

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

KOPIN CORPORATION

Kopin Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows: (i) the corporation's original Certificate of Incorporation was filed on April 23, 1984, (ii) a Certificate of Amendment of the Certificate of Incorporation and a Certificate of Stock Designation of the Corporation were filed on April 18, 1985, (iii) a Certificate of Amendment of the Certificate of Incorporation was filed on December 31, 1986, (iv) a Certificate of Amendment of the Certificate of Incorporation was filed on September 7, 1988 and (v) a Certificate of Amendment of the Certificate of Incorporation was filed on February 18, 1992. This Amended and Restated Certificate of Incorporation restates and integrates all amendments to such Restated Certificate of Incorporation filed with the Secretary of State of Delaware subsequent thereto, further amends such Restated Certificate of Incorporation and has been duly adopted by the stockholders of the corporation in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware.

FIRST: The name of the corporation is:

KOPIN CORPORATION

SECOND: The address of its registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust 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 Delaware.

FOURTH: The total number of shares of capital stock which the corporation shall have authority to issue is as follows:

Class of Stock	Without	With	Aggregate	
	Par Value No. of Shares	Par Value No. of Shares	Par Value	Amount
Preferred	None	3,000	\$.01	\$ 30.00
Common	None	15,000,000	\$.01	\$150,000.00

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A. PREFERRED STOCK, \$.01 PAR

The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized to establish and designate the different series and to fix and determine the voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, as shall be stated in a resolution or resolutions providing for the issue of such series adopted by the Board of Directors, which powers, preferences, rights, qualifications, limitations and restrictions need not be uniform among series. Any of the voting powers, designations, preferences, rights and qualifications, limitations or restrictions of any such series of stock may be made dependent upon facts ascertainable outside the resolution or resolutions providing for the issue of such stock adopted by the Board of Directors, provided that the manner in which such facts shall operate upon the voting powers, designations, preferences, rights and qualifications, limitations or restrictions of such series of stock is clearly and expressly set forth in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors.

Any resolution or resolutions adopted by the Board of Directors pursuant to the authority vested in them by this Article Fourth shall be set forth in a certificate of designations along with the number of shares of stock of such series as to which the resolution or resolutions shall apply and such certificate shall be executed, acknowledged, filed, recorded, and shall become effective, in accordance with §103 of the General Corporation Law of the State of Delaware. Unless otherwise provided in any such resolution or resolutions, the number of shares of stock of any such series to which such resolution or resolutions apply may be increased (but not above the total number of authorized shares of the class) or decreased (but not below the number of shares thereof then outstanding) by a certificate likewise executed, acknowledged, filed and recorded, setting forth a statement that a specified increase or decrease therein has been authorized and directed by a resolution or resolutions likewise adopted by the Board of Directors. In case the number of such shares shall be decreased, the number of shares so specified in the certificate shall resume the status which they had prior to the adoption of the first resolution or resolutions. When no shares of any such class or series are outstanding, either because none were issued or because none remain outstanding, a certificate setting forth a resolution or resolutions adopted by the Board of Directors that none of the authorized shares of such class or series are outstanding, and that none will be issued subject to the certificate of designations previously filed with respect to such class or series, may be executed, acknowledged, filed and recorded in the same manner as previously described and it shall have the effect of eliminating from the certificate of incorporation all matters set forth in the certificate of designations with respect to such class

or series of stock. If no shares of any such class or series established by a resolution or resolutions adopted by the Board of Directors have been issued, the voting powers, designations, preferences and relative, participating, optional or other rights, if any, with the qualifications, limitations or restrictions thereof, may be amended by a resolution or resolutions adopted by the Board of Directors. In the event of any such amendment, a certificate which (1) states that no shares of such class or series have been issued, (2) sets forth the copy of the amending resolution or resolutions and (3) if the designation of such class or series is being changed, indicates the original designation and the new designation, shall be executed, acknowledged, filed, recorded, and shall become effective, in accordance with §103 of the General Corporation Law of the State of Delaware.

B. COMMON STOCK, \$.01 PAR

1. Dividends

The holders of record of shares of Common Stock shall be entitled to receive such dividends as may be declared by the Board of Directors from time to time out of any funds of the corporation at the time legally available for the payment of dividends, subject to the dividend rights of outstanding shares of the corporation's Preferred Stock.

