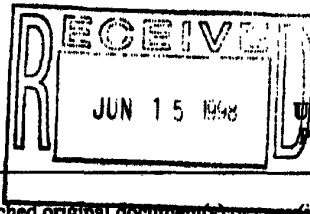


06-26-1998

RECORDATION  
PATENTS ONLY



100748271



Attorney Docket: JAS923P

US Department of Commerce  
Patent & Trademark Office

6-12-98

To the Assistant Commissioner of Patents: Please record the attached original document(s) or copy(ies) thereof.

1. Name of conveying party(ies):

RSSI Acquisition Corporation  
1020 Asbury Street  
San Jose, CA 95126

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

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

Name: Stellar Semiconductor, Inc.

Street Address: 2355 Oakland Road, Suite 1  
City: San Jose State: CA ZIP: 95131

Additional name(s) & address(es) attached?  
☐ Yes ☒ No

3. Nature of conveyance:

☒ Corporate name change

Execution Date(s): October 24, 1997

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: \_\_\_\_\_

A. Patent Application No.(s)

08/624,260

B. Patent No.(s)

Additional numbers attached? ☐ Yes ☒ No

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

Name: Joseph A. Sawyer, Jr.  
Internal  
Address: Sawyer & Associates  
Street  
Address: P.O. Box 51418  
Palo Alto, California 94303

6. Total Number of applications and patents  
involved: one

7. Total fee (37 CFR 3.41).....\$ 40.00

☐ Enclosed

☒ Authorized to be charged to  
deposit account

8. Deposit Account Number: 02-2120

(Attach copy of this page)

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.

06/24/1998 JAWWATZ 00000000 00000000

01 FC:581 Date 06.00 CH

*Joseph A. Sawyer, Jr.*  
Joseph A. Sawyer, Jr., Reg. No. 30,801

Total number of pages including cover sheet, attachments, and documents: 14

PATENT  
REEL: 9290 FRAME: 0589

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE**

In Re Application of:

Date: June 12, 1998

Lewis

Serial No.: 08/624,260

Group Art Unit: 2412

Filed: March 29, 1996

Examiner: Jankus, A.

For: **GRAPHICS PROCESSOR, SYSTEM AND METHOD FOR GENERATING  
SCREEN PIXELS IN RASTER ORDER UTILIZING A SINGLE  
INTERPOLATOR**

Box Assignments  
Assistant Commissioner for Patents  
Washington, D.C. 20231

**CHANGE OF ASSIGNEE NAME AND ADDRESS**

Sir:

An Assignment for the above-referenced invention was recorded in the United States Patent and Trademark Office on March 13, 1998, under Reel/Frame No. 9076/0458. Enclosed for reference is a copy of the Notice of Recordation dated June 2, 1998.

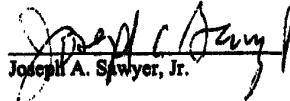
The former name and address of the assignee as it appears on the Assignment recorded on March 13, 1998, is:

**RSSI Acquisition Corporation  
1020 Asbury Street  
San Jose, California 95126**

The new name and address of the assignee is:

**Stellar Semiconductor, Inc.  
2355 Oakland Road  
San Jose, California 95131**

I hereby certify that this correspondence is being deposited with the United States Postal Service as First Class Mail in an envelope addressed to the Commissioner of Patents and Trademarks, Washington, D.C. 20231, on June 12, 1998

  
Joseph A. Sawyer, Jr.

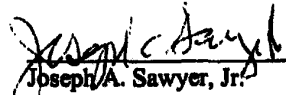
**PATENT  
REEL: 9290 FRAME: 0590**

A copy of the certificate issued by the Secretary of State of California, along with a copy of the Amended Articles of Incorporation, are enclosed as evidence of the change of name from RSSI Acquisition to Stellar Semiconductor.

Applicant hereby requests that any patent granted on this invention be issued in the new name of the Assignee, Stellar Semiconductor, Inc.

