

EXHIBIT 3.1

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RESTATED CERTIFICATE OF INCORPORATION

OF

UNIVERSAL ELECTRONICS INC.

UNIVERSAL ELECTRONICS INC., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The original Certificate of Incorporation was filed with the Secretary of State on November 21, 1986 under the name "Universal Electronics Inc.", a Restated Certificate of Incorporation was filed on March 23, 1989, and a Certificate of Amendment was filed on October 4, 1990.

2. This Restated Certificate of Incorporation restates, integrates and further amends the Restated Certificate of Incorporation of this Corporation, as amended. Among other amendments to the Restated Certificate of Incorporation, the number of shares of Common Stock which this Corporation is authorized to issue is increased from 10,000 to 10,000,000 shares and the par value per share of Common Stock is changed from having no par value to par value \$0.01 per share. Also, by this Restated Certificate of Incorporation, the Corporation is authorized to issue 1,000,000 shares of Preferred Stock, par value \$0.01 per share. In connection with such amendments, each share of Common Stock, without par value, of the Corporation issued when this Restated Certificate of Incorporation becomes effective shall be reclassified and changed into 2,000 shares of Common Stock, par value \$.01 per share, of the Corporation.

3. This Restated Certificate of Incorporation amends and restates the Corporation's Restated Certificate of Incorporation, as amended, to read in its entirety as follows:

FIRST. The name of the Corporation is:

UNIVERSAL ELECTRONICS INC.

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

THIRD. The nature of business to be conducted or promoted and 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 the State of Delaware.

FOURTH.

Part I. Aggregate Number of Shares. The aggregate number of shares of stock which the Corporation has authority to issue is 11,000,000 shares, consisting of:

1. 1,000,000 shares of Preferred Stock, par value \$5.01 per share (the "Preferred Stock"); and
2. 10,000,000 shares of Common Stock, par value \$5.01 per share (the "Common Stock").

Part II. Preferences, Limitations, Designations and Relative Rights. The respective preferences, limitations, designations, and relative rights of the Preferred Stock and the Common Stock are as follows:

1. Terms Applicable to the Preferred Stock. The Preferred Stock may be issued from time to time in one or more series. Subject to the limitations set forth herein and any limitations prescribed by the General Corporation Law of the State of Delaware, the Board of Directors is expressly authorized, prior to issuance of any series of Preferred Stock, to fix by resolution or resolutions providing for the issue of any series, the number of shares included in such series, and the designations, relative powers, preferences and rights, and the qualifications, limitations or restrictions of such series. Pursuant to the foregoing general authority vested in the Board of Directors, but not in limitation of the powers conferred on the Board of Directors thereby and by the General Corporation Law of the State of Delaware, the Board of Directors is expressly authorized to determine with respect to each series of Preferred Stock:

(a) the designation or designations of such series and the number of shares (which number from time to time may be decreased by the Board of Directors, but not below the number of such shares of such series then outstanding, or may be increased by the Board of Directors unless otherwise provided in the resolution creating such series) constituting such series;

(b) the rate or amount and times at which, and the preferences and conditions under which, dividends shall be payable on shares of such series, the status of such dividends as cumulative or non-cumulative, the date or dates from which dividends, if cumulative, shall accumulate, and the status of such shares as participating or non-participating after the payment of dividends as to which such shares are entitled to any preference:

(c) the rights and preferences, if any, of the holders of shares of such series upon the liquidation, dissolution or winding up of the affairs of, or upon any distribution of the assets of, the Corporation, which amount may vary depending upon whether such liquidation, dissolution or winding up is voluntary or involuntary and, if voluntary, may vary at different dates, and the status of the shares of such series as participating or non-participating after the satisfaction of any such rights and preferences;

(d) the full or limited voting rights, if any, to be provided for shares of such series, in addition to the voting rights provided by the General Corporation Law of the State of Delaware;

(e) the times, terms and conditions, if any, upon which shares of such series shall be subject to redemption, including the amount holders of shares of such series shall be entitled to receive upon redemption (which amount may vary under different conditions or at different redemption dates) and the amount, terms, conditions and manner of operation of any purchase, retirement or sinking fund to be provided for the shares of such series;

(f) the rights, if any, of holders of shares of such series to convert such shares into, or to exchange such shares for, shares of any other class or classes or any other terms and conditions applicable to such conversion or exchange;

