

03-06-2001

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FORA (Rev.)



REGISTRATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

TI

To file thereon.

101626459

and 1

02-16-2001

Attached original documents or copy

1. Name of conveying party(ies):
 Titan Acquisition Corp. No. 2

Individual(s) Association

General Partnership Limited Partnership

Corporation-Delaware

Other

Additional name(s) of conveying party(ies) attached? Yes No

U.S. Patent & TMOR/TM Mail Reg. or file as of receiving party(ies):

Name: NVIDIA U.S. Investment Company

Internal Address: _____

Street Address: 3535 Monroe Street

City: Santa Clara State: CA ZIP 95051

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-Delaware _____

Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No

(Designation must be a separate document from Assignment).
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger

Security Agreement Change of Name

Other _____

Execution Date: December 28, 2000

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

75/671,697	75/697,512	75/660,228
75/641,172	75/660,227	75/432,892
75/446,251	75/432,891	75/598,341
78/027,340		

B. Trademark Registration No.(s)

2,391,376	2,076,764	2,083,430
2,157,234	2,100,112	

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Cooley Godward LLP

Internal Address: Anne H. Peck

Street Address: 5 Palo Alto Square
3000 El Camino Real

City: Palo Alto State: CA ZIP 94306-2155

6. Total number of applications and registration involved: 15

7. Total fee (37 CFR 3.41):.....
\$ 390

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
03-3118 Attn: N0080-208
 (Attach duplicate copy of this page if paying by deposit account)

03/05/2001 DRYRNE 00000044 75671697
 01 RC:481 40.00 DP
 02 RC:482 350.00 DP

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9. Statement and signature.
 To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Anne H. Peck 2/12/01
 Anne H. Peck Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "TITAN ACQUISITION CORP. NO.2", CHANGING ITS NAME FROM "TITAN ACQUISITION CORP. NO.2" TO "NVIDIA US INVESTMENT COMPANY", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JANUARY, A.D. 2001, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 0935334

DATE: 01-25-01

02/08/2001 THU 14:18 [TX/RX NO 9936] 002

02/08/2001 THU 14:30 [TX/RX NO 9718] 002

TRADEMARK

REEL: 002244 FRAME: 0559

02/08/2001 14:29 FAX 8508497400

COOLEY GODWARD HN #5

+ PALO ALTO

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Feb-08-01 02:10pm From-COOLEY GODWARD LLP

+38

T-401 P.03/05 F-848

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TELEP 09:00 AM 02/24/2001
01008987 - 3830681

**CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION OF
TITAN ACQUISITION CORP. NO. 2**

TITAN ACQUISITION CORP. NO. 2, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "General Corporation Law"), does hereby certify as follows:

FIRST: The name of the corporation is TITAN ACQUISITION CORP. NO. 2 (the "Corporation").

SECOND: The initial Certificate of Incorporation of the Corporation was filed with the Secretary of State on December 14, 2000.

THIRD: The Board of Directors of the corporation, acting in accordance with the provisions of Sections 141(f) and 242 of the General Corporation Law of the State of Delaware, adopted resolutions to amend and rename Section 1 to read in full as follows:

"1. The name of this corporation is NVIDIA DE INVESTMENT COMPANY."

FOURTH: Thereafter, pursuant to a resolution of the Board of Directors, this Certificate of Amendment was submitted to the stockholders of the corporation for their approval and was approved by them in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, TITAN ACQUISITION CORP. NO. 2 has caused this Certificate of Amendment of Certificate of Incorporation to be signed by its Chief Financial Officer and attested to by its Secretary this 28th day of December, 2000.

CB Haber
Christopher B. Haber, Chief Financial Officer

Stephen Feulgraw
Stephen Feulgraw, Secretary

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02/08/2001 THU 14:30 [TX/RX NO 9718] 003

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RECORDED: 02/16/2001

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