

RESTATED
CERTIFICATE OF INCORPORATION
OF
THREE-FIVE SYSTEMS, INC.

1. The name of the corporation (which is hereinafter referred to as the "Corporation") is **THREE-FIVE SYSTEMS, INC.**

2. The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on February 13, 1990, under the name T F Consolidation, Inc., a Restated Certificate of Incorporation for T F Consolidation, Inc. was filed with the Secretary of State of the State of Delaware on March 21, 1990 (the "Original Restated Certificate"). On April 30, 1990, the Corporation filed a Certificate of Merger of Electronic Research Associates, Inc., and Three-Five Systems, Inc. into T F Consolidation, Inc., as a result of which, the Restated Certificate of Incorporation was amended to change the name of the Corporation to Three-Five Systems, Inc.

3. This Restated Certificate of Incorporation has been duly proposed by resolutions adopted and declared advisable by the Board of Directors of the Corporation, duly adopted by the stockholders of the Corporation at a meeting duly called, and duly executed and acknowledged by the officers of the Corporation in accordance with the provisions of Sections 103, 242 and 245 of the General Corporation Law of the State of Delaware and, restates, integrates and further amends the provisions of the Original Restated Certificate and, upon filing with the Secretary of State in accordance with Section 103, shall thenceforth supersede the Original Restated Certificate and shall, as it may thereafter be amended in accordance with its terms and applicable law, be the Restated Certificate of Incorporation of the Corporation.

4. The text of the Original Restated Certificate is hereby amended and restated to read in its entirety as follows:

FIRST: The name of the corporation is **Three-Five Systems, Inc.** (the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801. The name of the Corporation's registered agent at that address is The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted by 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 it may be amended from time to time (the "GCL").

FOURTH: A. The total number of shares that the Corporation has authority to issue is Sixteen Million (16,000,000), which will be divided into the following classes and series:

Fifteen Million (15,000,000) shares of common stock, par value \$0.01 per share (the "Common Stock"); and

One Million (1,000,000) shares of serial preferred stock, par value \$0.01 per share (the "Serial Preferred Stock").

B. The Serial Preferred Stock may be issued from time to time in one or more series with such distinctive serial designations and: (i) may have such voting power, full or limited, or may be without such voting powers; (ii) may be subject to redemption at such time or times and at such prices; (iii) may be entitled to receive dividends (which may be cumulative or noncumulative) at such rate or rates, on such conditions, and at such times, and payable in preference to or in such relation to, the dividends payable on any other class or classes or series of stock; (iv) may have such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; (v) may be made convertible into, or exchangeable for, shares of any other class or classes of stock of the Corporation, at such price or prices or at such rates of exchange, and with such adjustments; and (vi) shall have each other relative, participating, optional or special rights, and qualifications, limitations or restrictions thereof, all as shall hereafter be stated and expressed in a resolution or resolutions providing for the issue of such Serial Preferred Stock from time to time adopted by the board of directors of the Corporation pursuant to authority so to do which is hereby vested in the board of directors.

FIFTH: A. The business and affairs of the Corporation shall be managed by or under the direction of a board of directors consisting of not fewer than three (3) nor more than

fifteen (15) directors, the exact number of directors to be determined from time to time by resolution adopted by affirmative vote of a majority of the entire board of directors.

B. Any director may be removed from office only by the affirmative vote of at least sixty-six and two-thirds percent (66-2/3%) of the combined voting power of the then outstanding shares of all classes and series of stock of the Corporation entitled to vote generally in the election of directors (the "Voting Stock"), voting together as a single class (it being understood that for the purposes of this Article 5(B), each share of the Voting Stock shall have the number of votes granted to it in accordance with Article FOURTH of this Restated Certificate of Incorporation).

Notwithstanding anything contained in this Restated Certificate of Incorporation to the contrary, and in addition to any other vote required by law, the affirmative vote of at least sixty-six and two-thirds percent (66-2/3%) of the combined voting power of the Voting Stock, voting together as a single class, shall be required to alter, amend, or repeal, or adopt any provision inconsistent with this Article 5(B).

SIXTH: A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the GCL.

If the GCL is amended after the date this Restated Certificate of Incorporation became effective under the GCL to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the GCL, as so amended from time to time.

Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such repeal or modification.

The provisions of this Article SIXTH shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability of a director that has not been eliminated by the provisions of this Article SIXTH.