(g) the limitations, if any, applicable while such series is outstanding on the payment of dividends or making of distributions on, or the acquisition or redemption of, Common Stock or any other class of shares, either as to dividends or upon liquidation, to the shares of such series;

(h) the conditions or restrictions, if any, upon the issuance of any additional shares (including additional shares of such series or any other series or of any other class) ranking on a parity with or prior to the shares of such series either as to dividends or upon liquidation; and

(i) any other relative powers, preferences and participating, optional or other special rights, and the qualifications, limitations or restrictions of shares of such series, including without limitation, any preemptive rights or rights to amend the Restated Certificate of Incorporation or By-Laws of the Corporation;

in each case, so far as not inconsistent with the provisions of this Restated Certificate of Incorporation, or the General Corporation Law of the State of Delaware as then in effect. All shares of Preferred Stock shall be identical and of equal rank except in respect to the particulars that may be fixed by the Board of Directors as provided above and the times from which cumulative dividends, if any, thereon shall be cumulative.

2. Terms Applicable to the Common Stock. Each share of Common Stock shall have one vote upon all matters to be voted on by the holders of the Common Stock, and shall be entitled to participate ratably in all dividends payable with respect to the Common Stock and to share ratably, subject to the rights and preferences of any Preferred Stock, in all assets of the Corporation in the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation, or upon any distribution of all or substantially all of the assets of the Corporation. Neither the consolidation nor merger of the Corporation into or with any other corporation or corporations, nor the sale or transfer by the Corporation of all or any part of its assets, nor the reduction of the capital stock of the Corporation, shall be deemed to be a liquidation, dissolution, winding up, or distribution of all or substantially all of the assets of the Corporation within the meaning of this Paragraph 2.

3. Terms and Provisions Applicable to the Preferred Stock and the Common Stock. Except as otherwise provided by the General Corporation Law of the State of Delaware or by any resolution adopted by the Board of Directors fixing the relative powers, preferences and rights and the qualifications, limitations or restrictions of any series of Preferred Stock: (a) the entire voting power of the shares of the Corporation for the election of directors and for all other purposes, as well as all other rights pertaining to shares of the Corporation, shall be vested exclusively in the Common Stock; b) no holder of stock of the Corporation shall have any cumulative voting rights in the election of directors or in any other circumstances; and (c) no holder of shares of any class of stock of the Corporation shall, by means of such holding, have any preemptive right to purchase, subscribe for or otherwise acquire shares of any class of stock of the Corporation or any security convertible into, or any warrant, option or right to purchase, subscribe for or otherwise acquire shares of any class of stock of the Corporation, whether now or hereafter

authorized, and whether issued for cash or other consideration, or by way of dividend.

FIFTH. In furtherance and not in limitation of the powers conferred by the General Corporation Law of the State of Delaware, the Board of Directors is expressly authorized to make, alter or repeal the By-laws of the Corporation.

SIXTH. The number of directors of the Corporation shall be fixed from time to time by or pursuant to the By-laws of the Corporation. Election of directors need not be by written ballot unless the By-laws so provide. Advance notice of nomination for the election of directors other than by the Board of Directors or a duly authorized committee thereof or any authorized officer of the Corporation to whom the Board of Directors or such committee shall have delegated such authority, and information concerning nominees shall be given in the manner provided in the By-laws.

SEVENTH. The Corporation shall indemnify, to the full extent that it shall have power under applicable law to do so and in a manner permitted by such law, any person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation against liabilities and expenses reasonably incurred or paid by such person in connection with such action, suit or proceeding. The Corporation may indemnify, to the full extent that it shall have power under applicable law to do so and in a manner permitted by such law, any person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an 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 liabilities and expenses reasonably incurred or paid by such person in connection with such action, suit or proceeding. The words "liabilities" and "expenses" shall include, without limitation: liabilities, losses, damages, judgments, fines, penalties, amounts paid in settlement, expenses, attorneys' fees and costs. The indemnification provided by or granted pursuant to this Article SEVENTH shall not be deemed exclusive of any other rights to which any person indemnified or being advanced expenses may be entitled under any statute, By-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be such director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

The Corporation may purchase and maintain insurance on behalf of any person referred to in the preceding paragraph against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article SEVENTH or otherwise.

For purposes of this Article SEVENTH, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article SEVENTH with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued.

