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04-11-2002



U.S. Department of Commerce
U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks, U.S. Patent and Trademark Office, Washington, D.C. 20231
Send original documents or copy thereof

1. Name of conveying party(ies):
Advanced Power Devices **3-29-02**
Additional name(s) of conveying parties attached? Yes No.

2. Name and address of receiving party(ies)
Name: APD Semiconductor, Inc.
Internal Address: _____
Street Address: 2372 Qume Drive, Suite C
City: San Jose State: CA ZIP: 95131
Additional names and addresses attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other: _____
Execution Date: September 28, 2001

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 Nos: 09/544,730; 09/620,074; 09/620,653; 09/742,262; 09/729,127; and 09/805,815
B. Patent No(s): _____
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Henry K. Woodward
TOWNSEND AND TOWNSEND AND CREW LLP
Two Embarcadero Center, 8th Floor
San Francisco, California 94111-3834
(650) 326-2400

6. Total number of applications and patents involved 6
7. Total fee (37 CFR 3.41): -----\$240.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number: 20-1430
(Attach duplicate copy of this page if paying by deposit account)

04/18/2002 LNUELLER 00000144 201430 09544730
01 FC1581 40.00 CH

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9. Statement and signature.
To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true of copy of the original document.
Henry K. Woodward Henry K Woodward 3-21-02
Name of Person Signing Signature Date
Atty. Reg. No. 22,672

Total number of pages including cover sheet, attachments and document 3

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



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) 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 day of

OCT 15 2001

Bill Jones

Secretary of State

OCT 10 2001

BILL JONES, Secretary of State

CERTIFICATE OF AMENDMENT TO
RESTATED ARTICLES OF INCORPORATION
 OF
ADVANCED POWER DEVICES, INC.

Ching-Lang Chiang and Jaw Huan Hsiung certify that:

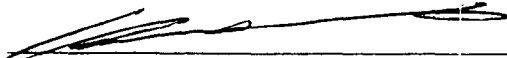
1. They are the President and Secretary, respectively of Advanced Power Devices, Inc., a California corporation.
2. That Article I of the Restated Articles of Incorporation of this corporation is amended and restated to read in its entirety, as follows:

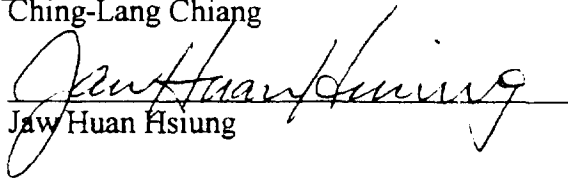
“I

The name of this corporation is APD Semiconductor, Inc.”
3. The foregoing Amendment of Restated Articles of Incorporation has been duly approved by the Board of Directors of this Corporation.
4. The foregoing Amendment of Restated Articles of Incorporation has been approved by the required vote of shareholders in accordance with Sections 902 and 903 of the Corporations Code. The total number of outstanding shares of Common Stock of the corporation is 4,170,000, the total number of outstanding shares of Series A Preferred Stock is 1,000,000 and the total number of outstanding shares of Series B Preferred Stock is 1,574,979. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding shares of Common Stock and more than 50% of the outstanding shares of Preferred Stock.

The undersigned further declares under penalty of perjury that the matters set forth in the foregoing certificate are true of his/her own knowledge.

Executed at San Jose, California, on September 28, 2001.


 Ching-Lang Chiang


 Jaw Huan Hsiung

