

CERTIFICATE OF INCORPORATION
OF
SRS LABS, INC.

I, the undersigned, for the purpose of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do hereby certify as follows:

FIRST. The name of the Corporation (the "Corporation") is SRS Labs, Inc.

SECOND. The address of the Corporation's registered office in the State of Delaware is 1013 Centre Road, City of Wilmington, County of New Castle, Delaware 19805. The name of the Corporation's registered agent at such address is Corporation Service Company.

THIRD. 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.

FOURTH. The Corporation is authorized to issue two classes of capital stock, designated Common Stock and Preferred Stock. The total number of shares of capital stock that the Corporation is authorized to issue is 58,000,000 shares, consisting of 56,000,000 shares of Common Stock, par value \$.001 per share, and 2,000,000 shares of Preferred Stock, par value \$.001 per share.

The Preferred Stock may be issued in one or more series. The Board of Directors is hereby authorized to issue the shares of Preferred Stock in such series and to fix from time to time before issuance the number of shares to be included in any series and the designation, relative powers, preferences and rights and qualifications, limitations or restrictions of all shares of such series. The authority of the Board of Directors with respect to each series shall include, without limiting the generality of the foregoing, the determination of any or all of the following:

- (a) The number of shares of any series and the designation to distinguish the shares of such series from the shares of all other series;
- (b) the voting powers, if any, and whether such voting powers are full or limited in such series;
- (c) the redemption provisions, if any, applicable to such series, including the redemption price or prices to be paid,
- (d) whether dividends, if any, shall be cumulative or noncumulative, the dividend rate of such series, and the dates and preferences of dividends on such series;

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(e) the rights of such series upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(f) the provisions, if any, pursuant to which the shares of such series are convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation or any other corporation, and the price or prices or the rates of exchange applicable thereto;

(g) the right, if any, to subscribe for or to purchase any securities of the Corporation or any other corporation;

(h) the provisions, if any, of a sinking fund applicable to such series; and

(i) any other relative, participating, optional or other special powers, preferences, rights, qualifications, limitations or restrictions thereof;

all as shall be determined from time to time by the Board of Directors and shall be stated in the resolution or resolutions providing for the issuance of such Preferred Stock (a "Preferred Stock Designation").

A holder of Common Stock shall, except as may otherwise be provided by law or in this Certificate of Incorporation, be entitled to one vote on each matter submitted to a vote at a meeting of stockholders for each share of Common Stock held of record by such holder as of the record date for such meeting.

Except as may be provided by applicable law, in this Certificate of Incorporation or by the Board of Directors in a Preferred Stock Designation, the Common Stock shall have the exclusive right to vote for the election of Directors and for all other purposes, and holders of Preferred Stock shall not be entitled to receive notice of any meeting of stockholders at which they are not entitled to vote or consent.

FIFTH. The Board of Directors shall have power to make, amend and repeal the Bylaws of the Corporation. Any Bylaws made by the Board of Directors under the powers conferred hereby may be amended or repealed by the Board of Directors or by the stockholders. Notwithstanding the foregoing and anything contained in this Certificate of Incorporation to the contrary, unless otherwise required by applicable law, Sections 3, 8, 10, 11, 12 and 13 of the Bylaws shall not be amended or repealed by the stockholders, and no provision inconsistent therewith shall be adopted by the stockholders, without the affirmative vote of the holders of at least 80% of the Voting Stock, voting together as a single class. The Corporation may in its Bylaws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by applicable law. For the purposes of this Certificate of Incorporation, "Voting Stock" shall mean the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of Directors. Notwithstanding anything contained in this Certificate of Incorporation to the contrary, unless otherwise required by applicable law, the affirmative

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vote of the holders of at least 80% of the Voting Stock, voting together as a single class, shall be required to amend or repeal, or to adopt any provisions inconsistent with, this Article Fifth.

SIXTH. Subject to the rights of the holders of any series of Preferred Stock:

(a) any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of stockholders of the Corporation and may not be effected by any consent in writing of such stockholders, and

(b) special meetings of stockholders of the Corporation may be called only by the Chairman of the Board of Directors or by the Chairman of the Board of Directors or the Secretary within 10 days after receipt of the written request of a majority of the total number of Directors which the Corporation would have if there were no vacancies (the "Whole Board").

