

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Articles of Amalgamation

CONVEYING PARTY DATA

Name	Execution Date
Genesis Microchip Inc.	01/31/1998
Genesis Microchip Technology Corp.	01/31/1998

RECEIVING PARTY DATA

Name:	Genesis Microchip Inc.
Street Address:	200 Town Centre Boulevard, Suite 400
City:	Markham, ON
State/Country:	CANADA
Postal Code:	L3R 8G5

PROPERTY NUMBERS Total: 10

Property Type	Number
Patent Number:	5365277
Patent Number:	5602599
Patent Number:	5379241
Patent Number:	5502662
Patent Number:	5440653
Patent Number:	5479454
Application Number:	08133367
Patent Number:	5550764
Patent Number:	5559905
Patent Number:	5991463

CORRESPONDENCE DATA

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OP \$400.00 5365277

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Correspondent Name: Kevan L. Morgan, Esq.
Address Line 1: Christensen O'Connor Johnson Kindness
Address Line 2: 1420 Fifth Avenue, Suite 2800
Address Line 4: Seattle, WASHINGTON 98101-2347

ATTORNEY DOCKET NUMBER:	531811
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NAME OF SUBMITTER:	Kevan L. Morgan
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Total Attachments: 13

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4. The directors are:

<u>First name, initials and surname</u>	<u>Residence Address</u>	<u>Resident Canadian</u>
Brian S. Campbell	81 Anglesey Boulevard Toronto, Ontario M9A 3C2	Yes
James E. Donegan	468 Old Bedford Road Concord, Massachusetts 01742 U.S.A.	No
George A. Duguay	28 Royal Birkdale Lane Thornhill, Ontario L3T 1V2	Yes
A. David Ferguson	267 Riverside Drive Toronto, Ontario M6S 4A8	Yes
Ronald A. Rohrer	2310 Vintage Hill Drive Durham, North Carolina 27712 U.S.A.	No
Paul M. Russo	63 Cotswold Crescent Toronto, Ontario M2P 1N3	Yes
William H. Welling	3000 Sand Hill Road, #3-125 Menlo Park, California 94020 U.S.A.	No

5. (A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the Business Corporations Act on the date set out below.

(A) Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

Check A or B	Cocher A ou B
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(B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.

(B) Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of

Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

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GENESIS MICROCHIP INC.

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
GENESIS MICROCHIP INC.	989172	January 28, 1998
GENESIS MICROCHIP TECHNOLOGY CORP.	1271025	January 28, 1998

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.

Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

3.

There are no restrictions on the business the Corporation may carry on or on the powers the Corporation may exercise.

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7. The classes and any maximum number of shares that the corporation is authorized to issue:

Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre:

An unlimited number of Common Shares and an unlimited number of Special Shares, issuable in series.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which is to be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:

See pages 4a to 4f attached hereto.

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The rights, privileges, restrictions and conditions attaching to the Common Shares and the Special Shares are as follows:

- (1) Subject to the provisions of the *Business Corporations Act* (Ontario), the Common Shares of the Corporation shall as a class have attached thereto the following rights, privileges, restrictions and conditions:

- (A) **Dividends**

- (i) Subject to the prior rights of the holders of the Special Shares and to any other shares ranking senior to the Common Shares with respect to priority in the payment of dividends, the holders of the Common Shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the board of directors of the Corporation, out of moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine and all dividends which the directors may declare on the Common Shares shall be declared and paid in equal amounts per share on all Common Shares at the time outstanding.

- (B) **Dissolution**

- (i) In the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, subject to the prior rights of the holders of the Special Shares and to any other shares ranking senior to the Common Shares with respect to priority in the distribution of assets upon dissolution, liquidation or winding-up, the holders of the Common Shares shall be entitled to receive the remaining property and assets of the Corporation.

- (C) **Voting Rights**

- (i) The holders of the Common Shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall have one (1) vote for each Common Share held at all meetings of the shareholders of the Corporation, except for meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series.

