

1884546

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

MAR 21 1994

ARTICLES OF INCORPORATION
OF
EDGE SEMICONDUCTOR INCORPORATED

Tony Miller
Acting Secretary of State

I

The name of this corporation is Edge Semiconductor Incorporated.

II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

Wylie Plummer
9868 Scranton Road
San Diego, CA 92121

IV

This corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which this corporation is authorized to issue is 15,000,000 shares. The number of shares of Common Stock authorized is 10,000,000 shares. The number of shares of Preferred Stock authorized is 5,000,000 shares. The shares of Preferred Stock authorized by these Articles of Incorporation may be issued from time to time in one or more series. For any wholly unissued series of Preferred Stock, the Board of Directors is hereby authorized to fix and alter the dividend rights, dividend rates, conversion rights, voting rights, rights and terms of redemption (including sinking fund provision), redemption prices, and liquidation preferences, the number of shares constituting any such series and the designation thereof, or any of them. For any series of Preferred Stock having issued and outstanding shares, the Board of Directors is hereby authorized to increase or

decrease the number of shares of such series when the number of shares of such series was originally fixed by the board, but such increase or decrease shall be subject to the limitations and restrictions stated in the resolution of the Board of Directors originally fixing the number of shares of such series. If the number of shares of any series is so decreased, then the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

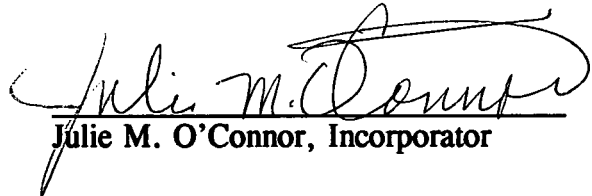
V

Section 1. Limitation of Directors' Liability. The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California Law.

Section 2. Indemnification of Directors and Officers. This corporation is authorized to indemnify the directors and officers of the corporation to the fullest extent permissible under California law.

Section 3. Repeal or Modification. Any repeal or modification of the foregoing provisions of this Article V shall not adversely affect any right of indemnification or limitation of liability of an agent of this corporation relating to acts or omissions occurring prior to such repeal or modification.

Dated: March 16, 1994


Julie M. O'Connor, Incorporator