

F980000006641

(Requestor's Name)

11861 Western Avenue
(Address)

(Address)

Garden Grove, CA 92841
(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

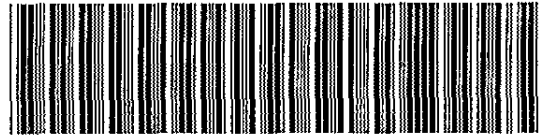
(Document Number)

Certified Copies _____

Certificates of Status _____

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01/12/04--01017--017 **585.00

FILED
03 DEC 19 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/12/04
NIC Amend
58



December 17, 2003.

Attn : Ms. Ruby Dunlap

Division of Corporations
FLORIDA DEPARTMENT OF STATE
P.O. Box 6327
Tallahassee, FL 32314

Re : Document # F98000006641

Dear Ms. Dunlap:

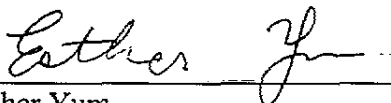
After we received your letter dated September 18, 2003 requesting an amendment for the name change, we have sent right back to you along with documents requested. However, somehow, that documents have not been reached to your office.

Hereby, we are re-submitting all the documents in their copies to you and ask to waive the reinstatement fee.

Please do not hesitate to call me at 714-372-8362, if you have any questions or need more information.

Thank you.

Sincerely,



Esther Yum
Microsemi Corp. - Integrated Products
Accounting Manger

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F 98000006641

(Document number of corporation (if known))

1. Infinity Microelectronics Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware
(Incorporated under laws of)
3. _____
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? April, 2002
5. Microsemi Corp. - Integrated Products
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

FILED
03 DEC 19 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Michael A. Boyer
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

MICHAEL BOYER
(Typed or printed name of person signing)

12/17/03
(Date)

Controller
(Title of person signing)

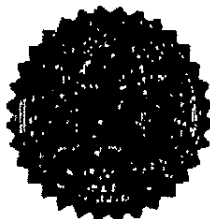
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "LINEFINITY MICROELECTRONICS INC.", CHANGING ITS NAME FROM "LINEFINITY MICROELECTRONICS INC." TO "MICROSEMI CORP.-INTEGRATED PRODUCTS", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF APRIL, A.D. 2002, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2340481 8100

AUTHENTICATION: 1732388

020251637

DATE: 04-19-02

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 04/19/2002
070251637 - 1340461

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
LINFINTY MICROELECTRONICS INC.**

Linfinty Microelectronics Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is Linfinty Microelectronics Inc. The date of filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware was June 16, 1993.
2. This Amended and Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of this Corporation such that the name of the Corporation shall hereafter be Microsemi Corp.-Integrated Products.
3. The text of the Certificate of Incorporation as amended or supplemented heretofore and as amended or supplemented hereby reads as herein below set forth in full:

ARTICLE 1: The name of the corporation (the "Corporation") is Microsemi Corp.-Integrated Products.

ARTICLE 2: The address of the registered office of the Corporation in the State of Delaware is at 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, Delaware 19808. The name of the Corporation's registered agent at that address is Corporation Service Company.

ARTICLE 3: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as amended from time to time.

ARTICLE 4:

Section 1. Authorized Shares. The total number of shares of all classes of capital stock which the Corporation is authorized to issue is 3,000 shares which shall be divided into two classes as follows: 2,000 Common shares, with a par value of \$.001 per share ("Common Stock"); and 1,000 Preferred shares, with a par value of \$.001 per share ("Preferred Stock").

The full voting power of the Corporation shall be exercised by the Common Stock and all other future series of Common shares with full voting rights and any series of Preferred shares with equivalent voting rights, all voting together as one class, and none of such series Common shares or Preferred shares shall have any other or special voting rights except as otherwise required by the laws as then applicable, the Corporation's Certificate of Incorporation as then amended, or any resolution of the Board of Directors originally designating such series.

Preferred shares of the Corporation's capital stock may be issued in one or more series at such time or times, and for such consideration or considerations as the Board of Directors may determine from time to time. The Board of Directors is expressly authorized as to any wholly unissued series of Preferred shares, to determine the number of shares thereof and the dividend rights, dividend rates, conversion rights (if any), redemption prices, liquidation preferences, voting rights (if any), the rights and terms of redemption (including sinking fund provisions) and all other rights, preferences and privileges thereof. The Board of Directors may increase or decrease the number of shares of any series subsequent to the issue of shares of that series, but not below the number of shares of that series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting that decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of that series.

Section 2. Rights and Preferences of Preferred Stock. The Board of Directors is authorized, subject to limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Delaware, to establish from time to time the number of shares to be included in each such series, to fix the designation, power, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof.

The authority of the Board with respect to each series shall include, but not be limited to, determination of the following:

- (i) The number of shares constituting that series and the distinctive designation of that series;
- (ii) The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;
- (iii) Whether that series shall have voting rights, in addition to the voting rights provided by law, and if so, the terms of such voting rights;
- (iv) Whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;
- (v) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
- (vi) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;
- (vii) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series; and

(viii) Any other relative rights, preferences, powers, qualifications, limitations or restrictions thereof.

ARTICLE 5:

Section 1. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors and elections of directors need not be by written ballot unless otherwise provided in the Bylaws. The number of directors of the Corporation shall be fixed from time to time by the Board of Directors either by a resolution or Bylaw adopted by the affirmative vote of a majority of the entire Board of Directors.

Section 2. Meetings of the stockholder may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the Delaware Statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or by the Bylaws of the Corporation.

ARTICLE 6: A director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director (i) for any breach of his duty of loyalty to the Corporation or its stockholder, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derives an improper personal benefit. If the General Corporation Law of the State of Delaware is hereafter amended to authorize corporate action further limiting or eliminating the personal liability of directors, then the liability of the directors of the Corporation shall be limited or eliminated to the fullest extent permitted by the General Corporate Law of the State of Delaware, as so amended from time to time. Any repeal or modification of this Article 6 by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any elimination or limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE 7: The Board of Directors of the Corporation shall have the power to make, alter, amend, change, add to or repeal the Bylaws of the Corporation.

4. This Amended and Restated Certificate of Incorporation was duly adopted by written consent of the stockholders in accordance with Section 228 of the General Corporation Law of the State of Delaware and duly proposed and submitted by the Board of Directors of this Corporation and duly adopted by the stockholders in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Linfinity Microelectronics Inc. has caused this certificate to be signed by James J. Peterson, its President, and attested by David R. Sonksen, its Secretary, this 17th day of April, 2002.

LINFINITY MICROELECTRONICS INC.

By: 

James J. Peterson, Chief Executive Officer and President

ATTEST:

By: 

David R. Sonksen, Executive Vice President,
Chief Financial Officer and Secretary