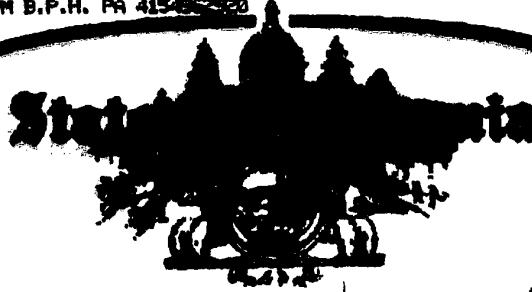
The Commissioner is hereby authorized to charge any additional fees associated with this communication to Deposit Account No. 02-2120.

Respectfully submitted,

  
\_\_\_\_\_  
Joseph A. Sawyer, Jr.  
Attorney for Applicant  
Reg. No. 30,801  
(650) 493-4540

PATENT  
REEL: 9290 FRAME: 0591

A0499417



SECRETARY OF STATE



W  
12/14

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

OCT 9 1 1997



*Bill Jones*

Secretary of State

PATENT  
REEL: 9290 FRAME: 0592

A0499417

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF RSSI ACQUISITION CORPORATION**  
a California Corporation

RECORDED - FILED  
OCT 27 1997  
ALLIANCE, Secretary of State

The undersigned Michael Lewis and Allen Bessman hereby certify that:

ONE: Each is the duly elected and acting President and Secretary, respectively, of said corporation.

TWO: The Articles of Incorporation of said corporation shall be amended and restated to read in full as follows:

**ARTICLE I**

The name of this corporation is Stellar Semiconductor, Inc. (the "Corporation").

**ARTICLE 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.

**ARTICLE III**

A. **Classes of Stock.** This Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is Nineteen Million Three Hundred Thousand (19,300,000) shares. Fifteen Million (15,000,000) shares shall be Common Stock and Four Million Three Hundred Thousand (4,300,000) shall be Preferred Stock.

B. **Rights, Preferences and Restrictions of Preferred Stock.** The Preferred Stock authorized by this Restated Articles of Incorporation may be issued from time to time in one or more series. The rights, preferences, privileges, and restrictions granted to and imposed on the Series A Preferred Stock, which series shall consist of Four Million Three Hundred Thousand (4,300,000) shares, are as set forth below in this Article III(B). The Board of Directors is hereby authorized to fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon additional series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or of any of them. Subject to compliance with applicable protective voting rights which have been or may be granted to the Preferred Stock or series thereof in Certificates of Determination or the Corporation's Articles

PATENT

PATENT  
REEL: 9290 FRAME: 0593

of Incorporation, the Board of Directors is hereby authorized, with the limitations and restrictions stated in the Restated 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, 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 such 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.

1. **Dividend Rights.** In the event dividends are paid on any share of Common Stock, an additional dividend shall be paid with respect to all outstanding shares of Preferred Stock in an amount equal per share (on an as-if-converted to Common Stock basis) to the amount paid or set aside for each share of Common Stock. The provisions of this Section 1 shall not, however, apply to (i) a dividend payable in Common Stock, (ii) the acquisition of shares of any stock of the Corporation other than Preferred Stock ("Junior Stock") in exchange for shares of any other Junior Stock, or (iii) any repurchase of any outstanding securities of the Corporation that is unanimously approved by the Corporation's Board of Directors.

2. **Voting Rights.**

(a) **General Rights.** Except as otherwise provided herein or as required by law, the Preferred Stock shall be voted with the shares of the Common Stock of the Corporation and not as a separate class, at any annual or special meeting of stockholders of the Corporation, and may not by written consent in the same manner as the Common Stock, in either case upon the following basis: each holder of shares of Preferred Stock shall be entitled to such number of votes as shall be equal to the whole number of shares of Common Stock into which such holder's aggregate number of shares of Preferred Stock are convertible (pursuant to Section 4 hereof) immediately after the close of business on the record date fixed for such meeting or the effective date of such written consent.