At any annual meeting or special meeting of stockholders of the Corporation, only such business shall be conducted or considered as shall have been brought before such meeting in the manner provided in the Bylaws of the Corporation. Notwithstanding anything contained in this Certificate of Incorporation to the contrary, unless otherwise required by applicable law, the affirmative vote of at least 80% of the Voting Stock (as defined in Article Fifth), voting together as a single class, shall be required to amend or repeal, or adopt any provision inconsistent with this Article Sixth.

SEVENTH. SECTION 1. Number, Election and Terms of Directors. Subject to the rights, if any, of the holders of any series of Preferred Stock to elect additional Directors under specified circumstances, the number of the Directors of the Corporation shall not be less than 5 nor more than 13 and shall be fixed from time to time in the manner described in the Bylaws

The Directors, other than those who may be elected by the holders of any series of Preferred Stock, shall be classified with respect to the time for which they severally hold office into three classes, as nearly equal in number as possible, designated Class I, Class II and Class III. The Directors first appointed to Class I shall hold office for a term expiring at the annual meeting of stockholders to be held in 1997; the Directors first appointed to Class II shall hold office for a term expiring at the annual meeting of stockholders to be held in 1998; and the Directors first appointed to Class III shall hold office for a term expiring at the annual meeting of stockholders to be held in 1999, with the members of each class to hold office until their successors are elected and qualified. Unless otherwise required by applicable law, at each succeeding annual meeting of the stockholders of the Corporation, the successors of the class of Directors whose term expires at that meeting shall be elected by plurality vote of all votes cast at such meeting to hold office for a term expiring at the annual meeting of stockholders held in the third year following the year of their election. Notwithstanding the foregoing, if at the time of any annual meeting of stockholders, the Corporation is prohibited by applicable law from having a classified Board of Directors, all of the Directors shall be elected at such annual meeting for a one year term only. If at the time of any subsequent

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annual meeting of stockholders the Corporation is no longer prohibited by applicable law from having a classified Board of Directors, the Board of Directors shall again be classified in accordance with the first sentence of this paragraph, and at such annual meeting Directors initially shall be elected to serve in either Class I, Class II or Class III to hold office for a term expiring at the first, second or third succeeding annual meeting of the stockholders, respectively; thereafter successors to each Class shall be elected in accordance with the third sentence of this paragraph, such classified Board of Directors at all times being subject to the immediately preceding sentence of this paragraph. Elections of Directors need not be by written ballot unless requested by the Chairman of the Board of Directors or by the holders of a majority of the Voting Stock present in person or represented by proxy at a meeting of the stockholders at which Directors are to be elected.

SECTION 2. *Nomination of Director Candidates.* Advance notice of stockholder nominations for the election of Directors shall be given in the manner provided in the Bylaws of the Corporation.

SECTION 3. *Newly Created Directorships and Vacancies.* Subject to the rights, if any, of the holders of any series of Preferred Stock to elect additional Directors under specified circumstances, unless otherwise required by applicable law, newly created directorships resulting from any increase in the number of Directors and any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other cause shall be filled solely by the affirmative vote of a majority of the remaining Directors then in office, even though less than a quorum of the Board of Directors, or by a sole remaining Director. Any Director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the class of Directors in which the new directorship was created or the vacancy occurred and until such Director's successor shall have been elected and qualified. No decrease in the number of Directors constituting the Board of Directors shall shorten the term of an incumbent Director.

SECTION 4. *Removal.* Subject to the rights, if any, of the holders of any series of Preferred Stock to elect additional Directors under specified circumstances, unless otherwise required by applicable law, any Director may be removed from office by the stockholders only for cause and only in the manner provided in this Section 4 of Article Seventh. At any annual meeting or special meeting of the stockholders of the Corporation, the notice of which shall state that the removal of a Director or Directors is among the purposes of the meeting, unless otherwise required by applicable law, the affirmative vote of the holders of at least 80% of the Voting Stock (as defined in Article Fifth), voting together as a single class, may remove such Director or Directors for cause.

SECTION 5. *Amendment, Repeal, Etc.* Notwithstanding anything contained in this Certificate of Incorporation to the contrary, unless otherwise required by applicable law, the affirmative vote of at least 80% of the Voting Stock (as defined in Article Fifth), voting together as a single class, shall be required to amend or repeal, or adopt any provision inconsistent with, this Article Seventh.

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EIGHTH. SECTION 1. Purpose. In addition to any affirmative vote required by law or by this Certificate of Incorporation, any Business Combination (as defined in Section 2 of this Article Eighth) respecting the Corporation shall require the approval of the stockholders of the Corporation pursuant to Section 5 of this Article Eighth or the approval of the Directors of the Corporation pursuant to Section 4 of this Article Eighth.

