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To the Honorable Commissioner

100876023

the attached original documents or copy thereof.

1. Name of conveying party (ies): Integraphics Systems, Inc.
Individual(s) Association
General Partnership Limited Partnership
Corporation-State CALIFORNIA
Other
Additional name(s) of conveying party(ies) attached? Yes No

NEO
10-28-98

2. Name and address of receiving party(ies):
Name: IGS Technologies, Inc.
Internal Address:
Street Address: 4001 Burton Drive
City: Santa Clara State: CA ZIP: 95054
Individual(s) citizenship:
Association
General Partnership
Limited Partnership
Corporation-State CALIFORNIA
Other
If assignment 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) and addresses attached? Yes No

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: August 8, 1997

4. Application number(s) or patent number(s):
A. Trademark Application No.(s)
75/274,954
75/312,433
Additional numbers attached? Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
Andrew P. Bridges
Name: Mary Cabanski-Evers
Internal Address:
Street Address: Wilson Sonsini Goodrich & Rosati
650 Page Mill Road
City: Palo Alto State: CA ZIP: 94304

6. Total number of applications and registrations involved: 2
7. Total fee (37 CFR 3.41) \$65.00
Enclosed
Authorized to be charged to deposit account
If fee is insufficient, please charge:
8. Deposit account number:
23-2415 ATTN: 18179-900
(Attach duplicate copy of this page if paying by deposit account.)

DO NOT USE THIS SPACE

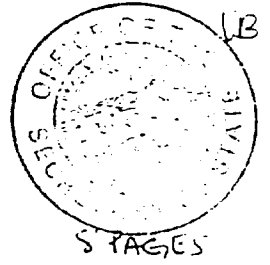
9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.
Andrew P. Bridges Andrew P. Bridges 28 October 1998.
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 10

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

State of California

SECRETARY OF STATE



I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript 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

AUG - 8 1997



Secretary of State

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

AUG - 5 1997

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INTEGRAPHICS SYSTEMS, INC.

Bill Jones
BILL JONES, Secretary of State

Kenny Liu and Jhi-Chung Kuo certify that:

1. They are the President and Secretary, respectively of Integraphics Systems, Inc., a California corporation.

2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

I.

The name of this corporation is IGS Technologies, Inc.

II.

The purpose of this 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 by the California Corporations Code.

III

A. This corporation is authorized to issue two classes of stock to be designated, respectively, "Preferred Stock" and "Common Stock." The total number of shares which the corporation is authorized to issue is sixty million (60,000,000) shares. Thirty five million (35,000,000) shares shall be Common Stock, without par value (the "Common Stock"), and twenty five million (25,000,000) shares shall be Preferred Stock, without par value (the "Preferred Stock").

B. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, within the limitations and restrictions stated in these Articles of Incorporation, to fix or alter the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), the redemption price or prices, and the liquidation preferences of any wholly unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them, and to increase or decrease the number of shares of any series subsequent

to the issue of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.



The rights, preferences, privileges, restrictions and other matters relating to certain shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock are as follows:

A. Designation. Six hundred thousand (600,000) shares of Preferred Stock shall be designated and known as "Series A Preferred Stock". Four million eight hundred thousand (4,800,000) shares shall be designated and known as "Series B Preferred Stock." One million two hundred and sixty-six thousand six hundred and sixty-seven (1,266,667) shares shall be designated and known as "Series C Preferred Stock." Four million six hundred and two thousand five hundred (4,602,500) shares shall be designated and known as "Series D Preferred Stock." Four million six hundred forty seven thousand two hundred, thirty six (4,647,236) shares shall be designated and known as "Series E Preferred Stock." Eight million (8,000,000) shares shall be designated and known as "Series F Preferred Stock." As described further herein, all of the rights, privileges, preferences and restrictions of Series F Preferred Stock shall be and hereby are deemed pari passu with (including, without limitation, inclusion in provisions with respect to liquidation and acquisition preferences, redemption and/or approval of matters of vote or written consent) and any of those Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock and Series E Preferred Stock.

