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AUG 24 1994

ARTICLES OF INCORPORATION

OF

3D/FX, INC.

Tony Miller
Acting Secretary of State

ARTICLE I

The name of this corporation is 3D/fx, 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

The name and address in the State of California of this corporation's initial agent for service of process is:

Nancy Dusseau
404 Tasman Drive
Sunnyvale, California 95089

ARTICLE IV

This corporation is authorized to issue one class of stock, to be designated "Common Stock." The total number of shares of Common Stock that this corporation is authorized to issue is 4,000,000 shares.

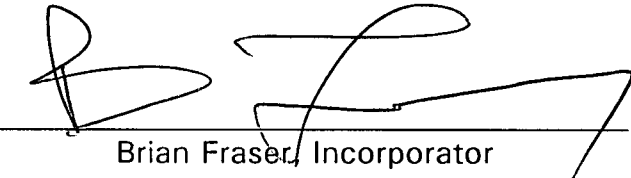
ARTICLE V

1. Limitation of Directors' Liability. The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

2. Indemnification of Corporate Agents. This corporation is authorized to indemnify the directors and officers of this Corporation to the fullest extent permissible under California law.

3. Repeal or Modification. Any repeal or modification of this Article V or any provision hereof shall not adversely affect any right of indemnification or limitation of liability of any agent of this corporation relating to acts or omissions occurring prior to such repeal or modification.

Dated: August 23, 1994


Brian Fraser, Incorporator