The provisions of this Article SEVENTH shall be deemed to be a contract between the Corporation and each director or officer who serves in any such capacity at any time while this Article SEVENTH and the relevant provisions of the General Corporation Law of the State of Delaware or other applicable law, if any, are in effect, and any repeal or modification of such law or of this Article SEVENTH shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

For purposes of this Article SEVENTH, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such director, officer, employee or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner not opposed to the best interests of the Corporation.

EIGHTH.Part I. Vote Required for Certain Business Combinations

1. Higher Vote for Certain Business Combinations. In addition to any affirmative vote required by the General Corporation Law of the State of Delaware or this Restated Certificate of Incorporation, and except as otherwise expressly provided in Part II of this Article EIGHTH:

(a) any merger, consolidation, or share exchange of the Corporation or any Subsidiary (as hereinafter defined) with or involving (i) any Interested Stockholder (as hereinafter defined) or (ii) any other corporation (whether or not itself an Interested Stockholder) which is, or after such merger, consolidation, or share exchange would be, an Affiliate (as hereinafter defined) or an Associate (as hereinafter defined) of an Interested Stockholder; or

(b) any sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of transactions) to or with any Interested Stockholder or any Affiliate or Associate of any Interested Stockholder (other than the Corporation or any Subsidiary) of any assets of the Corporation or any Subsidiary having, at the time the transaction or transactions are approved by the Board of Directors of the Corporation, an aggregate Fair Market Value (as hereinafter defined) equal to 10% or more of the Corporation's consolidated net worth as of its then most recent fiscal year end; or

(c) the issuance or transfer by the Corporation or any Subsidiary (in one transaction or a series of transactions) of any securities of the Corporation or any Subsidiary having an aggregate Fair Market Value of 5% or more of the total Fair Market Value of the outstanding stock of the Corporation to any Interested Stockholder or any Affiliate or Associate of any Interested Stockholder other than the Corporation or any Subsidiary, except (i) pursuant to the exercise of any warrant or rights to purchase securities offered pro rata to all holders of the Corporation's Voting Stock (as hereinafter defined) or any other method affording substantially proportionate treatment to the holders of Voting Stock or (ii) pursuant to the exercise of any conversion rights granted to holders of any series of Preferred Stock of the Corporation; or

(d) the adoption of any plan or proposal for the liquidation or dissolution of the Corporation proposed

by, or in which anything other than cash will be received by, an Interested Stockholder or any Affiliate or Associate of any Interested Stockholder; or

(e) any reclassification of securities (including any reverse stock split), or recapitalization of the Corporation, or any merger, consolidation, or share exchange of the Corporation with or involving any of its Subsidiaries which has the effect, directly or indirectly, of increasing the proportionate share of the outstanding shares of any class of equity or convertible securities of the Corporation or any Subsidiary which is directly or indirectly owned by any Interested Stockholder or any Affiliate or Associate of any Interested Stockholder;

shall require (i) the affirmative vote of the holders of at least 66-2/3% of the combined voting power of the then outstanding shares of all classes and series of the Corporation entitled to vote generally in the election of directors (the "Voting Stock"), voting together as a single class and (ii) the affirmative vote of a majority of the combined voting power of the then outstanding Voting Stock held by Disinterested Stockholders (as hereinafter defined). Such affirmative vote shall be required notwithstanding the fact that no vote may be required, or that a lesser percentage may be specified by law, or in any agreement with any national securities exchange or otherwise.

2. Definition of "Business Combination." The term "Business Combination" as used in this Article EIGHTH shall mean any transaction which is referred to in any one or more of clauses (a) through (e) of Paragraph 1 of this Part I.

Part II. When Higher Vote is Not Required. The provisions of Part I will not be applicable to any particular Business Combination, and such Business Combination shall require only such affirmative vote as is required by the General Corporation Law of the State of Delaware and by any other provision of this Restated Certificate of Incorporation, as may be amended or restated from time to time, if all of the conditions specified in either of the following Paragraphs 1 or 2 of this Part II are met:

1. Approval by Disinterested Directors. The Business Combination shall have been approved by two-thirds of the Disinterested Directors (as hereinafter defined).

