferred Stock, 515,589 outstanding shares of Series B Preferred Stock, 277,650 outstanding shares of Series C Preferred Stock, 448,015 outstanding shares of Series D Preferred Stock and 5,231,508 outstanding shares of Series E Preferred Stock). The percentage vote required was approval by: (i) a majority of the outstanding shares of Common Stock, (ii) a majority of the outstanding shares of Series A Preferred Stock, (iii) a majority of the outstanding shares of Series B Preferred Stock, (iv) a majority of the outstanding shares of Series C Preferred Stock, (v) a majority of the outstanding shares of Series D Preferred Stock, (vi) a majority of the outstanding shares of Series E Preferred Stock, (vii) 66 2/3% of the outstanding shares of Preferred Stock, and (viii) a majority of the outstanding shares of Common Stock and Preferred Stock, voting together as a class. The number of shares of Common Stock, Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Preferred Stock voting together as a class, and Common Stock and Preferred Stock voting together as a class, equaled or exceeded the vote required.


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The undersigned 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 their own knowledge.

Date: February 8, 2006



David R. Holt III



Thomas R. Paskert

[SIGNATURE PAGE TO AMENDED AND RESTATED ARTICLES OF INCORPORATION]

TRADEMARK
REEL: 003349 FRAME: 0879

Exhibit A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LIGHTSPEED LOGIC, INC.

FIRST. The name of the corporation is hereby changed from "Lightspeed Semiconductor Corporation" to "Lightspeed Logic, Inc."

SECOND. The purpose of the 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 under the California Corporations Code.

THIRD. (a) The aggregate number of shares that the corporation shall have authority to issue is 32,286,934 shares, including 18,965,417 shares of Common Stock, each with the par value of \$.001 per share, and 13,321,517 shares of Preferred Stock, each with the par value of \$.001 per share. The Preferred Stock shall be issued in three series, which shall be designated "Series A-1 Preferred Stock," consisting of 3,213,619 shares, "Series B-1 Preferred Stock," consisting of 5,260,980 shares, and "Series C-1 Preferred Stock," consisting of 4,846,918 shares.

Effective upon the filing (the "Effective Time") of these Amended and Restated Articles of Incorporation of the Company (the "Articles"), there shall be effected a reclassification (the "Stock Reclassification") with respect to the Company's issued and outstanding Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock and Series E Preferred Stock as follows:

(1) Each issued and outstanding share of Series A Preferred Stock shall be reclassified pursuant to an amendment to the designation, rights, preferences, privileges and restrictions of the Series A Preferred Stock in accordance with this Article into 1.2900 shares of Series A-1 Preferred Stock, and each outstanding stock certificate of the Company representing shares of Series A Preferred Stock shall represent that number of shares of Series A-1 Preferred Stock equal to the product of: (x) the number of shares of Series A Preferred Stock represented by such stock certificate and (y) 1.2900. The Company shall, upon the request of each holder of record of a certificate that represented shares of Series A Preferred Stock or a warrant to purchase Series A Preferred Stock immediately prior to the Effective Time, issue and deliver to such holder in exchange for such certificate or warrant a new certificate representing shares of the Series A-1 Preferred Stock or a new warrant to purchase Series A-1 Preferred Stock, as applicable; provided, however, that the reclassification of each issued and outstanding share of Series A Preferred Stock as set forth herein shall be effective for all of the issued and outstanding shares of Series A Preferred