(b) **Separate Vote of Preferred Stock.** In addition to any other vote or consent required herein or by law, the vote or written consent of the holders of at least a majority of the outstanding Preferred Stock shall be necessary for effecting or validating the following actions:

(i) Any amendment, alteration, or repeal of any provision of the Restated Articles or the Bylaws of the Corporation that affects the voting powers, preferences, or other special rights or privileges, qualifications, limitations, or restrictions of the Preferred Stock;

RECEIVED

(ii) Any authorization or any increase, whether by reclassification or otherwise, in the authorized amount of any class of shares or series of equity securities of the Corporation senior to, or *pari passu* with, the Preferred Stock in right of redemption, liquidation preference, voting or dividends.

(iii) Any redemption, repurchase, payment of dividends or other distributions with respect to Junior Stock (except for acquisitions of Common Stock by the Corporation pursuant to agreements which permit the Corporation to repurchase such shares upon termination of services to the Corporation or in exercise of the Corporation's right of first refusal upon a proposed transfer);

(iv) The liquidation or dissolution of the Corporation;

(v) Any agreement by the Corporation or its stockholders regarding an Asset Transfer or Acquisition (each as defined in Section 3(c)); or

(vi) The declaration or payment of any dividend on the Common Stock (other than a dividend payable solely in shares of Common Stock).

(c) Number of Board of Directors. For so long as at least One Million, Five Hundred Thousand (1,500,000) shares of Preferred Stock remain outstanding, the Corporation shall have five (5) directors and at each meeting or pursuant to each consent of the Corporation's stockholders for the election of directors, (i) the holders of Series A Preferred Stock, voting as a separate class, shall be entitled to elect two (2) members of the Corporation's Board of Directors; (ii) the holders of the Common Stock, voting together as a class, shall be entitled to elect two (2) members of the Corporation's Board of Directors; and (iii) the holders of Common Stock and Preferred Stock, voting together as a single class, shall be entitled to elect the remaining member of the Board of Directors. Board members may be removed, and vacancies due to the resignation, death or removal of directors may be filled; only by the vote of the class entitled to vote on the election of the Board member being removed, or whose vacancy is to be filled.

### 3. Liquidation Rights

(a) Upon any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any Junior Stock, the holders of Preferred Stock shall be entitled to be paid out of the assets of the Corporation an amount equal to one dollar (\$1.00) per share of Preferred Stock (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) for each share of Preferred Stock held by them.

(b) After the payment of the full liquidation preference of the Preferred Stock as set forth in Section 3(a) above, the remaining assets of the Corporation

\*\*\*\*\*

3.

PATENT  
REEL: 9290 FRAME: 0595

**PATENT**  
**REEL: 9290 FRAME: 0596**



(ii) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above in (i) 1), 2) or 3) to reflect the approximate fair market value thereof, as determined by the Board of Directors of the Corporation.

4. **Conversion Rights.** The holders of the Preferred Stock shall have the following rights with respect to the conversion of the Preferred Stock into shares of Common Stock (the "Conversion Rights"):

(a) **Optional Conversion.** Subject to and in compliance with the provisions of this Section 4, any shares of Preferred Stock may, at the option of the holder, be converted at any time into fully-paid and noncumulative shares of Common Stock. The number of shares of Common Stock to which a holder of Preferred Stock shall be entitled upon conversion shall be the product obtained by multiplying the Conversion Rate (provided for below) by the number of shares of Preferred Stock being converted. The Conversion Rate shall initially be one (1), but shall be adjusted, from time to time, as required by this Section 4.

(b) **Triggering Event.** A Triggering Event for the purposes of this Section 4 shall be the closing of an underwritten public offering of shares of Common Stock of the Corporation, an Acquisition (as defined in Section 3(c)), or an Asset Transfer (as defined in Section 3(c)).

