

11-03-1998

FORM PTO-1595  
1-31-92

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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

100866071

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

<b>1. Name of conveying party(ies):</b> <p style="text-align: center;"><b>SUNDISK CORPORATION</b></p> Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		<b>2. Name and address of receiving party(ies):</b> Name: <b>SANDISK CORPORATION</b> Internal Address: _____ Street Address: <u>140 Caspian Court</u> City: <u>Sunnyvale</u> State: <u>California</u> Zip: <u>94089</u> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>3. Nature of Conveyance:</b> <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: _____					
<b>4. Application number(s) or patent number(s):</b> If this document is being filed together with a new application, the execution date of the application is: _____ <table border="1" style="width: 100%;"> <tr> <td style="width: 50%;"> <b>A. Patent Application No. (s)</b>  <p style="text-align: center;"><b>09/065,512 Filed: April 23, 1998</b></p> </td> <td style="width: 50%;"> <b>B. Patent No. (s)</b>  </td> </tr> </table> Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				<b>A. Patent Application No. (s)</b> <p style="text-align: center;"><b>09/065,512 Filed: April 23, 1998</b></p>	<b>B. Patent No. (s)</b> 
<b>A. Patent Application No. (s)</b> <p style="text-align: center;"><b>09/065,512 Filed: April 23, 1998</b></p>	<b>B. Patent No. (s)</b> 				
<b>5. Name and address of party to whom correspondence concerning document should be mailed:</b> Name: <u>Steven F. Caserza</u> Internal Address: <u>FLEHR HOHBACH TEST</u> <u>ALBRITTON &amp; HERBERT, LLP</u> Street Address: <u>SUITE 3400</u> <u>FOUR EMBARCADERO CENTER</u> City: <u>SAN FRANCISCO</u> State: <u>CA</u> Zip: <u>94111-4187</u>		<b>6. Total number of applications and patents involved:</b> <u>1</u> <b>7. Total fee (37 CFR 3.41):</b> .....\$ <u>40.00</u> <input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account <b>8. Deposit account number:</b> <u>06-1300</u> Please debit any underpayment or credit any overpayment to the above deposit account. Our Order No. <u>A-57112-7/SFC</u>			

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.

<u>Steven F. Caserza</u>		<u>October 13, 1998</u>
Name of Person Signing	Signature	Date

Total number of pages including cover sheet, attachments and document: [ 11 ]

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Assistant Commissioner for Patents, Box Assignments  
Washington, DC 20231File No. A-57112-7/SFC

Rev. 8/93 120137

PATENT  
REEL: 9544 FRAME: 0510

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "SANDISK CORPORATION", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF NOVEMBER, A.D. 1995, AT 11:30 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

*Edward J. Freel, Secretary of State*

2162478 8100

960269058

AUTHENTICATION:

DATE:

8112914

09-20-96

**PATENT**  
**REEL: 9544 FRAME: 0511**

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF SANDISK CORPORATION  
a Delaware Corporation  
(originally incorporated on June 1, 1988)**

The undersigned, Eliyahou Harari and Cindy Burgdorf hereby certify that:

**FIRST:** They are the duly elected and acting President and Secretary, respectively, of said corporation.

**SECOND:** The name of the Corporation is SanDisk Corporation and that the Corporation was originally incorporated on June 1, 1988 under the name SunDisk Corporation (Delaware) pursuant to the General Corporation Law; and

**THIRD:** The following resolutions amending and restating the Corporation's Restated Certificate of Incorporation were approved by the Board of Directors of the Corporation at a special meeting held on July 25, 1995 and were duly adopted by the stockholders of the Corporation in accordance with the provisions of Sections 242 and 245 of the General Corporation Law by written consent of stockholders given in accordance with Section 228 of the General Corporation Law, with written notice given to stockholders who did not consent in writing:

**FOURTH:** The Certificate of Incorporation of said corporation shall be amended and restated to read in full as follows:

**ARTICLE I.**

The name of the corporation (herein called the "Corporation") is SanDisk Corporation.

**ARTICLE II.**

The address of the registered office of the corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

**ARTICLE III.**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

## ARTICLE IV.

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 that the corporation is authorized to issue is Forty-Four Million (44,000,000) shares, par value \$0.001 per share. Forty Million (40,000,000) shares shall be Common Stock and Four Million (4,000,000) shares shall be Preferred Stock.

B. Rights, Preferences and Restrictions of Preferred Stock. The Preferred Stock authorized by this Amended and Restated Articles of Incorporation may be issued from time to time in series. The Board of Directors is hereby authorized to fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon any 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 that have been or may be granted to the Preferred Stock or series thereof in Certificates of Determination or the corporation's Certificate of Incorporation ("Protective Provisions"), but notwithstanding any other rights of the Preferred Stock or any series thereof, the rights, privileges, preferences and restrictions of any such additional series may be subordinated to, pari passu with (including, without limitation, inclusion in provisions with respect to liquidation and acquisition preferences, redemption and/or approval of matters by vote or written consent), or senior to any of those of any present or future class or series of Preferred or Common Stock. Subject to compliance with applicable Protective Provisions, the Board of Directors is also authorized to increase or decrease the number of shares of any series, prior or subsequent to the issue 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 that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

C. Common Stock.

1. Dividend Rights. Subject to any preferential dividend rights applicable to shares of the Preferred Stock, the holders of shares of the Common Stock shall be entitled to receive such dividends as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after distribution in full of any preferential amounts to be distributed to the holders of shares of the Preferred Stock, the holders of shares of the Common Stock shall be entitled to receive all of the remaining assets of the Corporation available for distribution to its stockholders, ratably in proportion to the number of shares of the Common Stock held by them.