SECTION 2. Certain Definitions For the purposes of this Article Eighth:

- a. "Act" shall mean the Securities Exchange Act of 1934, as amended
- b. "Affiliate," "affiliated" and "Associate" shall have the respective meanings ascribed to such terms in Rule 12b-2 of the General Rules and Regulations under the Act.
- c. A person shall be a "beneficial owner" of, or "Beneficially Own," or have "beneficial ownership" of, any Voting Stock:
 - (i) that such person or any of its Affiliates or Associates beneficially owns, directly or indirectly;
 - (ii) that such person or any of its Affiliates or Associates has (A) the right to acquire (whether or not such right is immediately exercisable) pursuant to any agreement, arrangement or understanding or upon the exercise of conversion rights, exchange rights, warrants or options, or otherwise, or (B) the right to vote pursuant to any agreement, arrangement or understanding (other than a revocable proxy given to such person or any of its Affiliates or Associates in response to a public proxy solicitation made pursuant to, and in accordance with, all applicable requirements of the Act and the rules and regulations promulgated thereunder); or
 - (iii) that is beneficially owned, directly or indirectly, by any other person with which such person or any of its Affiliates or Associates has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or disposing of any shares of Voting Stock (other than a revocable proxy given to such person or any of its Affiliates or Associates in response to a public proxy solicitation made pursuant to, and in accordance with, all applicable requirements of the Act and the rules and regulations promulgated thereunder).

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d. "Business Combination" shall include:

(i) any merger of the Corporation or any Subsidiary with (A) an Interested Stockholder or (B) any other corporation (whether or not itself an Interested Stockholder) that is, or after such merger would be, an Affiliate of an Interested Stockholder;

(ii) any sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of transactions) to or with an Interested Stockholder or an Affiliate of an Interested Stockholder of any assets of the Corporation or any Subsidiary having an aggregate fair market value of \$5,000,000 or more;

(iii) the issuance or transfer by the Corporation or any Subsidiary (in one transaction or a series of transactions) of any securities of the Corporation or any Subsidiary to an Interested Stockholder or any Affiliate of an Interested Stockholder in exchange for cash, securities or other property (or a combination thereof) having an aggregate fair market value of \$5,000,000 or more;

(iv) any plan or proposal for the liquidation or dissolution of the Corporation proposed by or on behalf of an Interested Stockholder or any Affiliate of an Interested Stockholder, except that this provision shall not limit the right of stockholders to elect voluntarily to wind up or dissolve the Corporation; and

(v) any reclassification of the Corporation's securities (including any reverse stock split), recapitalization of the Corporation, merger of the Corporation with any Subsidiary or any other transaction (whether or not involving an Interested Stockholder) that has the effect, directly or indirectly, of increasing the proportionate beneficial ownership of an Interested Stockholder or any Affiliate of an Interested Stockholder in the outstanding shares of any class of equity or convertible securities of the Corporation or of any Subsidiary.

e. "Disinterested Director" shall mean any member of the Board of Directors of the Corporation who is not an Affiliate, Associate or representative of the Interested Stockholder that is involved with the Business Combination and was a member of the Board of Directors prior to the time that such Interested Stockholder became an Interested Stockholder, and any successor of a Disinterested Director who is not an Affiliate, Associate or representative of the Interested Stockholder that is involved with the Business Combination and is nominated for election as a director or elected as a director to succeed a Disinterested Director by a majority of the Disinterested Directors then on the Board of Directors.

f. "Interested Stockholder" shall mean any person (other than the Corporation or any Subsidiary) that:

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(i) is the beneficial owner, directly or indirectly, of 40% or more of the Voting Stock,

(ii) is an Affiliate of the Corporation and at any time during the prior two years was the beneficial owner, directly or indirectly, of 40% or more of the then outstanding Voting Stock; or

(iii) is an assignee of or has otherwise succeeded to any shares of Voting Stock of which an Interested Stockholder was the beneficial owner at any time during the prior two years, unless such assignment or succession occurs in a transaction that is a public offering within the meaning of the Securities Act of 1933;

provided however, that in determining whether a person is an Interested Stockholder, the number of shares of Voting Stock deemed to be outstanding shall include shares of which the Interested Stockholder is deemed to have beneficial ownership through application of paragraph c of this Section but shall not include any other shares of Voting Stock that may be issuable pursuant to any agreement, arrangement or understanding, or upon the exercise of conversion rights, exchange rights, warrants or options, or otherwise.

g. A "person" shall mean any individual, partnership, firm, corporation or other entity.

h. "Subsidiary" shall mean any corporation of which a majority of any class of equity security is owned, directly or indirectly, by the Corporation, *provided, however,* that for the purposes of paragraph f of this Section the term "Subsidiary" shall mean only a corporation of which a majority of each class of equity security is owned, directly or indirectly, by the Corporation.

i. "Voting Stock" shall mean the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of Directors and shall not mean the shares of capital stock of any predecessor corporation.