(c) **Adjustment Following a Triggering Event.** If, at any time shares of Preferred Stock remain outstanding, a Triggering Event occurs and at such time the value of a share of Preferred Stock does not equal or exceed the Approximation Guarantee Price (as defined below), the Conversion Price shall be adjusted to equal the Approximation Guarantee Price (as defined below). Once the Conversion Price has been adjusted pursuant to this Section 4(c), it shall not be subject to further adjustment under this Section 4(c), but it shall remain subject to adjustment pursuant to other provisions of this Section 4.

(d) **Appreciation Guarantee Price.** The Appreciation Guarantee Price at any time shall be equal to one dollar (\$1.00) multiplied by the quantity,  $(1.69)^{n/12}$ , where "n" is the number of fully completed months from the date on which the Preferred Stock was issued, provided that "n" shall not exceed 36, and further provided that "fully completed months" shall be construed to mean 30 day periods beginning on the day of the month in which the Preferred Stock was issued, and ending on the same day in the succeeding month. The "Appreciation Guarantee Conversion Rate" shall be equal to the Appreciation Guarantee Price divided by the fair market value of a share of the Common Stock of the Corporation giving due consideration to the Triggering Event.

## PATIENT INFORMATION

**S.**

PATENT  
REEL: 9290 FRAME: 0597

(c) **Mechanism of Conversion.** Each holder of Preferred Stock who desires to convert the same into shares of Common Stock pursuant to this Section 4 shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or any transfer agent for the Preferred Stock, and shall give written notice to the Corporation at such office that such holder elects to convert the same. Such notice shall state the number of shares of Preferred Stock being converted. Thereupon, the Corporation shall promptly issue and deliver at such office to such holder a certificate or certificates for the number of shares of Common Stock to which such holder is entitled and shall promptly pay in cash or, to the extent sufficient funds are not then legally available therefor, in Common Stock (at the Common Stock's fair market value determined by the Board of Directors as of the date of such conversion), any declared and unpaid dividends on the shares of Preferred Stock being converted. Such conversion shall be deemed to have been made at the close of business on the date of such surrender of the certificates representing the shares of Preferred Stock to be converted, and the person entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder of such shares of Common Stock on such date.

(f) **Adjustment for Stock Splits and Combinations.** If the Corporation shall at any time or from time to time after the date that the first share of each series of Preferred Stock is issued (the "Original Issue Date") effect a subdivision of the outstanding Common Stock, the Conversion Rate in effect immediately before that subdivision shall be proportionately increased. Conversely, if the Company shall at any time or from time to time after the Original Issue Date combine the outstanding shares of Common Stock into a smaller number of shares, the Conversion Rate in effect immediately before the combination shall be proportionately decreased. Any adjustment under this Section 4(f) shall become effective at the close of business on the date the subdivision or combination becomes effective.

(g) **Adjustment for Common Stock Dividends and Distributions.** If the Corporation at any time or from time to time after the Original Issue Date makes, or fixes a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in additional shares of Common Stock, in each such event the Conversion Rate then in effect shall be increased as of the time of such issuance or, in the event such record date is fixed, as of the close of business on such record date, by multiplying said Conversion Rate by a fraction (1) the numerator of which is the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution and (2) the denominator of which is the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date; provided, however, that if such record date is fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Conversion Rate shall be recomputed accordingly as of the close of business on such record date and thereafter the Conversion Rate

RECEIVED

shall be adjusted pursuant to this Section 4(g) to reflect the actual payment of such dividend or distribution.

(h) **Adjustments for Other Dividends and Distributions.** If the Corporation at any time or from time to time after the Original Issue Date makes, or files a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in securities of the Corporation other than shares of Common Stock, in each such event provision shall be made so that the holders of the Preferred Stock shall receive upon conversion thereof, in addition to the number of shares of Common Stock receivable thereupon, the amount of other securities of the Company which they would have received had their Preferred Stock been converted into Common Stock on the date of such event and had they thereafter, during the period from the date of such event to and including the conversion date, retained such securities receivable by them as stockholders during such period, subject to all other adjustments called for during such period under this Section 4 with respect to the rights of the holders of the Preferred Stock or with respect to such other securities by their terms.