B. Dividends and Distributions.

(1) Preferred Stock. The holders of the outstanding Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock shall be entitled to receive in any fiscal year, when and as declared by the Board of Directors, out of any assets at the time legally available therefore, dividends in cash at the same rate and at the same time as any dividends or other distributions (as defined below) is declared or paid on shares of Common Stock. The right to such dividends on shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock

and Series F Preferred Stock shall not be cumulative and no right shall accrue to holders of shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock by reason of the fact that dividends on said shares are not declared in any prior year, nor shall any undeclared or unpaid dividend bear or accrue interest.

(2) Distributions defined. For purposes of this Section B, unless the context requires otherwise, "distribution" shall mean the transfer of cash or property without consideration, whether by way of dividend or otherwise, payable other than in Common Stock or other securities of the corporation, or the purchase or redemption of shares of the corporation (other than repurchases of Common stock held by employees of, or consultants to, the corporation upon termination of their employment or services pursuant to agreements providing for such repurchase and other than redemptions in liquidation or dissolution of the corporation) for cash or property, including any such transfer, purchase, or redemption by a subsidiary of the corporation.

C. Liquidation Rights.

(1) In the event of any liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, the holders of each shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock then outstanding shall be entitled to be paid, out of the assets of the corporation legally available for distribution to its shareholders, whether from capital, surplus or earnings, before any payment or setting apart for payment of any amount shall be made in respect of the Common Stock, an amount equal to twenty cents (US\$0.20) per share of Series A Preferred Stock, twenty-five cent (US\$0.25) per share of Series B Preferred Stock, thirty cent (US\$0.30) per share of Series C Preferred Stock, forty cents (US\$0.40) per share of Series D Preferred Stock, forty-five cents (US\$0.45) per share of Series E Preferred Stock and seventy-five cents (US\$0.75) per share of Series F Preferred Stock then held by each of them. If the assets of the corporation are insufficient to pay the full liquidation preference to the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, and Series F Preferred Stock, the entire remaining assets shall be paid to the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series F preferred Stock in proportion to the number of shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock then held by each of them, and the Common Stock shall receive nothing.

(2) After payment has been made to the holders of the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock of their full Preference Amount, any remaining assets or surplus funds of the corporation shall be shared by and distributed ratably among the holders of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock and Common Stock in proportion to the number of shares then held by each of them.

(3) For purposes of this Section C, (i) a merger or consolidation of the corporation into or with another corporation (other than with a wholly owned subsidiary of the corporation), or any other corporate reorganization in which the corporation shall not be the continuing or surviving entity of such merger, consolidation or reorganization, (ii) a sale, transfer or other disposition of all or substantially all of the assets of the corporation or (iii) the effectuation by the corporation of a transaction or series of related transactions in which more than 50% of the voting power of the corporation is transferred within a three-month period, shall be deemed to be a liquidation, dissolution or winding up of the corporation.

(4) In the event the corporation shall propose to take any action regarding the liquidation, dissolution or winding up of the corporation which will involve the distribution of assets other than cash, the value of the assets to be distributed to the holders of shares of the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock shall be determined by the consent or vote of the Board of Directors and such determination shall be binding upon the holders of the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock, except that any securities distributed shall be valued as follows:

(a) Securities not subject to investment letter or other similar restrictions on free marketability:

(i) if traded on a securities exchange or the NASDAQ National Market System, the value shall be deemed to be the average of the security's closing prices on such exchange over the thirty (30) day period ending three (3) days prior to the closing; and

(ii) if actively traded over-the-counter, the value shall be deemed to be the average of the closing bid prices over the thirty (30) day period ending three (3) days prior to the closing; and

(iii) if there is no active public market, the value shall be the fair market value thereof, as determined by the consent or vote of the board of Directors and such determination shall be binding upon the holders of the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock.