2. Liquidation

In the event of any liquidation, dissolution, or winding up of the corporation, whether voluntary or involuntary, the holders of record of shares of Common Stock shall be entitled to receive pro rata the assets of the corporation available for distribution, after the holders of outstanding shares of Preferred Stock shall have received such payment or distribution from the assets of the corporation as they shall be entitled to receive.

The merger or consolidation of the corporation into or with any other corporation, the merger of any other corporation into it, or the sale or lease of all or substantially all of the assets of the corporation shall not be deemed to be a liquidation, dissolution, or winding up of the corporation for the purposes of this Section B(2).

3. Voting Rights

Subject to any voting rights that may be granted by the Board of Directors to holders of the Preferred Stock or of any one or more series thereof, all the voting power of the corporation shall be vested, as to all matters requiring stockholder approval, in the Common Stock. Each holder of record of a share or shares of Common Stock shall have the right to one vote per share.

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#### 4. No Preemptive Rights

The holders of record of shares of Common Stock shall not have any preemptive rights to subscribe to any additional issue of capital stock or to any security convertible into such stock.

FIFTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation and for defining and regulating the powers of the corporation and its directors and stockholders and are in furtherance and not in limitation of the powers conferred upon the corporation by statute:

(a) Directors need not be stockholders. The election of directors need not be by written ballot.

(b) (i) The number of directors of the corporation shall be such number, not less than three nor more than thirteen, as shall be specified from time to time in the manner provided in the by-laws, provided that no action decreasing the number of directors shall have the effect of shortening the term of any incumbent director and provided further that no action shall be taken by the directors (whether through amendment to the by-laws or otherwise) to increase the number of directors as specified from time to time unless at least three-quarters (3/4) of the directors then in office shall concur in said action.

(ii) Notwithstanding anything to the contrary in this Amended and Restated Certificate of Incorporation or the by-laws of the corporation, (A) vacancies and newly created directorships, whether resulting from an increase in the size of the Board of Directors, from the death, resignation, disqualification or removal of a director or otherwise, shall be filled solely by the affirmative vote of a majority of the remaining directors then in office, or by the sole remaining director, even though less than a quorum of the Board of Directors, (B) any director elected in accordance with clause (A) of this paragraph (iii) shall hold office for the remainder of the full term of the class of directors in which the vacancy occurred or the new directorship was created and until such director's successor shall have been elected and qualified, (C) the number of directors shall be fixed only by a vote of the Board of Directors, (D) no decrease in the number of directors constituting the board of directors shall shorten the term of any incumbent directors and (E) stockholders may effect the removal of any director or directors only for cause, any such removal for cause requiring the affirmative vote of holders of at least a majority of the shares outstanding and entitled to vote in the election of directors.

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(c) The Board of Directors shall have the power and authority:

(1) to adopt, amend or repeal by-laws of the corporation, subject only to such limitation, if any, as may be from time to time imposed by law or by the by-laws; and

(2) to the full extent permitted or not prohibited by law, and without the consent of or other action by the stockholders, to authorize or create mortgages, pledges or other liens or encumbrances upon any or all of the assets, real, personal or mixed, and franchises of the corporation, including after-acquired property, and to exercise all of the powers of the corporation in connection therewith; and

(3) subject to any provision of applicable statute or of the by-laws, to determine whether, to what extent, at what times and places and under what conditions and regulations the accounts, books and papers of the corporation (other than the stock ledger), or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, book or paper of the corporation except as conferred by statute or authorized by the by-laws or by the Board of Directors.

(d) A merger or consolidation between the corporation and any other corporation or business entity that requires the approval of the stockholders of the corporation under the provisions of the Delaware General Corporation Law in effect from time to time, or a sale, lease or exchange of all or substantially all of the assets of the corporation, or a voluntary dissolution of the corporation, may be authorized only by the affirmative vote of holders of at least a majority of the outstanding capital stock of the corporation entitled to vote thereon (including the affirmative vote of holders of at least a majority of any class or series of capital stock entitled to vote separately thereon).