(i) **Adjustment for Reorganization, Exchange and Substitution.** If at any time or from time to time after the Original Issue Date, the Common Stock issuable upon the conversion of the Preferred Stock is changed into the same or a different number of shares of any class or classes of stock, whether by recapitalization, reclassification or otherwise (other than an Acquisition or Asset Transfer as defined in Section 3(c) or a subdivision or combination of shares or stock dividend or a reorganization, merger, consolidation or sale of assets provided for elsewhere in this Section 4), in any such event each holder of Preferred Stock shall have the right thereafter to convert such stock into the kind and amount of stock and other securities and property receivable upon such recapitalization, reclassification or such other change by holders of the maximum number of shares of Common Stock into which such shares of Preferred Stock could have been converted immediately prior to such recapitalization, reclassification or change, all subject to further adjustment as provided herein or with respect to such other securities or property by the terms thereof.

(j) **Reorganization, Merger, Consolidation or Sale of Assets.** If at any time or from time to time after the Original Issue Date, there is a capital reorganization of the Common Stock (other than an Acquisition or Asset Transfer as defined in Section 3(c) or a recapitalization, subdivision, combination, reclassification, exchange or substitution of shares provided for elsewhere in this Section 4), as a part of such capital reorganization, provision shall be made so that the holders of the Preferred Stock shall thereafter be entitled to receive upon conversion of the Preferred Stock the number of shares of stock or other securities or property of the Corporation to which a holder of the number of shares of Common Stock deliverable upon conversion would have been entitled on such capital reorganization, subject to adjustment in respect of such stock or securities by the terms thereof. In any such case, appropriate adjustment shall be made in the application of the

REEL: 9290 FRAME: 0599

provisions of this Section 4 with respect to the rights of the holders of Preferred Stock after the capital reorganization to the end that the provisions of this Section 4 (including adjustment of the Conversion Rate then in effect and the number of shares issuable upon conversion of Preferred Stock (shall) be applicable after that event and be as nearly equivalent as practicable.

(b) Certificates of Adjustment. In each case of an adjustment or readjustment of the Conversion Rate for the number of shares of Common Stock or other securities into which upon conversion of Preferred Stock, if the Preferred Stock is then convertible pursuant to this Section 4, the Corporation, at its expense, shall compute such adjustment or readjustment in accordance with the provisions hereof and prepare a certificate showing such adjustment or readjustment, and shall mail such certificate, by first-class mail, postage prepaid, to each registered holder of Preferred Stock at the holder's address as shown in the Corporation's books. The certificate shall set forth such adjustment or readjustment showing in detail the facts upon which such adjustment or readjustment is based.

(1) Notices of Record Date. Upon (i) any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, or (ii) any Acquisition (as defined in Section 3(c)) or other capital reorganization of the Corporation, any reclassification or recapitalization of the capital stock of the Corporation, any merger or consolidation of the Corporation with or into any other corporation, or any Asset Transfer (and defined in Section 3(e)), or any voluntary or involuntary dissolution, liquidation or winding up of the Corporation, the Corporation shall mail to each holder of Preferred Stock at least twenty (20) days prior to the record date specified therein a notice specifying (1) the date on which any such record is to be taken for the purpose of such dividend or distribution and a description of such dividend or distribution, (2) the date on which any such Acquisition, reorganization, reclassification, transfer, consolidation, merger, Asset Transfer, dissolution, liquidation or winding up is expected to become effective, and the material terms of such transaction, and (3) the date, if any, that is to be fixed as to when the holders of record of Common Stock (or other securities) shall be entitled to exchange their shares of Common Stock (or other securities) for securities or other property deliverable upon such Acquisition, reorganization, recapitalization, transfer, consolidation, merger, Asset Transfer, dissolution, liquidation or winding up.

