

FORM PTO-1598 REC
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To the Honorable Commissioner of Patents and

04-03-2002



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U.S. DEPARTMENT OF COMMERCE
al documents or copy thereof.

1. Name of conveying party(ies):
GENESIS MICROCHIP CORPORATION

2. Name and Address of receiving party(ies):
GENESIS MICROCHIP (DELAWARE) INC.
2150 Gold Street
Alviso, California 95002

3-27-02

3. Nature of conveyance:
___ Assignment
___ Security Agreement
___ Other: _____
Execution Date(s): January 3, 2002
___ Merger
X Change of Name

4. Application number(s) or patent number(s):
 This document is being filed together with a new application:
(a) The execution date(s) of the application is/are:
(b) The title is:
OR
 This document is being filed after filing of the application:
(a) Patent Application No(s). 09/135,216, filed August 17, 1998; or
(b) Patent No(s). , issued .

5. Name and address of party to whom correspondence concerning document should be mailed:
STAAS & HALSEY LLP Our Docket: 856.1061
Attention: J. Randall Beckers
700 Eleventh Street, N.W., Suite 500
Washington, D.C. 20001

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41)..... (\$ 40.00 per Assignment)
 Enclosed
 Authorized to be charged to deposit account.

8. Deposit Account No.: 19-3935 (Any underpayment is authorized to be charged to this Deposit Account)
(Attach duplicate copy of this page if paying by deposit account)

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.

J. Randall Beckers, Reg. No. 30,358
Name of Person Signing

J. Randall Beckers 3/27/02
Signature Date

Total number of pages including cover sheet: 6

DO NOT USE THIS SPACE

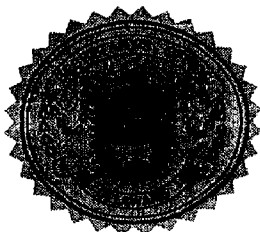
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Delaware

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 RESTATED CERTIFICATE OF "GENESIS MICROCHIP CORPORATION", CHANGING ITS NAME FROM "GENESIS MICROCHIP CORPORATION" TO "GENESIS MICROCHIP (DELAWARE) INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF OCTOBER, A.D. 2001, AT 4 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1539049

DATE: 01-03-02

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PATENT
REEL: 012730 FRAME: 0224

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF GENESIS MICROCHIP CORPORATION**

a Delaware corporation

Genesis Microchip Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "General Corporation Law"), does hereby certify:

FIRST: The name of this corporation is Genesis Microchip Corporation. The original name of this corporation was GMI Newco, Inc. The original Certificate of Incorporation of the corporation was filed with the Secretary of State of the State of Delaware on May 17, 2001.

SECOND: The amendment and restatement herein set forth has been duly approved by the Board of Directors of the corporation and by the sole stockholder of the corporation pursuant to Sections 141, 228 and 242 of the Delaware Law.

THIRD: The restatement herein set forth has been duly adopted pursuant to Section 245 of the Delaware Law. This Amended and Restated Certificate of Incorporation restates and integrates and amends the provisions of the corporation's Certificate of Incorporation.

FOURTH: The text of the Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

ARTICLE I

The name of this corporation is Genesis Microchip (Delaware) Inc. (the "Corporation").

ARTICLE II

The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19081. 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.

ARTICLE IV

This Corporation is authorized to issue one class of shares, designated as Common Stock, consisting of fifteen thousand (15,000) shares, par value \$0.001 per share.

ARTICLE V

*STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:00 PM 10/17/2001
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The Corporation is to have perpetual existence.

ARTICLE VI

Except as otherwise provided in this Certificate of Incorporation, the Board of Directors may make, repeal, alter, amend or rescind any or all of the Bylaws of the Corporation.

ARTICLE VII

The number of directors which constitute the whole Board of Directors shall be designated in the Bylaws of the Corporation.

ARTICLE VIII

Elections of directors at an annual or special meeting need not be by written ballot unless a stockholder demands election by written ballot at the meeting and before voting begins or unless the Bylaws of the Corporation shall so provide.

ARTICLE IX

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 X

The Corporation may 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. All rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE XI

To the fullest extent permitted by the General Corporation Law, as the same may be amended from time to time, 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. If the General Corporation Law is hereafter amended to authorize, with or without 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 General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article XI, by amendment of this Article XI or by operation of law, shall not adversely affect any right or protection of a director of the Corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

ARTICLE XII

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers, employees and other agents

of the Corporation (and any other persons to which Delaware law permits the Corporation to provide indemnification), through Bylaw provisions, agreements with any such director, officer, employee or other agent or other person, 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, subject only to limits created by applicable Delaware law (statutory or nonstatutory), with respect to actions for breach of duty to a corporation, its stockholders and others.

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

ARTICLE XIII

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this 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 this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this 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 this 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 this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a 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 this Corporation, as the case may be, and also on this Corporation.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been signed by the Secretary of this Corporation this 16th day of October, 2001.

GENESIS MICROCHIP CORPORATION
a Delaware corporation

By: Eric Erdman /s/ _____
Eric Erdman,
Secretary