SECTION 3. Powers of the Board of Directors. For purposes of this Article Eighth, a majority of the Directors of the Corporation present at a meeting at which a quorum is present shall have the power and duty to determine in good faith, on the basis of information known to them after reasonable inquiry, (i) whether a person is an Interested Stockholder, (ii) the number of shares of Voting Stock of which a person is the beneficial owner, and (iii) whether a person is an Affiliate or Associate of another.

SECTION 4. Approval by Board of Directors. A Business Combination that is approved by a majority of the Disinterested Directors shall not require the approval of the stockholders pursuant to Section 5 of this Article Eighth.

SECTION 5. Approval by Stockholders. Unless a proposed Business Combination is approved by the Directors of the Corporation pursuant to Section 4 of this Article Eighth,

such Business Combination shall require the affirmative vote of the holders of at least 66 2/3% of the Voting Stock, voting together as a single class, excluding shares of Voting Stock that are beneficially owned by the Interested Stockholder that is involved with the Business Combination. Such affirmative vote shall be required notwithstanding the fact that no vote may be required by law, by this Certificate of Incorporation or the Bylaws of the Corporation, by any agreement with any national securities exchange, or otherwise.

SECTION 6. *No Effect on Fiduciary Obligations of Interested Stockholders.* contained in this Article Eighth shall be construed to relieve an Interested Stockholder of any fiduciary obligation imposed by law.

SECTION 7. *Amendment, Repeal or Modification.* Notwithstanding anything contained in this Certificate of Incorporation to the contrary, unless otherwise required by applicable law, the affirmative vote of the holders of at least 80% of the Voting Stock, voting together as a single class, shall be required to amend or repeal, or to adopt any provision inconsistent with, this Article Eighth.

NINTH. To the full extent permitted by the General Corporation Law of the State of Delaware or any other applicable law presently or hereafter in effect, no Director of the Corporation shall be personally liable to the Corporation or its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a Director of the Corporation. Any repeal or modification of this Article Ninth shall not adversely affect any right or protection of a Director of the Corporation existing immediately prior to such repeal or modification.

TENTH. Each person who is or was or had agreed to become a Director or officer of the Corporation, or while serving as a Director or officer of the Corporation is or was serving or who had agreed to serve at the request of the Board of Directors or an officer of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the fullest extent permitted by the General Corporation Law of the State of Delaware or any other applicable law as presently or hereafter in effect. The right to indemnification granted by this Article Tenth shall include the right to be paid in advance expenses incurred in defending a proceeding. The Corporation may, by action of the Board of Directors, provide indemnification to other employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of Directors and officers. The right of indemnification provided in this Article Tenth shall not be exclusive of any other rights to which any person seeking indemnification may otherwise be entitled, and shall be applicable to matters otherwise within its scope irrespective of whether such matters arose or arise before or after the adoption of this Article Tenth. Without limiting the generality or the effect of the foregoing, the Corporation may adopt Bylaws, or enter into one or more agreements with any person, which provide for indemnification greater or different than that provided in this Article Tenth. Notwithstanding anything contained in this Certificate of Incorporation to the contrary, unless otherwise required by applicable law, the amendment, repeal or adoption of any provision inconsistent with, this Article Tenth shall require the affirmative vote of the holders of at least 80% of the

Voting Stock (as defined in Article Fifth), voting together as a single class. Any amendment, repeal or adoption of any provision inconsistent with this Article Tenth shall not adversely affect any right or protection existing hereunder immediately prior to such amendment, repeal or adoption.

ELEVENTH. The Corporation shall be governed by Section 203 of the General Corporation Law of the State of Delaware as it may be amended from time to time.

TWELFTH. The name and mailing address of the incorporator is Cheryl Willeford, Jones, Day, Reavis & Pogue, 2603 Main Street, Suite 900, Irvine, California, 92714-6232.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinabove named, do hereby execute this Certificate of Incorporation this 24th day of June, 1996.


Cheryl Willeford
Incorporator