

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

JUL 13 1992

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SAMSUNG SEMICONDUCTOR, INC.

March Fong Eu
MARCH FONG EU, Secretary of State

Ilbok Lee and Sung Whan Lee certify that:

1. They are the President and Secretary, respectively, of Samsung Semiconductor, Inc., a California corporation.

2. The Articles of Incorporation of this corporation are amended and restated in their entirety to read as follows:

ARTICLE I. NAME

The name of this corporation is Samsung Semiconductor, Inc.

ARTICLE II. PURPOSES

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. SHARES

This corporation is authorized to issue only one class of shares of stock and the total number of shares which this corporation is authorized to issue is Fifteen Million (15,000,000).

ARTICLE IV. LIABILITY AND INDEMNIFICATION

IV.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.

IV.2. Indemnification of Corporate Agents. The corporation is authorized to indemnify its agents to the fullest extent permissible under California law. For purposes of this provision, the term "agent" has the meaning set forth in Section 317 of the California Corporations Code.

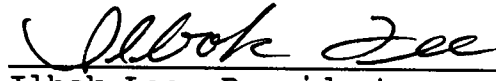
IV.3. Repeal or Modification. Any repeal or modification of the foregoing provisions of this Article IV shall not adversely affect any right of indemnification or limitation of liability of any agent of this corporation relating to acts or omissions occurring prior to such repeal or modification.

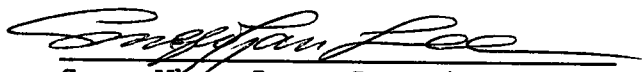
3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The number of outstanding shares is 8,000,000. The number of shares voting in favor of the amendment equaled or exceeded the number of votes required. The percentage vote required was more than fifty percent (50%).

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in the Certificate are true and correct of my own knowledge.

Dated: January 2, 1991.


Ilbok Lee, President


Sung Whan Lee, Secretary