

11-01-2002

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To the Honorable Commissioner of Patents

original documents or copy thereof.

1. Name of conveying party(ies): PowerSmart, 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: Microchip Technology Incorporated
Internal Address: 2355 W. Chandler Blvd.
Street Address: _____
City: Chandler State AZ ZIP: 85224

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 28, 2002

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 patent number(s):

A. Trademark Application No.(s)
76/258,028; 76/159,496; 76/159,194; 76/250,340

B. Trademark Registration No.(s)
2,090,577; 2,090,571; 2,438,980

Additional numbers attached? Yes No

OFFICE OF THE COMMISSIONER OF PATENTS AND TRADEMARKS
2002 OCT 27 AM 11:34
FINANCE SECTION

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Stacie K. Smith
Internal Address: Fennemore Craig

Street Address: 3003 North Central Avenue, Suite 2600

City: Phoenix State: AZ ZIP: 85012

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41).....\$ 190.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

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

10/31/2002 DBYRHE 00000162 76258028

DO NOT USE THIS SPACE

01 FC:4521 40.00 OP
02 EC:4522 150.00 OP

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.

Stacie K. Smith
Name of Person Signing

[Signature]
Signature

10-24-02
Date

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

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

Delaware

PAGE 1

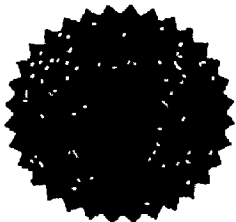
The First State

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:

"POWERSMART, INC.", A DELAWARE CORPORATION,

WITH AND INTO "MICROCHIP TECHNOLOGY INCORPORATED" UNDER THE NAME OF "MICROCHIP TECHNOLOGY INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2002, AT 9 O'CLOCK A.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

2187388 8100M

AUTHENTICATION: 1860608

020422580

DATE: 06-28-02

2 P. 9284 NO.

JUN. 28. 2002 3:56PM CORP SERVICES CO

TRADEMARK
REEL: 002609 FRAME: 0199

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

POWERSMART, INC.
(A Delaware Corporation)

WITH AND INTO

MICROCHIP TECHNOLOGY INCORPORATED
(A Delaware Corporation)

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Microchip Technology Incorporated, 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 PowerSmart, Inc., a Delaware corporation.
- THIRD:** That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 24th day of June, 2002, determined to merge PowerSmart, Inc. with and into the Corporation on the conditions set forth in such resolutions:

Merger of PowerSmart, Inc. with and into the Corporation

WHEREAS, the Corporation is the record and beneficial owner of all of the outstanding capital stock of PowerSmart, Inc., a Delaware corporation ("Subsidiary"); and

WHEREAS, the Corporation now desires to merge Subsidiary with and into the Corporation and to be possessed of all of the estate, property, rights, privileges and franchises of Subsidiary;

NOW, THEREFORE, BE IT RESOLVED: That the Board of Directors of the Corporation hereby determines that it is desirable for and in the best interests of the Corporation and its stockholders to merge Subsidiary with and into the Corporation, and for the Corporation to assume all of the liabilities and obligations of Subsidiary for all such actions to be carried out by the Corporation, as the sole stockholder of Subsidiary;

RESOLVED FURTHER: That the Certificate of Ownership and Merger, substantially in the form previously provided to each director, is hereby approved and authorized in all respects, with such changes, additions, deletions, supplements and amendments thereto as

the appropriate officers of the Corporation may deem necessary or advisable, such determination to be conclusively evidenced by his or her execution thereof, and

RESOLVED FURTHER: That the Board of Directors hereby authorizes and directs the appropriate officers of the Corporation, and each of them, to execute and deliver all documents, including the Certificate of Ownership and Merger, and to take all other actions which may be necessary or proper to effect said merger, including filing the Certificate of Ownership and Merger in the office of the Secretary of State of the State of Delaware, on behalf of the Corporation, and hereby ratifies and confirms any and all actions taken heretofore to accomplish such purposes.

IN WITNESS WHEREOF, said Microchip Technology Incorporated has caused this certificate to be signed by Mary K. Simmons, its Vice President and Secretary, this 28 day of June, 2002.

MICROCHIP TECHNOLOGY INCORPORATED

By: Mary K. Simmons
Mary K. Simmons
Vice President and Secretary

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