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March 19, 2002

Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

Re: Integratedcircuit Design Services, Inc.

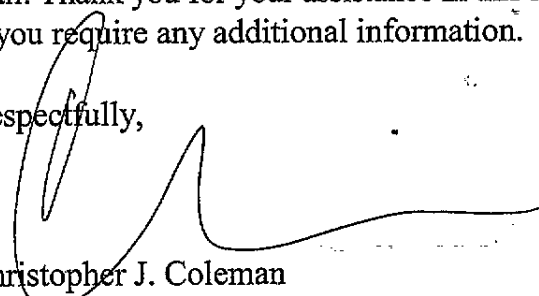
Dear Sir or Madam:

In connection with the above-referenced corporation, enclosed please find the following:

Original and one (1) copy of the Restated Articles of Incorporation for the corporation of Integratedcircuit Design Services, Inc.

Also enclosed is the filing fee of \$35.00 made payable to the Secretary of State. Please file the above documents upon receipt and send us the certificate via regular mail. Thank you for your assistance in this regard, and please contact me immediately if you require any additional information.

Respectfully,


Christopher J. Coleman
Enclosures

FILED
02 APR 11 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

13
4/15/02



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 2, 2002

SCHILLINGER & COLEMAN, P.A.
ATTN: CHRISTOPHER J COLEMAN, ESQ.
1329 BEDFORD DR., SUITE 1
MELBOURNE, FL 32940

SUBJECT: INTEGRATEDCIRCUIT DESIGN SERVICES, INC.
Ref. Number: P01000053594

We have received your document for INTEGRATEDCIRCUIT DESIGN SERVICES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

- ✓ Please correct Article II to delete reference to the date.
- ✓ A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.
- ✓ The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Pamela Smith
Corporate Specialist

Letter Number: 302A00019132

RECEIVED
02 APR 11 AM 10:47
DIVISION OF CORPORATIONS

**CERTIFICATE OF ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF INTEGRATEDCIRCUIT DESIGN SERVICES, INC.
P01000053594**

FILED

02 APR 11 AM 8:50

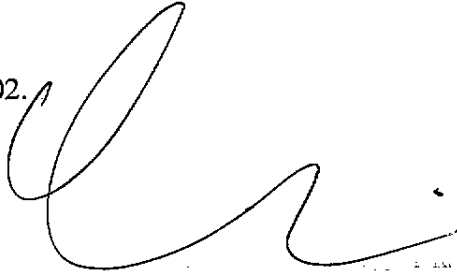
**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to Chapter 607, Florida Statutes INTEGRATEDCIRCUIT DESIGN SERVICES, INC., a Florida profit corporation adopts the attached restated articles of incorporation.

The amendments were adopted by the incorporator without shareholder action and shareholder approval was not required.

The amendments were adopted on March 18, 2002.

Signed this 8th day of April, 2002



CHRISTOPHER J. COLEMAN, INCORPORATOR

RESTATED ARTICLES OF INCORPORATION

OF

INTEGRATEDCIRCUIT DESIGN SERVICES, INC.
P01000053594

FILED

02 APR 11 AM 8:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is INTEGRATEDCIRCUIT DESIGN SERVICES, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of the Original Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock which this Corporation shall have authority to issue is Two Hundred Thousand (200,000), consisting of One Hundred Thousand (100,000) shares of Class A Voting Common Stock, \$.01 par value, and One Hundred Thousand (100,000) shares of Class B Non-Voting Common Stock, \$.01 par value. The Class B Common Stock being established hereby is a new class of Class B Common Stock. The Class A Voting Common Stock and the Class B Non-Voting Common Stock are hereinafter referred to collectively as the "Common Stock". The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are as follows:

SECTION 1. Common Stock - General Provisions. Each share of Common Stock shall be equal to every other share of Common Stock, except as otherwise provided herein or required by law.

Shares of Common Stock authorized hereby shall not be subject to preemptive rights. The holders of shares of Common Stock now or hereafter outstanding shall have no preemptive right to purchase or have offered to them for purchase any of such authorized but unissued

shares, or other equity securities issued or to be issued by the Corporation.

The holders of shares of Common Stock shall be entitled to receive such dividends (payable in cash, stock or otherwise) as may be declared on the Common Stock by the Board of Directors at any time or from time to time out of any funds legally available therefore.

In the event of any voluntary or involuntary liquidation, distribution or winding up of the Corporation, the holders of shares of Common Stock shall be entitled to receive all of the remaining assets of the Corporation available for distribution to its stockholders, ratably in proportion to the number of shares of Common Stock held by them.

SECTION 2. Common Stock - Other Provisions.

(a) Voting Rights. The shares of Common Stock shall have the following voting rights:

(1) Each share of Class A Voting Common Stock shall entitle the holder thereof to one vote upon all matters upon which stockholders have the right to vote. Except as otherwise required by applicable law, the holders of shares of Class A Common Stock shall vote together as one class on all matters submitted to a vote of stockholders of the Corporation.

(2) Each share of Class B Non-Voting Common Stock shall carry no right to vote for the election of directors of the Corporation and no right to vote on any matter presented to the stockholders for their vote or approval except as required by applicable law.

(b) Dividends and Distributions. Holders of Common Stock shall be entitled to such dividends and other distributions in cash, stock or property of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefore; provided, however, that in no event may the rate of any dividend payable on outstanding shares of any class of Common Stock be greater than the dividend rate payable on outstanding shares of the other class of Common Stock. All dividends and distributions on the Class A Voting Common Stock payable in stock of the Corporation shall be made in shares of Class A Voting Common Stock, and all dividends and distributions on the Class B Non-Voting Common Stock payable in stock of the Corporation shall be made at the same dividend rate per share in shares of Class B Non-Voting Common Stock. In no event will shares of any class of Common Stock be

split, divided or combined unless the outstanding shares of the other class of Common Stock shall be proportionately split, divided or combined.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding Class A common shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1329 Bedford Drive, Suite 1, Melbourne, Florida 32940, and the name of the initial registered agent of this corporation at that address is Christopher J. Coleman.

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Restated Articles of Incorporation is:

NAME

ADDRESS

Christopher J. Coleman
Incorporator

1329 Bedford Drive, Suite 1
Melbourne, Florida 32940

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE X - BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be

either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII - PRINCIPAL OFFICE

The principal office address and mailing address of this corporation shall be 410 N. Wickham Road, Suite 201, Melbourne, FL 32935.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Restated Articles of Incorporation this 18th day of March 2002.



CHRISTOPHER J. COLEMAN, INCORPORATOR

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST that INTEGRATEDCIRCUIT DESIGN SERVICES, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Melbourne, County of Brevard, State of Florida, has named Christopher J. Coleman, Esquire located at 1329 Bedford Drive, Suite 1, Melbourne, Florida 32940, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


CHRISTOPHER J. COLEMAN, ESQUIRE

Dated this 18th day of March 2002.