- (D) **Dissent Rights**

- (i) The holders of the Common Shares shall not be entitled to dissent in respect of an amendment to the articles of the Corporation to:

- a. increase or decrease any maximum number of authorized shares of such class, or increase any maximum number of authorized shares of a class or series having rights and privileges equal or superior to the shares of such class;
 - b. effect an exchange, reclassification or cancellation of such class; or
 - c. create a new class or series of shares equal or superior to the shares of such class.
- (2) Subject to the provisions of the *Business Corporations Act* (Ontario), the Special Shares of the Corporation shall as a class have attached thereto the following rights, privileges, restrictions and conditions:
- (A) **Directors' Authority to Issue One or More Series**
 - (i) The board of directors of the Corporation may issue the Special Shares at any time and from time to time in one or more series. Before the first shares of a particular series are issued, the board of directors of the Corporation shall fix the number of shares in such series and shall determine, subject to the limitations set out in the articles, the designation, rights, privileges, restrictions and conditions to attach to the shares of such series including, without limiting the generality of the foregoing, the rate or rates, amount or method or methods of calculation of dividends, whether cumulative or non-cumulative or partially cumulative, and whether such rate(s), amount or method(s) of calculation shall be subject to change or adjustment in the future, the currency or currencies of payment, the date or dates and place or places of payment thereof and the date or dates from which such preferential dividends shall accrue, the redemption price and terms and conditions of redemption (if any), the rights of retraction (if any), and the prices and other terms and conditions of any rights of retraction and whether any additional rights of retraction may be vested in such holders in the future, voting rights and conversion or exchange rights (if any) and any sinking fund, purchase fund or other provisions attaching thereto. Before the issue of the first shares of a series, the board of directors of the Corporation shall send to the Director (as defined in the *Business Corporations Act* (Ontario)) articles of amendment in the prescribed form containing a description of such series including the designation, rights, privileges, restrictions and conditions determined by the directors.
 - (B) **Ranking of Special Shares**
 - (i) No rights, privileges, restrictions or conditions attaching to a series of Special Shares shall confer upon a series a priority in respect of dividends or return

of capital in the event of the liquidation, dissolution or winding-up of the Corporation over any other series of Special Shares. The Special Shares of each series shall rank on a parity with the Special Shares of every other series with respect to priority in the payment of dividends and the return of capital and the distribution of assets of the Corporation in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs.

- (ii) The Special Shares may be entitled to priority over the Common Shares of the Corporation and over any other shares of any other class of the Corporation ranking junior to the Special Shares with respect to priority in the payment of dividends and the return of capital and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs.
- (iii) If any amount of cumulative dividends, whether or not declared, or declared non-cumulative dividends or amount payable on a return of capital in the event of the liquidation, dissolution or winding-up of the Corporation in respect of a series of Special Shares is not paid in full, the Special Shares of all series shall participate rateably in respect of all accumulated cumulative dividends, whether or not declared, and all declared non-cumulative dividends in accordance with the sums that would be payable on such shares if all such dividends were declared and paid in full, and in respect of amounts payable on return of capital in the event of the liquidation, dissolution or winding-up of the Corporation in accordance with the sums that would be payable on such repayment of capital if all sums so payable were paid in full; provided, however, that in the event of there being insufficient assets to satisfy in full all such claims as aforesaid, the claims of the holders of the Special Shares with respect to amounts payable on return of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends.
- (iv) The Special Shares of any series may also be given such other preferences not inconsistent with the provisions hereof over the Common Shares and over any other shares of the Corporation ranking junior to the Special Shares as may be determined in the case of such series of Special Shares.
- (v) In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of each series of Special Shares shall, before any amount shall be

paid to or any property or assets of the Corporation distributed among the holders of the Common Shares or any other shares of the Corporation ranking junior to the Special Shares, be entitled to receive (i) an amount equal to the stated capital attributed to each series of Special Shares, respectively, together with, in the case of a series of Special Shares entitled to cumulative dividends thereon, all unpaid accumulated cumulative dividends, whether or not declared (which for such purpose shall be calculated as if such cumulative dividends were accruing from day to day for the period from the expiration of the last period for which such cumulative dividends were paid up to but excluding the date of distribution) and, in the case of a series of Special Shares entitled to non-cumulative dividends, all declared and unpaid non-cumulative dividends thereon, and (ii) if such liquidation, dissolution, winding-up or distribution shall be voluntary, an additional amount, if any, equal to any premium which would have been payable on the redemption of any series of Special Shares had they been called for redemption by the Corporation effective the date of distribution and, if any series of Special Shares could not be redeemed on such date, then an additional amount equal to the greatest premium, if any, which would have been payable on the redemption of any other series of Special Shares.

(C) Restrictions on Dividends and Redemptions, etc.

- (i) Except with the approval of all the holders of the Special Shares, no dividends shall at any time be declared or paid or set apart for payment on the Common Shares or any other shares of the Corporation ranking junior to the Special Shares unless all dividends up to and including the dividend payable for the last completed period for which such dividends shall be payable on each series of Special Shares then issued and outstanding shall have been declared and paid or set apart for payment at the date of such declaration or payment or setting apart for payment on the Common Shares or such other shares of the Corporation ranking junior to the Special Shares; nor shall the Corporation call for redemption, redeem, purchase for cancellation, acquire for value or reduce or otherwise pay off any of the Special Shares (less than the total amount then outstanding) or any Common Shares or any other shares of the Corporation ranking junior to the Special Shares unless and until all dividends up to and including the dividends payable for the last completed period for which such dividends shall be payable on each series of Special Shares then issued and outstanding shall have been declared and paid or set apart for payment at the date of such call for redemption, purchase, acquisition, reduction or other payment.