(b) The method of valuation of securities subject to investment letter of other restrictions on free marketability shall be to make an appropriate discount from the market value determined as above in (a)(i), (ii) or (iii) to reflect the approximate fair market value thereof, as determined by the consent or vote of the Board of Directors and such determination shall be binding upon the holders of the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock.

D. Voting Rights.

(1) General. Except as otherwise expressly provided herein or as required by law, the holder of each share of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such share of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock could be converted on the record date for the vote or the consent of shareholders and shall have voting rights and powers equal to the voting rights and powers of the Common Stock (except as otherwise expressly provided herein or as required by law, voting together with the Common Stock as a single class) and shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the corporation. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

E. Conversion.

The holders of the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(1) Automatic Conversion. Each share of Series A

Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock shall automatically be converted into one share of Common Stock, upon the closing of the corporation's sale of Common Stock pursuant to a registration statement under the Securities Act of 1933, as amended, pursuant to an underwritten firm commitment public offering.

(2) Mechanics of Conversion. Before the corporation shall be obligated to issue certificates for shares of Common Stock upon the automatic conversion of the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock as set forth in paragraph E(1) hereof, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the corporation or of any transfer agent for the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock. The corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock, or to its nominee or nominees a certificate or certificates for the number of shares of Common stock to which such holder or nominee 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 public offering and the person or persons entitled to receive the shares of Common Stock issuable upon conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

(3) No Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of the shares of Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the corporation shall pay cash for any fractional shares of Common Stock to which the shareholders may be entitled, at the fair value of such shares at the time of conversion. Such fair value shall be determined by the board of directors.

(4) Adjustments. If the number of outstanding shares of Common Stock has been increased or decreased since the initial issuance of the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock having conversion rights (by reason of split, stock dividends, merger, consolidation or other capital change or reorganization affecting the number of outstanding shares of Common Stock), the number of shares of Common Stock to be issued on conversion to the holders of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and

Series F Preferred Stock shall equitably be adjusted by appropriate amendment of this articles. The purpose of such adjustment is to preserve fairly and equitably (as far as reasonably possible) the original conversion rights of the shares being converted.

(5) Common Stock Reserved. The corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock, such number of shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock, and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock, the corporation shall take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

V.

A. Limitation of Directors' Liability. The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

B. Indemnification of Corporate Agents. This corporation is authorized to provide indemnification of its agents (as defined in Section 317 of the California Corporations Code) for breach of their duty to this corporation and its shareholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by such Section 317, subject to the limits on such excess indemnification set forth in Section 204 of the California Corporations Code.

C. Repeal or Modification. Any repeal or modification of the foregoing provisions of this Article V shall be prospective only and shall not adversely affect any right of indemnification or limitation of liability of an agent of this corporation relating to acts or omissions occurring prior to such repeal or modification.

3. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the Board of Directors.

4. The forgoing amendment and restatement of the Articles of Incorporation has been duly approved by the require vote of shareholders in accordance with Section 903 of the California Corporation Code. The total number of outstanding shares of Common Stock, Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock of the corporation is 5,737,500, 600,000 and 4,800,000, 1,266,667, 4,602,500, 4,647,236 and 6,957,333 respectively. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of Common Stock, more than 50% of Series A Preferred Stock, more than 50% of Series B Preferred Stock, more than 50% of Series C Preferred Stock, more than 50% of Series D Preferred Stock, more than 50% of Series E Preferred Stock and more than 50% of Series F Preferred Stock.

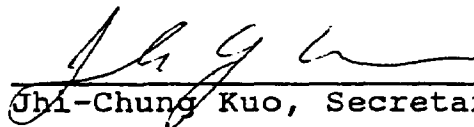
We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated:

8/4/97



Kenny Liu, President



Jhi-Chung Kuo, Secretary