3. Redemption. The Common Stock is not redeemable.

4. Voting Rights. The holders of shares of Common Stock shall be entitled to vote on all matters at all meetings of the stockholders of the Corporation and shall be entitled to one vote for each share of Common Stock entitled to vote at such meeting. The holders of shares of Common Stock shall be entitled to cumulate shares for purposes of voting to elect the Corporation's directors on the terms and in the manner set forth in the Bylaws.

#### ARTICLE V.

Except as otherwise provided in this Amended and Restated Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the corporation.

#### ARTICLE VI.

The number of directors of the corporation shall be fixed from time to time by a bylaw or amendment thereof duly adopted by the Board of Directors or by the stockholders.

#### ARTICLE VII.

Elections of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.

#### ARTICLE VIII.

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the corporation.

#### ARTICLE IX.

A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is

hereafter amended to authorize, with the approval of a corporation's stockholders, further reductions in the liability of the corporation's directors for breach of fiduciary duty, then a director of the corporation shall not be liable for any such breach to the fullest extent permitted by the Delaware General Corporation Law as so amended. Any repeal or modification of the foregoing provisions of this Article IX by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

## ARTICLE X.

To the fullest extent permitted by applicable law, this Corporation is also authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents (and any other persons to which Delaware law permits this Corporation to provide indemnification) through Bylaw provisions, agreements with such persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law of the State of Delaware, subject only to limits created by applicable Delaware law (statutory or non-statutory), with respect to actions for breach of duty to this Corporation, its stockholders and others.

Any repeal or modification of any of the foregoing provisions of this Article X shall not adversely affect any right or protection of a director, officer, agent or other person existing at the time of, or increase the liability of any director, officer, agent or other person of this Corporation with respect to any acts or omissions of such director, officer, agent or other person occurring prior to such repeal or modification.

## ARTICLE XI.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

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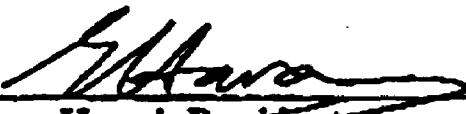
FIFTH: The foregoing amendment has been approved by the Board of Directors of said corporation.


SIXTH: The foregoing amendment was approved by the holders of the requisite number of shares of said corporation in accordance with Sections 242 and 245 of the Delaware General Corporation Law; the total number of outstanding shares of each class entitled to vote with respect to the foregoing amendment was 765,000 shares of Series A Preferred Stock, 4,402,902 shares of Series B Preferred Stock, 339,906 shares of Series C Preferred Stock, 2,426,602 shares of Series D Preferred Stock, 6,896,362

shares of Series E Preferred Stock, 7,165,162 shares of Series F Preferred Stock, 996,927 shares of Series G Preferred Stock and 4,409,422 shares of Common 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 Preferred Stock, voting together as a single class, a majority of the outstanding shares of Common Stock, on an as-converted basis, and a majority of the outstanding shares of each series of Preferred Stock.

FIVE: The foregoing amendment was adopted in conformity with Section 228 of the Delaware General Corporation Law; written notice was given to the nonconsenting stockholders of the taking of the corporate action without a meeting by less than unanimous written consent.


IN WITNESS WHEREOF, the undersigned have executed this certificate on November 10, 1995.

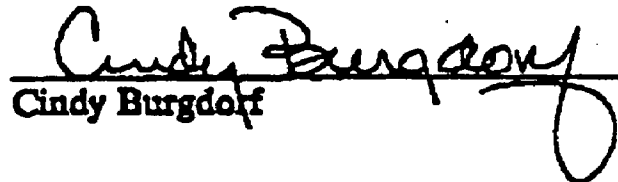
  
\_\_\_\_\_  
Eliyahou Harari, President

  
\_\_\_\_\_  
Cindy Burgdoff, Secretary

The undersigned certify under penalty of perjury that they have read the foregoing Restated Certificate of Incorporation and know the contents thereof, and that the statements therein are true.

Executed at Santa Clara, California, on November 10, 1995.

  
Eliyahu Harari

  
Cindy Burgdorf



**Certificate of Mailing**

*I hereby certify that this paper (along with any referred to as being attached or enclosed) is being deposited with the United States Postal Service with sufficient postage as First Class Mail in an envelope addressed to Box ASSIGNMENTS, Honorable Commissioner of Patents and Trademarks, Washington, DC 20231 on this date October 13, 1998. Signed:*

  
Laura Lee Mosier

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE****TRANSMITTAL FOR THE REQUEST TO  
CHANGE OF NAME IN RECORDED ASSIGNMENT****Box ASSIGNMENTS**

Honorable Commissioner of Patents and Trademarks  
Washington, D.C. 20231

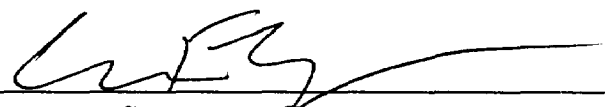
Sir:

Enclosed are:

- (1) a request to record change of assignee name;
- (2) a recordation form cover sheet;
- (3) our check in the amount of \$40.00 for the recordal of the change of name; and
- (4) a copy of Certificate of change of corporate name.
- (5) The Commissioner is hereby authorized to charge any additional fees which may be required, to Deposit Account No. 06-1300.  
(Order No. A-57112-7/SFC). A copy of this page is enclosed.

Respectfully submitted,

Date: 10/13/98

By:   
Steven F. Caserza  
Reg. 29,780

Flehr Hohbach Test Albritton & Herbert LLP  
Four Embarcadero Center, Suite 3400  
San Francisco, CA 94111-4187  
Telephone: (650) 494-8700

A-57112-7/SFC  
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