

State of Idaho

Office of the Secretary of State

CERTIFICATE OF REGISTRATION

OF

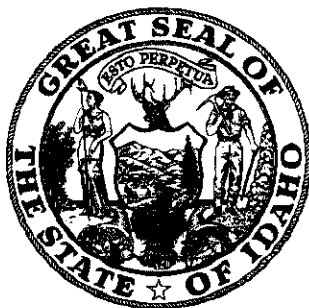
VTECH INNOVATION L.P.

File Number **L4359**

I Pete T. Cenarrusa, Secretary of State of the State of Idaho, hereby certify that an Application for Registration, duly executed pursuant to the provisions of the Idaho Limited Partnership Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Registration to transact business in this State and attach hereto a duplicate of the Application for Registration.

Dated: March 24, 2000



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alice T. Dine*

APPLICATION FOR REGISTRATION OF FOREIGN LIMITED PARTNERSHIP

(Instructions on back of application)

To the Secretary of State of Idaho:

Pursuant to the Chapter 2, Title 53, Idaho Code, the undersigned Limited Partnership hereby applies for registration to transact business in Idaho, and for that purpose submits the following statement:

1. The name of the limited partnership is VTech Innovation L.P.

2. The name which it shall use in Idaho is Advanced American Telephones

3. It was organized under the laws of Delaware on February 14, 2000
(state of organization) (date)

4. The address of its registered or principal office in the state or country under the laws of which it is organized is 1013 Centre Road, Wilmington, Delaware 19805

5. The name and street address of its proposed registered agent in Idaho are CT Corporation System
c/o CT Corporation System, 300 North 6th Street, Boise, Idaho 83702

6. The address at which a list of the names, addresses and contributions of the limited partners is kept is:
1013 Centre Road, Wilmington, Delaware 19805

(The limited partnership agrees to keep the list until its registration is cancelled or withdrawn.)

7. The name and business address of each general partner are:

Name	Address
<u>VTech Revolution (USA) LLC</u>	<u>1013 Centre Road, Wilmington, Delaware</u> <u>19805</u>
_____	_____
_____	_____
_____	_____

IDAHO SECRETARY OF STATE

Dated March 10, 2000

By Paul Anthony Murphy
A General Partner

03/10/2000 10:00 AM

03/10/2000 10:00 AM
CK: 132117849 CT: 4567 SH: 382476

1 @ 100.00 = 100.00 REG FOR LP # 3
1 @ 20.00 = 20.00 EXPEDITE C # 4

L 4359

FILED/EFFECTIVE
MAR 21 2000

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VTECH INNOVATION L.P." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF MARCH, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0319065

DATE: 03-16-00