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FILED  
In the office of the Secretary of State  
of the State of California

SEP 11 1997

Bill Jones  
BILL JONES, Secretary of State

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
EDGE SEMICONDUCTOR INCORPORATED  
A California Corporation

Wylie Plummer hereby certifies that:

1. He is President and Secretary of Edge Semiconductor Incorporated, a California corporation (the "Corporation").

2. Article IV, Section 4.3.1(i) of the Articles of Incorporation of this corporation is hereby amended to read in its entirety as follows:

"4.3.1 Adjustments to Conversion Price for Diluting Issues.

(i) Special Definitions. For purposes of this Section 4.3.1, the following definitions shall apply:

(1) 'Additional Shares of Common Stock' shall mean all shares of Common Stock issued (or, pursuant to Section 4.3.1(iii), deemed to be issued) by the Corporation after the Original Issue Date, other than shares of Common Stock issued or issuable at any time:

(A) upon conversion of the Series A Preferred into Common Stock;

(B) after the date hereof to officers, directors, and employees of, and consultants to, the corporation pursuant to plans, arrangements or agreements approved by the Board of Directors, the aggregate amount of which does not exceed 1,250,000 shares;

(C) as a dividend or distribution on the Series A Preferred or any event for which adjustment is made pursuant to subparagraph (D) hereof, or

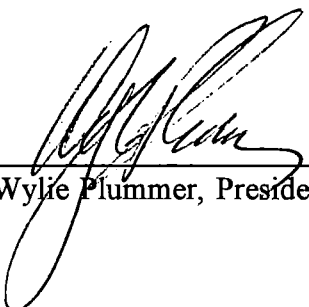
(D) by way of dividend or other distribution on shares of Common Stock excluded from the definition of Additional Shares of Common Stock by the foregoing clauses (A), (C) or this clause (D) or on shares of Common Stock so excluded."

3. The foregoing amendment and restatement has been duly approved by the Board of Directors of said corporation.

4. The foregoing amendment of the articles of incorporation has been duly approved by the required vote of the shareholders of this corporation in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of Common Stock of the corporation is 4,352,500, the total number of outstanding shares of Series A Preferred Stock of the corporation is 834,999 and the total number of outstanding shares of Series B Preferred Stock is 775,357. The number of shares voting in favor of the amendment equalled or exceeded the vote required. The percentage vote required was more than fifty percent (50%) of the outstanding Common Stock, more than fifty percent (50%) of the outstanding Series A Preferred Stock, more than fifty percent (50%) of the outstanding Series B Preferred Stock and more than fifty percent (50%) of the outstanding Common Stock, Series A Preferred Stock and Series B Preferred Stock (voting on an as-if-converted into Common Stock basis), voting together as if a single class.

The undersigned further declares under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of his own knowledge.

Date: September 4, 1997



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Wylie Plummer, President and Secretary