(e) No action required to be taken or which may be taken at any annual or special meeting of stockholders of the corporation may be taken by written consent of stockholders, unless a consent or consents in writing, setting forth the action so taken, is signed by the holders of all outstanding shares of capital stock of the corporation entitled to vote thereon. Any such consent or consents shall be delivered to the corporation by delivery to its registered office in the State of Delaware, its principal place of business, or an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Delivery made to the corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

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(f) The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

(g) Article Fourth A, Article Fifth (b), Article Fifth (c), Article Fifth (d), Article Fifth (e), Article Fifth (f) and this Article Fifth (g) of this Amended and Restated Certificate of Incorporation, may be amended only by the vote of holders of at least a majority of the capital stock of the corporation issued, outstanding and entitled to vote (including the holders of at least a majority of the issued and outstanding shares of any class or series entitled to vote separately thereon).

**SIXTH:** The corporation shall indemnify each director and officer of the corporation, his heirs, executors and administrators, and may indemnify each employee and agent of the corporation, his heirs, executors, administrators and all other persons whom the Corporation is authorized to indemnify under the provisions of the General Corporation Law of the State of Delaware, to the extent permitted by law (a) against all expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, or in connection with any appeal therein, or otherwise, and (b) against all expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of any action or suit by or in the right of the corporation, or in connection with any appeal therein, or otherwise; and no provision to this Article 6 is intended to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred by the General Corporation Law of the State of Delaware upon the corporation to furnish, or upon any court to award, such indemnification, or indemnification as otherwise authorized pursuant to the General Corporation Law of the State of Delaware or any other law now or hereafter in effect.

The Board of Directors of the corporation may, in its discretion, authorize the corporation to purchase and maintain insurance 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, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the foregoing paragraph of this Article 6.

**SEVENTH:** No director of the corporation shall be personally liable to the corporation or to any of its stockholders for monetary damages for breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability; provided, however, that to the extent

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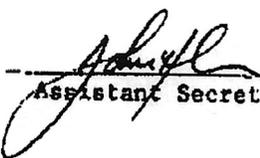
required from time to time by applicable law, this Article Sixth shall not eliminate or limit the liability of a director, to the extent such liability is provided by applicable law, (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Title 8 of the Delaware Code, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Sixth shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

**EIGHTH:** The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter permitted by statute, subject to the provisions hereof, and all rights conferred upon stockholders are granted subject to this reservation.

THE UNDERSIGNED, being the Chief Executive Officer of the corporation does make this certificate, hereby declaring and certifying, under penalties of perjury, that this is the act and deed of the corporation, duly adopted by its shareholders pursuant to §245 of the General Corporation Law of the State of Delaware, and the facts stated herein are true, and accordingly have hereunto set my hand this thirteenth day of April, 1992.

  
Chief Executive Officer

Attest:

  
Assistant Secretary

**CERTIFICATE OF AMENDMENT**  
**OF**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**KOPIN CORPORATION**

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Kopin Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of Kopin Corporation, resolutions were duly adopted setting forth a proposed amendment to the Restated Certificate of Incorporation of said corporation, declaring said amendment to be advisable and directing the holders of Common Stock of said corporation to consider said amendment and to indicate their approval and adoption thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED: That the first sentence of Article Fourth of the Restated Certificate of Incorporation of the Corporation be and it hereby is amended to read as follows:

FOURTH: The total number of shares of capital stock which the corporation shall have authority to issue is as follows:

<u>Class of Stock</u>	<u>Without Par Value No. of Shares</u>	<u>With Par Value No. of Shares</u>	<u>Par Value</u>	<u>Aggregate Amount</u>
Preferred	None	3,000	\$.01	\$ 30.00
Common	None	20,000,000	\$.01	\$200,000.00

RESOLVED: That except as expressly amended hereby no other aspect of such Article Fourth shall be modified hereby.

SECOND: That thereafter, pursuant to said resolutions of its Board of Directors, the holders of record of not less than a majority of the issued and outstanding shares of Common Stock, par value \$.01 per share, of said corporation, representing not less than the minimum number of votes necessary to authorize and take the actions set forth therein, duly adopted said amendment at a special meeting of the holders of Common Stock called for such purpose in accordance with Sections 211 and 222 of the General Corporation Law of the State of Delaware.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Kopin Corporation has caused this certificate to be signed by Paul J. Mitchell, its Chief Financial Officer, this 28th day of March, 1996

KOPIN CORPORATION

BY: Paul J. Mitchell  
Chief Financial Officer