SEVENTH: Every person who was or is a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative ("Proceeding"), by reason of the fact that he or she or a person of whom he or she is the legal representative is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust, employee benefit plan, or other enterprise, shall be indemnified and held harmless by the Corporation, and the Corporation shall advance expenses to such person, to the fullest extent legally permissible under the GCL, against all expenses, liabilities and losses (including attorneys' fees, judgments, fines and amounts paid in settlement) reasonably incurred or suffered by him or her in connection therewith. Nothing contained herein shall affect any rights to indemnification to which employees other than directors and officers may be entitled by law. No amendment or repeal of this Article SEVENTH shall apply to or have any effect on any right to indemnification provided hereunder with respect to any acts or omissions occurring prior to such amendment or repeal. The right of indemnification shall be a contract right that may be enforced in any manner desired by such person. The right of indemnification shall not be exclusive of any other right that such directors, officers or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaws, agreement, vote of stockholders, provision of law or otherwise, as well as their rights under this Article. Notwithstanding any other provision of this Article SEVENTH, no person shall be entitled to indemnification or advancement of expenses under this Article with respect to any Proceeding, or any claim therein,

brought or made by him against the Corporation, unless such Proceeding or claim is approved by the board of directors of the Corporation.

The board of directors may adopt bylaws from time to time with respect to indemnification to provide at all times the fullest indemnification permitted by the GCL, and may cause the Corporation to purchase and maintain insurance, at the Corporation's expense, on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person against such liability. The Corporation may also create a trust fund, grant a security interest and/or use other means (including, but not limited to, letters of credit, surety bonds and/or other similar arrangements), as well as enter into contracts providing indemnification to the full extent authorized or permitted by law and including as part thereof provisions with respect to any or all of the foregoing, to ensure the payment of such amounts as may become necessary to effect indemnification as provided therein, or elsewhere.

EIGHTH: Except as otherwise provided herein, the holders of the Common Stock may not act without a meeting. The bylaws of the Corporation shall not be made, repealed, altered, amended or rescinded by the stockholders of the Corporation except at an annual or special meeting of stockholders by the vote, in addition to any other vote required by law, of the holders of record of not less than sixty-six and two-thirds percent (66-2/3%) of the total voting power of the Voting Stock, considered for purposes of this Article EIGHTH as one class.

NINTH: In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Corporation is expressly authorized to make, alter or repeal the bylaws of the Corporation.

TENTH: Special meetings of the stockholders of the Corporation for any purpose or purposes may be called at any time by the board of directors or by a committee of the board of directors that has been duly designated by the board of directors and whose powers and authority, as provided in a resolution of the board of directors or in the bylaws of the Corporation, include the power to call such meetings. Special meetings of the stockholders of the Corporation may not be called by any other person or persons.

ELEVENTH: Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide. Meetings of stockholders 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 statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Corporation's board of directors or in the bylaws of the Corporation.

TWELFTH: The board of directors, when evaluating any (a) tender offer or invitation for tenders, or proposal to make a tender offer or request or invitation for tenders, by another party, for any equity security of the Corporation or (b) proposal or offer by another party to (i) merge or consolidate the Corporation or any subsidiary of the Corporation with another corporation, (ii) purchase or otherwise acquire all or a substantial portion of the properties or assets of the Corporation or any subsidiary thereof, or sell or otherwise dispose of to the Corporation or any subsidiary thereof all or a substantial portion of the properties or assets of such other party or (iii) liquidate, dissolve, reclassify the securities of, declare an extraordinary dividend or recapitalize or reorganize the Corporation, shall take into account all factors that the board of directors deems

relevant, including, without limitation, to the extent so deemed relevant, the potential impact on employees, customers, suppliers, partners, joint venturers and other constituents of the Corporation and the communities in which the Corporation operates.

THIRTEENTH: The provisions set forth in this Article THIRTEENTH and in Articles 5(B) (dealing with removal of directors), EIGHTH (dealing with the alteration of bylaws by the stockholders) and TENTH (dealing with special meetings of the stockholders) herein may not be repealed or amended in any respect, and no article imposing cumulative voting in the election of directors may be added, unless such action is approved by the affirmative vote of not less than sixty-six and two-thirds percent (66-2/3%) of the Voting Stock, considered for purposes of this Article THIRTEENTH as one class. The voting requirements contained in Article 5(B), Article EIGHTH and this Article THIRTEENTH shall be in addition to the voting requirements imposed by law, other provisions of this Restated Certificate of Incorporation or any certificate of designation providing for the creation and issuance of Serial Preferred Stock preferences in favor of certain classes or series of classes of shares of the Corporation.

FOURTEENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation. Notwithstanding the foregoing, the provisions set forth in Articles 5(B), EIGHTH, TENTH and THIRTEENTH may not be repealed or amended in any respect unless such repeal or amendment is approved as specified in Article THIRTEENTH herein.

IN WITNESS WHEREOF, this Restated Certificate of Incorporation has been signed
this 20th day of April, 1994.

THREE-FIVE SYSTEMS, INC.

By David P. Buchann
President

[SEAL]

ATTEST:

By Thomas L. Schoenlock
Secretary