(12) **Automatic Conversion.**

(i) Each share of Preferred Stock shall automatically be converted into shares of Common Stock, based on the Conversion Rate, (A) at any time upon the affirmative vote of the holders of at least 50% of the outstanding shares of the Preferred Stock, or (B) immediately upon the closing of a fully underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Corporation in which (i) the per share price is at least \$4.50 (as adjusted for stock dividends, combinations, splits,

## DECLARATION OF INTEREST

2.

**PATENT**  
**REEL: 9290 FRAME: 0600**



sufficient to effect the conversion of all then outstanding shares of the Preferred Stock, the Corporation will 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.

(p) **Notice.** Any notice required by the provisions of this Section 4 shall be in writing and shall be deemed effectively given: (i) upon personal delivery to the party to be notified, (ii) when sent by confirmed telegraph or facsimile if sent during normal business hours of the recipient; if not, then on the next business day, (iii) five (5) days after having been sent by registered or certified mail, return receipt requested, postage prepaid, or (iv) one (1) day after deposit with a nationally recognized overnight courier, having specified next day delivery, with written verification of receipt. All notices shall be addressed to each holder of record at the address of such holder appearing on the books of the Corporation.

(q) **Payment of Taxes.** The Corporation will pay all taxes (other than taxes based upon income) and other governmental charges that may be imposed with respect to the issue or delivery of shares of Common Stock upon conversion of shares of Preferred Stock, including any tax or other charge imposed in connection with any transfer involved in the issue and delivery of shares of Common Stock in a name other than that in which the shares of Preferred Stock so converted were registered.

(r) **No Dilution or Impairment.** The Corporation shall not amend its Restated Articles of Incorporation or participate in any reorganization, transfer of assets, consolidation, merger, dissolution, lease or sale of assets or any other voluntary action, for the purpose of avoiding or seeking to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but shall at all times in good faith assist in carrying out all such actions as may be reasonably necessary or appropriate in order to protect the conversion rights of the holders of the Preferred Stock against dilution or other impairment.

5. **Redemption.** Preferred Stock is not redeemable.

6. **No Redemption of Preferred Stock.** No share or shares of Preferred Stock acquired by the Corporation shall be redeemed.

7. **No Conversion Rights.** Stockholders shall have no preemptive rights except as granted by the Corporation pursuant to written agreements.

C. **Common Stock.**

1. **Dividend Rights.** Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any

BACKLASH/RETRIBUTION

10.

PATENT  
REEL: 9290 FRAME: 0602

2. **Liquidation Rights.** Upon the liquidation, dissolution or winding up of the corporation, the assets of the Corporation shall be distributed as provided in Section 3 of Division (B) of this Article III.

4. Voting Rights. The holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of this Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

A. The liability of the directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

3. This Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through Bylaw provisions, agreements with the agents, vote of shareholders or disinterested directors, or otherwise in means of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the Corporation and its shareholders.

• • •

**FOUR:** The foregoing amendment was approved by the holders of the requisite number of shares of said corporation in accordance with Sections 902 and 908 of the California General Corporation Law, the total number of outstanding shares of each class entitled to vote with respect to the foregoing amendment was 1,000,000 shares of Common Stock and 2,000,000 shares of Series A Preferred Stock. The number of shares voting in favor of the foregoing amendment equaled or exceeded the vote required, such required vote being a majority of the outstanding shares of Common Stock and Series A Preferred Stock (voting together, not as a separate class, and on an as-corrected basis), a majority of the outstanding shares of Series A Preferred Stock and a majority of the outstanding shares of Common Stock voting as a separate class.


**DECLASSIFICATION AUTHORITY**

NOV 25 '97 03:05PM D.P.H. PH 4154962928

P.14

IN WITNESS WHEREOF, the undersigned have executed this certificate, and declare under penalty of perjury that they have read the certificate and the foregoing Articles of Incorporation and know the contents thereof, and that the statements therein are true.

Executed at Palo Alto, California on October 24, 1997.

  
Michael Lewis, President

  
Alan B. Smith, Secretary



BATTLEGROUND

12.

RECORDED: 06/15/1998

PATENT  
REEL: 9290 FRAME: 0604