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In the office of the Secretary of State  
of the State of California  
OCT 03 2006 *ew*

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
ACTIVE SEMICONDUCTORS, INC.**

The undersigned hereby certifies that:

1. He is the President and Secretary of Active Semiconductors, Inc., a California corporation (the "Corporation").
2. The Articles of Incorporation of the Corporation are amended and restated to read in full as follows:

**ARTICLE I**

The name of the Corporation is:

**ACTIVE SEMICONDUCTORS, INC.**

**ARTICLE II**

The purpose of the 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.

**ARTICLE III**

A. The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is 2,149,874 shares. 10,000 shares shall be Common Stock. 2,139,874 shares shall be Preferred Stock, 1,689,189 of which are designated as "Series A Preferred Stock" and 450,685 of which are designated as "Series B Preferred Stock."

B. The powers, preferences, rights, restrictions, and other matters relating to the Series A Preferred Stock and Series B Preferred Stock are as follows:

**I. Dividends.**

(a) The holders of Series B Preferred Stock shall be entitled to receive dividends, prior and in preference to any declaration or payment of any dividend on the Series A Preferred Stock, at the rate of \$0.001 per share (as adjusted for any stock dividend, combinations or splits with respect to such shares) per annum, payable out of funds legally available therefore. Such dividends shall be payable only when, as, and if declared by the Board of Directors and shall be noncumulative.

(b) After the holders of Series B Preferred Stock have received their dividend preference as set forth in Section B.1(a) hereof, the holders of Series A Preferred Stock shall be entitled to receive dividends at the rate of \$0.001 per share (as adjusted for any stock dividend, combinations or splits with respect to such shares) per annum, payable out of funds legally available therefore. Such dividends shall be payable only when, as, and if declared by the Board of Directors and shall be noncumulative.

(c) No dividends (other than those payable solely in the Common Stock of the Corporation) shall be paid on any Common Stock of the Corporation during any fiscal year of the Corporation until dividends in the total amount of \$0.001 (as adjusted for any stock dividends, combinations or splits with respect to such shares) on the Series A Preferred Stock and Series B Preferred Stock shall have been paid or declared and set apart during that fiscal year.

(d) No rights shall accrue to holders of shares of Series A Preferred Stock or Series B Preferred Stock by reason of the fact that dividends on said shares are not declared in any prior years, nor shall any unpaid dividend bear or accrue any interest.

2. **Liquidation Preference.** In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of Common Stock shall be entitled to receive all of the assets of the Corporation. Neither the Series A Preferred Stock nor the Series B Preferred Stock shall be entitled to any assets in the event of the liquidation, dissolution or winding up of the Corporation.

3. **Conversion.** Neither the Series A Preferred Stock nor the Series B Preferred Stock shall be convertible into shares of the Corporation's Common Stock.

4. **Voting Rights.** Except as otherwise required by law and by Article III, Section B paragraph 5 hereof, the holders of shares of Series A Preferred Stock and Series B Preferred Stock shall not be entitled to vote on any matters to be voted on by the stockholders of the Corporation.

5. **Protective Provisions.** So long as any shares of Series A Preferred Stock or Series B Preferred Stock originally issued remain outstanding, the Corporation shall not, without the vote or written consent by the holders of at least a majority of the then outstanding Series A Preferred Stock and Series B Preferred Stock, voting together as a single class:

(a) amend the Articles of Incorporation or otherwise take any action to alter or change the rights, preferences or privileges of the Series A Preferred Stock or Series B Preferred Stock so as to affect adversely the shares of such series;

(b) increase or decrease the authorized number of shares of Preferred Stock, Series A Preferred Stock or Series B Preferred Stock; or

(c) authorize, enter into or effect any transaction or series of transactions that would result in any merger, other corporate reorganization, or transfer of control of, or sale, transfer or disposition of all or substantially all of the assets of, the Corporation, or any liquidation, dissolution or winding up of the Corporation.

6. Status of Acquired Stock. In the event any shares of Series A Preferred Stock or Series B Preferred Stock shall be acquired by the Corporation, the shares so acquired shall be canceled and shall not be issuable by the Corporation, and the Articles of Incorporation of the Corporation shall be appropriately amended to effect the corresponding reduction in the Corporation's authorized capital stock.

#### ARTICLE IV

A. The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

B. The Corporation is authorized to provide indemnification of agents (as defined in section 317 of the California Corporations Code) for breach of duty to the corporation and its shareholders through bylaw provisions or through agreements with the agents, or through shareholder resolutions, or otherwise, in excess of the indemnification otherwise permitted by section 317 of the California Corporations Code, subject to the limits on such excess indemnification set forth in section 204 of the California Corporations Code.

C. Any amendment, repeal or modification of any provision of this Article IV shall not adversely affect any right or protection of an agent of the Corporation existing at the time of such amendment, repeal or modification.

1. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the Board of Directors.

2. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of the Corporation is 10,000 shares of Common Stock and 1,689,180 shares of Series A Preferred Stock. 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 Series A Preferred Stock.

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I further declare 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 my own knowledge.

Dated: October 3, 2006.

  
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Steven H. Hynh  
President and Secretary