

07-30-1999

FORM PTO-159  
(Rev. 6-93)  
OMB No. 0651-C



101105280

NOTATION FORM COVER SHEET U.S. DEPARTMENT OF COMMERCE  
PATENTS ONLY Patent and Trademark Office  
8 P 7936 US

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

MRD 7-23-99

1. Name of conveying party(ies):

SMI Holding LLC

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

3. Nature of conveyance:

- Assignment  Merger
- Security Agreement  Change of Name
- Other Transfer of Assets

Execution Date: 30 March 1999

2. Name and address of receiving party(ies)

Name: Siemens DRAM Semiconductor Corporation

Internal Address: Intellectual Property Department

Street Address: 1730 North First Street

City: San Jose State: CA ZIP: 95112

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

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)

09/200,338

B. Patent No.(s)

Additional numbers attached?  Yes  No

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

Name: Elsa Keller

Internal Address: \_\_\_\_\_

Siemens Corporation

Intellectual Property Department

Street Address: 186 Wood Avenue South

City: Iselin State: NJ ZIP: 08830

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 No.

19-2179

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.

Donald B. Paschburg, Esq., Reg. No.: 33,753

Name of Person Signing

Donald B. Paschburg  
Signature

7/20/99  
Date

Total number of pages including cover sheet, attachments, and document: 8

07/29/1999 DNGUYEN 00000275 192179 09200338

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**INFINEON TECHNOLOGIES CORPORATION  
SECRETARY'S CERTIFICATE**

The undersigned, Sabrina A. Stanley, DOES HERBY CERTIFY, that she is the duly elected and qualified Secretary of INFINEON TECHNOLOGIES CORPORATION, a corporation organized and existing under the laws of the State of Delaware (the "Corporation").

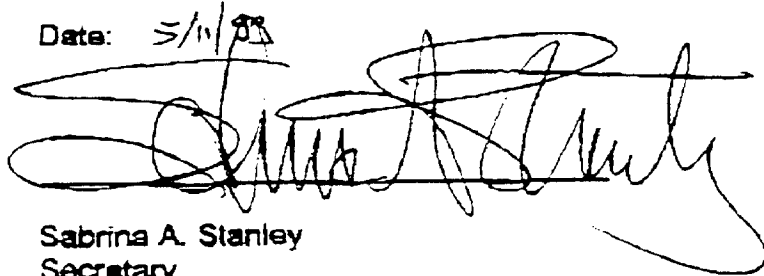
The undersigned DOES HEREBY FURTHER CERTIFY that the attached EXHIBIT A, is a true and correct copy of the Certificate of Incorporation of the Corporation under the name of Siemens DRAM Semiconductor Corporation filed with the Secretary of State of Delaware on September 25, 1998.

The undersigned DOES HERBY FURTHER CERTIFY that on March 30, 1999, the Siemens DRAM Semiconductor Corporation Board of Directors unanimously adopted a resolution, through which Siemens DRAM Semiconductor Corporation acquired substantially all of the assets and business of Siemens Microelectronics, Inc., including all intellectual property.

The undersigned DOES HEREBY FURTHER CERTIFY that the attached EXHIBIT B is a true and correct copy of the Certificate of Amendment of Certificate of Incorporation of Siemens DRAM Semiconductor Corporation (the "Certificate") in which the corporation's name was changed from "Siemens DRAM Semiconductor Corporation" to "Infineon Technologies Corporation", filed with the Secretary of State of Delaware on April 1, 1999 and that said Certificate has not been amended, annulled, rescinded or revoked and is now in full force and effect.

IN WITNESS WHEREOF, the undersigned has affixed her signature as Secretary and has caused the corporate seal of the Corporation to be affixed on the date shown.

Date: 5/11/99

A large, stylized handwritten signature in black ink, appearing to read 'Sabrina A. Stanley', is written over a horizontal line.

Sabrina A. Stanley  
Secretary

**SIEMENS DRAM SEMICONDUCTOR CORPORATION****UNANIMOUS CONSENT OF DIRECTORS  
PURSUANT TO THE DELAWARE GENERAL CORPORATION LAW**

The undersigned, constituting all of the Directors of SIEMENS DRAM SEMICONDUCTOR CORPORATION, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), HEREBY APPROVE AND CONSENT TO the adoption of the following resolutions:

RESOLVED, that the Asset Purchase Agreement, dated as of March 30, 1999 (the "Asset Purchase Agreement"), between the Corporation and SMI Holding LLC ("SMIH LLC"), relating to the sale by SMIH LLC to the Corporation of certain assets of SMIH LLC identified therein, be, and it hereby is, approved; and