2. Price and Procedural Requirements. All of the following conditions shall have been met:

(a) The aggregate amount of the cash and the Fair Market Value as of the date of the consummation of the

Business Combination of consideration other than cash to be received per share by holders of Common Stock in such Business Combination shall be at least equal to the higher of the following:

(i) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid by the Interested Stockholder or any Affiliate or Associate of the Interested Stockholder to acquire any shares of Common Stock beneficially owned by the Interested Stockholder which were acquired (A) within the two year period immediately prior to the first public announcement of the terms of the proposed Business Combination (the "Announcement Date") or (B) in the transaction in which it became an Interested Stockholder, whichever is higher; and

(ii) the Fair Market Value per share of Common Stock on the first trading date after the Announcement Date or on the first trading date after the date of the first public announcement that the Interested Stockholder became an Interested Stockholder (the "Determination Date"), whichever is higher.

(b) The aggregate amount of the cash and the Fair Market Value as of the date of the consummation of the Business Combination of consideration other than cash to be received per share by holders of outstanding shares other than Common Stock shall be at least equal to the highest of the following (it being intended that the requirements of this clause (b) shall be required to be met with respect to every class and series of outstanding shares other than Common Stock, whether or not the Interested Stockholder or any Affiliate or Associate of the Interested Stockholder has previously acquired any shares of a particular class or series):

(i) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid by the Interested Stockholder or any Affiliate or Associate of the Interested Stockholder to acquire any shares of each class or series beneficially owned by the Interested Stockholder which were acquired (A) within the two year period immediately prior to the Announcement Date or (B) in the transaction in which it became an Interested Stockholder, whichever is higher;

(ii) the highest preferential amount per share to which the holders of shares of such class or

series are entitled in the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary;

(iii) the Fair Market Value per share of such class or series on the first trading date after the Announcement Date or on the Determination Date, whichever is higher; and

(iv) the amount equal to the Fair Market Value per share of such class or series determined pursuant to subclause (iii) above times the highest value obtained in calculating the following quotient for each class or series of which the Interested Stockholder has acquired shares within the two year period ending on the Announcement Date: (x) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid by the Interested Stockholder or any Affiliate or Associate of the Interested Stockholder for any shares of such class or series acquired within such two-year period divided by (y) the Fair Market Value per share of such class or series on the first day in such two-year period on which the Interested Stockholder or any Affiliate or Associate of the Interested Stockholder acquired any shares of such class or series.

(c) The consideration to be received by holders of a particular class or series of outstanding shares shall be in cash or in the same form as the Interested Stockholder or any Affiliate or Associate of the Interested Stockholder has previously paid to acquire shares of such class or series beneficially owned by the Interested Stockholder. If the Interested Stockholder or any Affiliate or Associate of the Interested Stockholder has paid for shares of any class or series with varying forms of consideration, the form of consideration for such class or series shall be either cash or the form used to acquire the largest number of shares of such class or series beneficially owned by the Interested Stockholder.

(d) After such Interested Stockholder has become an Interested Stockholder and prior to the consummation of such Business Combination: (i) except as approved by two-thirds of the Disinterested Directors, there shall have been no failure to declare and pay at the regular date therefor any full periodic dividends (whether or not cumulative), if any, on any outstanding shares of the Corporation other than Common Stock; (ii) there shall have been (A) no reduction in the annual rate of

dividends paid on the Common Stock (except as necessary to reflect any subdivision of the Common Stock), except as approved by two-thirds of the Disinterested Directors; and (2) an increase in such annual rate of dividends (as necessary to prevent any such reduction) in the event of any reclassification (including any reverse stock split), recapitalization, reorganization or other similar transaction which has the effect of reducing the number of outstanding shares of Common Stock; and (iii) such Interested Stockholder shall not have become the beneficial owner of any additional shares of Voting Stock except as part of the transaction which results in such Interested Stockholder becoming an Interested Stockholder.

(e) After any such Interested Stockholder has become an Interested Stockholder, such Interested Stockholder shall not have received the benefit, directly or indirectly (except proportionately as a stockholder), of any loans, advances, guarantees, pledges or other financial assistance or any tax credits or other tax advantages provided by the Corporation or any subsidiary, whether in anticipation of or in connection with such Business Combination or otherwise.

(f) A proxy or information statement describing the proposed Business Combination and, if applicable, complying with the requirements of the Securities Exchange Act of 1934, as amended (or any subsequent provisions replacing such Act) (hereinafter referred to as the "Act"), and the rules and regulations of the Securities and Exchange Commission thereunder, or, if not applicable, providing information substantially similar in all material respects, shall be mailed to the stockholders of the Corporation at least thirty (30) days prior to the consummation of such Business Combination (whether or not such proxy or information statement is required to be mailed pursuant to the Act).

