

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ESS TECHNOLOGY, INC.**

ARTICLE I

The name of the corporation is ESS Technology, 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

Section 1. Director 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. This corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to this corporation and its shareholders.

Section 3. Amendments, Repeal or Modification. Any amendment, repeal or modification of any provision of this Article III shall not adversely affect any contract or other right of indemnification of an agent of this corporation that existed at or prior to the time of such amendment, repeal or modification.

ARTICLE IV

The corporation is authorized to issue two classes of stock, designated, respectively, "Common Stock" and "Preferred Stock," both of which shall have no par value. The number of shares of Common Stock the corporation is authorized to issue is 100,000,000 shares, and the number of shares of Preferred Stock the corporation is authorized to issue is 10,000,000. Upon the filing of these Amended and Restated Articles of Incorporation with the Secretary of State, each outstanding share of the Common Stock of the corporation shall be split and reconstituted as one and one-half shares of Common Stock. No fractional shares shall be issued upon such split

and reconstitution, and the number of shares of Common Stock to be issued shall be rounded down to the nearest whole share. If a fractional interest in a share of Common Stock would, except for the provisions of the preceding sentence, be deliverable upon such split and reconstitution, the corporation shall pay an amount in cash equal to the fair market value of such fractional interest, as determined by the corporation's Board of Directors, to each holder of shares of Common Stock to whom such fractional interest would have been deliverable.

The Preferred Stock may be divided into such number of series as the board of directors may determine from time to time. The board of directors of the corporation is authorized, from time to time, to determine or alter the rights, preferences, privileges and restrictions granted to, or imposed upon, any wholly unissued series of Preferred Stock, and to fix the number of shares of any series of Preferred Stock and the designation of any such series of Preferred Stock. The board of directors, within the limits and restrictions stated in any resolution or resolutions of the board of directors originally fixing the number of shares constituting any series, may increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series prior to or subsequent to the issuance of shares of that series.

ARTICLE V

The corporation shall not have cumulative voting. This provision shall become effective only when this corporation becomes a listed corporation within the meaning of Section 301.5 of the California Corporations Code.