(D) Voting Rights

- (i) Except as hereinafter referred to or as otherwise provided by law or in accordance with any voting rights which may from time to time be attached

to any series of Special Shares, the holders of the Special Shares as a class shall not be entitled as such to receive notice of, to attend or to vote at any meeting of the shareholders of the Corporation.

(E) Specific Matters Requiring Approval

- (i) The approval of the holders of the Special Shares, given in the manner described in section F(i) below, shall be required for the creation of any new shares, other than any series of Special Shares, ranking prior to or on a parity with the Special Shares.
- (ii) The provisions of clauses A (i) to F (i) inclusive may be deleted, amended, modified or varied in whole or in part by a certificate of amendment issued by the Director (as defined in the *Business Corporations Act* (Ontario)), but only with the prior approval of the holders of the Special Shares given as hereinafter specified in addition to any other approval required by the *Business Corporations Act* (Ontario) or any other statutory provisions of like or similar effect, from time to time in force.

(F) Approval of the Holders of the Special Shares

- (i) The approval of the holders of the Special Shares with respect to any and all matters hereinbefore referred to in section E above may be given by at least two thirds of the votes cast at a meeting of the holders of the Special Shares duly called for that purpose and held upon at least 21 days' notice at which the holders of a majority of the outstanding Special Shares are present or represented by proxy. If at any such meeting the holders of a majority of the outstanding Special Shares are not present or represented by proxy within one half-hour after the time appointed for such meeting, then the meeting shall be adjourned to such date being not less than 30 days later and to such time and place as may be appointed by the chairman and not less than 21 days' notice shall be given of such adjourned meeting. At such adjourned meeting the holders of the Special Shares present or represented by proxy may transact the business for which the meeting was originally called and a resolution passed thereat by not less than two-thirds of the votes cast at such adjourned meeting shall constitute the approval of the holders of the Special Shares referred to above. The formalities to be observed with respect to the giving of notice of any such meeting or adjourned meeting and the conduct thereof shall be those from time to time prescribed by the *Business Corporations Act* (Ontario) and the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at every such meeting or adjourned meeting every holder of Special Shares shall be entitled to one (1) vote in respect of each Special Share held.

(G) **Dissent Rights**

- (i) The holders of the Special Shares as a class and the holders of a series of the Special Shares shall not be entitled to dissent in respect of an amendment to the articles of the Corporation to:
- a. increase or decrease any maximum number of authorized shares of such class or series, or increase any maximum number of authorized shares of a class or series having rights and privileges equal or superior to the shares of such class or series;
 - b. effect an exchange, reclassification or cancellation of such class or series; or
 - c. create a new class or series of shares equal or superior to the shares of such class or series.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:

5. *L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes:*

NIL

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10. Other provisions, if any, are:

Autres dispositions, s'il y a lieu:

- (a) Subject to the Corporation's by-laws, the directors of the Corporation shall be elected and shall retire in rotation and at the first meeting of shareholders for the election of directors which is held on or after November 14, 1997, three (3) directors shall be elected to hold office until the third (3rd) annual meeting of shareholders after that date, two (2) directors shall be elected to hold office until the second (2nd) annual meeting after that date, and two (2) directors shall be elected to hold office until the next annual meeting after that date, and subsequently at each annual meeting directors shall be elected to fill the positions of those directors whose term of office has expired and each director so elected shall hold office until the third (3rd) annual meeting after his or her election.
- (b) Where the directors of the Corporation are empowered to appoint additional directors between meetings of shareholders, any director so appointed shall have a term determined by the directors at the time of his or her appointment which shall not exceed the date of the third (3rd) annual meeting after the date of his or her appointment and, in the absence of any such determination of the term of such director, such director shall remain a director until the next annual meeting of shareholders.

11. The statements required by subsection 178(2) of the Business Corporations Act are attached as Schedule "A".

Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe "A".

12. A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B".

Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

6.

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Names of the amalgamating corporations and
signatures and descriptions of office of their proper
officers.

Dénomination sociale des sociétés qui fusionnent,
signature et fonction de leurs dirigeants régulièrement
désignés.

GENESIS MICROCHIP INC.

**GENESIS MICROCHIP TECHNOLOGY
CORP.**

Per: 
Secretary

Per: 
Secretary