(g) The holders of all outstanding shares of Voting Stock not beneficially owned by the Interested Stockholder or any Affiliate or Associate of the Interested Stockholder prior to the consummation of any Business Combination shall be entitled to receive in such Business Combination cash or other consideration for their shares of such Voting Stock in compliance with subparts (a), (b) and (c) of Paragraph 2 of Part II provided, however, that the failure of such holders who are exercising their statutory rights to dissent from such Business Combination and receive payment for the fair value of their shares to exchange their shares in such Business Combinations shall not be deemed to have

prevented the condition set forth in this clause (g) from being satisfied).

Part III. Certain Definitions. For the purpose of this Article EIGHTH the following shall be deemed to have the meanings specified below:

1. The term "person" shall mean any individual, firm, corporation, partnership, trust or other entity.

2. The term "Interested Stockholder" shall mean any person (other than the Corporation or any Subsidiary) who or which:

(a) is the beneficial owner, directly or indirectly, of Voting Stock conveying 10% or more of the voting power of the outstanding Voting Stock; or

(b) is an Affiliate or Associate of the Corporation and at any time within the two-year period immediately prior to the date in question was the beneficial owner, directly or indirectly, of Voting Stock conveying 10% or more of the voting power of the then outstanding Voting Stock; or

(c) is an assignee of or has otherwise succeeded to any shares of Voting Stock which were at any time within the two-year period immediately prior to the date in question beneficially owned by an Interested Stockholder, if such assignment or succession shall have occurred in the course of a transaction or series of transactions not involving a public offering within the meaning of the Securities Act of 1933, as amended (or any subsequent provisions replacing such).

Notwithstanding the foregoing, the term "Interested Stockholder" shall not include any person (i) who was a beneficial owner, directly or indirectly, of Voting Stock conveying 10% or more of the voting power of the then outstanding Voting Stock on or prior to the date of this Restated Certificate of Incorporation or (ii) who acquired direct or indirect beneficial ownership of Voting Stock conveying 10% or more of the then outstanding Voting Stock from a person described in item (i) above by gift, inheritance or in a transaction in which no consideration was exchanged.

3. Any person shall be deemed a "beneficial owner" of any Voting Stock:

(a) which such person or any of its Affiliates or Associates beneficially owns, directly or indirectly; or

(b) which such person or any of its Affiliates or Associates has (i) the right to acquire (whether such right is exercisable immediately or only after the passage of time), pursuant to any agreement, arrangement or understanding or upon the exercise of conversion rights, exchange rights, warrants or options, or otherwise, or (ii) the right to vote or direct the vote pursuant to any agreement, arrangement or understanding; or

(c) which is beneficially owned, directly or indirectly, by any other person which such person or any of its Affiliates or Associates has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or disposing of any shares of Voting Stock.

4. For the purposes of determining whether a person is an Interested Stockholder hereunder, the number of shares of Voting Stock deemed to be outstanding shall include shares deemed owned through application of Paragraph 3 of this Part III but shall not include any other shares of Voting Stock which may be issuable to other persons pursuant to any agreement, arrangement or understanding, or upon exercise of conversion rights, exchange rights, warrants or options, or otherwise.

5. The terms "Affiliate" or "Associate" shall have the respective meanings ascribed to such terms in Rule 12b-2 of the General Rules and Regulations under the Act.

6. The term "Subsidiary" shall mean any corporation of which a majority of any class of equity security is owned, directly or indirectly, by the Corporation; provided, however, that for the purposes of the definition of Interested Stockholder set forth in Paragraph 2 of this Part III, the term "Subsidiary" shall mean only a corporation of which a majority of each class of equity security is owned, directly or indirectly, by the Corporation.

7. The term "Fair Market Value" shall mean: (a) in the case of stock, the highest closing sale price during the 30-day period immediately preceding the date in question of a share of such stock on the Composite Tape for New York Stock Exchange-Listed Stocks, or, if such stock is not quoted on the Composite Tape, on the New York Stock Exchange, or if such stock is not listed on such Exchange, on the principal United States securities exchange registered under the Act on which such stock is listed, or, if such stock is not listed on any such exchange, the highest closing sale price or bid quotation with respect to a share of such stock during the 30-day period preceding the date in question on the National Association of

Securities Dealers, Inc. Automated Quotations System or any similar system then in use, or, if no such quotations are available, the Fair Market Value on the date in question of a share of such stock as determined by a majority of the Disinterested Directors in good faith; and (b) in the case of property other than cash or stock, the Fair Market Value of such property on the date in question as determined by a majority of the Disinterested Directors in good faith.