FURTHER RESOLVED, that the President and the Vice President and Treasurer of the Corporation, acting individually or jointly, be, and hereby are, authorized and directed on behalf of the Corporation to execute and deliver the Asset Purchase Agreement and to execute, deliver and file any and all schedules, forms, certificates, notices, instruments and governmental filings, and to take any other action, which said person or persons deem to be reasonably required or desirable in connection with the transactions contemplated under the Asset Purchase Agreement and the consummation of any ancillary or related transactions with respect thereto, giving and granting to such persons full power and authority to do, perform, and approve any and all acts necessary or incident to implementation of this resolution; and the execution and delivery of all such agreements, documents and instruments by either of such persons shall be conclusive evidence of the approval of such person; and

FURTHER RESOLVED, that the proper officers of this Corporation be, and hereby are, authorized and directed to take any and all actions necessary to effectuate all of the above resolutions.

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IN WITNESS WHEREOF, the undersigned Board of Directors of Siemens DRAM Semiconductor Corporation have executed this Unanimous Written Consent as of this 30<sup>th</sup> day of March, 1999.

*Walter G. Gans*

Walter Gans

*Michael Schiefen*

Michael Schiefen

*Kristen Willgren*

Kristen Willgren

State of Delaware  
Office of the Secretary of State PAGE 1

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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 CERTIFICATE OF INCORPORATION OF "SIEMENS DRAM SEMICONDUCTOR CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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981372680

AUTHENTICATION:

9322994

DATE:

09-25-98

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CERTIFICATE OF INCORPORATION

OF

SIEMENS DRAM SEMICONDUCTOR CORPORATION

I, THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, DO HEREBY CERTIFY as follows:

FIRST: The name of the Corporation is "Siemens DRAM Semiconductor Corporation";

Upon the receipt from Siemens Aktiengesellschaft, a corporation organized and existing under the laws of the Federal Republic of Germany and which has granted this Corporation the right to use the name "Siemens", or from its legal successor or duly authorized agent, of a written request that this Corporation cease to use the name Siemens as a corporate name, any proper officer of this Corporation is authorized and directed to execute and file a Certificate of Amendment to the Certificate of Incorporation of the Corporation, changing the name of the Corporation to any name acceptable to the Secretary of State of Delaware which shall not contain the name Siemens in any form, nor any variation thereof, nor any word that indicates that the Corporation is related to Siemens Aktiengesellschaft or any affiliate thereof. Such amendment shall also delete this paragraph of this Article FIRST. Any amendment of this Article FIRST, except the amendment specifically authorized by this paragraph, shall require the unanimous vote of the entire Board of Directors of the Corporation and the unanimous vote of all stockholders of the Corporation.

SECOND: The registered office of the Corporation is to be located at 1013 Centre Road, in the City of Wilmington, in the County of New Castle, in the State of Delaware. The name of its registered agent at that address is Corporation Service Company.

THIRD: The purpose of the Corporation is to exercise any lawful purpose or power and to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the Corporation is authorized to issue is 3,000 shares of Common Stock of the par value of \$0.01 per share.

FIFTH: The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Maureen J. Ryan	c/o Rogers & Wells LLP 200 Park Avenue New York, New York 10166

SIXTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

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(1) The number of directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the Bylaws. Election of directors need not be by ballot unless the Bylaws so provide.

(2) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the Corporation and upon the stockholders as though it had been approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

(3) The directors shall have the power to make, alter or repeal by the Bylaws of the Corporation.

(4) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the Statutes of Delaware, of this Certificate, and of any Bylaws from time to time adopted by the stockholders; provided, however, that no Bylaws so adopted shall invalidate any prior act of the directors which would have been valid if such Bylaws had not been adopted.

SEVENTH: The Corporation shall, to the full extent permitted by Section 145 of the Delaware General Corporation Law, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

EIGHTH: No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of his or her fiduciary duty as a director, provided that nothing contained in this Article shall eliminate or limit the liability of a director (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 which involve intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.

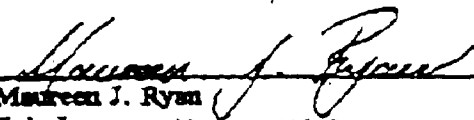
NINTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing at least three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors,

and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

TENTH: The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

ELEVENTH: The Corporation is to have perpetual existence.

IN WITNESS WHEREOF, I have set my hand and seal this 25th day of September, 1998.

  
Maureen J. Ryan  
Sole Incorporator