8. In the event of any Business Combination in which the Corporation is the survivor, the phrase "consideration other than cash to be received" as used in clauses (a) and (b) of Paragraph 2 of Part II shall include the shares of Common Stock and/or the shares of any other class or series retained by the holders of such shares.

9. The term "Disinterested Director" shall mean any member of the Board of Directors of the Corporation who:

(a) is neither the Interested Stockholder nor an Affiliate or Associate of the Interested Stockholder;

(b) was a member of the Board of Directors prior to the date on which said Interested Stockholder became an Interested Stockholder, or was recommended to succeed a Disinterested Director by a majority of the total number of Disinterested Directors then on the Board of Directors; and

(c) was not nominated for election as a director by the Interested Stockholder or any Affiliate or Associate of the Interested Stockholder.

10. The term "Disinterested Stockholder" shall mean a stockholder of the Corporation who is not an Interested Stockholder or an Affiliate or an Associate of an Interested Stockholder.

11. References to "highest per share price" shall in each case with respect to any class of stock reflect an appropriate adjustment for any dividend or distribution in shares of such stock or any subdivision or reclassification of outstanding shares of such stock into a greater number of shares of such stock or any combination or reclassification of outstanding shares of such stock into a smaller number of shares of such stock.

Part IV. Powers of the Board of Directors. A majority of the Disinterested Directors of the Corporation shall have the power and duty to determine, for the purposes of this Article EIGHTH, on the basis of information known to them after reasonable inquiry (1) whether a person is an Interested Stockholder, (2) the number of

shares of Voting Stock beneficially owned by any person, (3) whether a person is an Affiliate or Associate of another, (4) whether the assets which are the subject of any Business Combination have, or the consideration to be received for the assets which are the subject of any Business Combination have, an aggregate Fair Market Value equal to 10% or more of the Corporation's consolidated net worth as of its then most recent fiscal year end and whether the consideration to be received for the issuance or transfer of securities by the Corporation or any Subsidiary in any Business Combination has an aggregate Fair Market Value of 5% or more of the total Fair Market Value of the outstanding stock of the Corporation; and (5) whether all of the applicable conditions set forth in Paragraph 2 of Part II have been met with respect to any Business Combination. Any determination pursuant to this Part IV, made in good faith shall be binding and conclusive on all parties.

Part V. No Effect on Fiduciary Obligations of Interested Stockholders. Nothing contained in this Article EIGHTH shall be construed to relieve any Interested Stockholder from any fiduciary obligation imposed by law.

Part VI. Amendment, Repeal, Etc. Notwithstanding any other provisions of this Restated Certificate of Incorporation or the By-laws of the Corporation (and notwithstanding the fact that a lesser percentage may be specified by law, this Restated Certificate of Incorporation, as may be amended or restated from time to time, or the By-laws of the Corporation), the affirmative vote of the holders of 75% or more of the outstanding Voting Stock, voting together as a single class, shall be required to amend or repeal, or adopt any provisions inconsistent with, this Article EIGHTH.

NINTH. The Corporation hereby expressly elects not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

TENTH. The Board of Directors of the Corporation, when evaluating any offer of another person to (a) make a tender or exchange offer for any equity security of the Corporation, (b) merge or consolidate the Corporation with another corporation, or (c) purchase or otherwise acquire all or substantially all of the properties and assets of the Corporation, may in connection with the exercise of its judgment in determining what is in the best interests of the Corporation and its stockholders, give due consideration to all relevant factors, including without limitation the social and economic effects on the employees, customers, suppliers and other constituencies of the Corporation and its subsidiaries and on the communities in which the Corporation and its subsidiaries operate or are located.

ELEVENTH. The Corporation reserves the right to amend, alter, change or repeal any provisions 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.

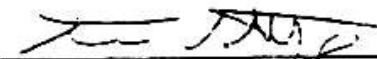
TWELFTH. No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability: (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) under Section 174 of the General Corporation Law of the State of Delaware; or (d) for any transaction from which the director derived an improper personal benefit.

THIRTEENTH. Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

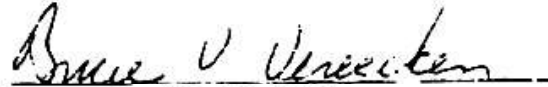
4. This Restated Certificate of Incorporation was duly adopted by the Board of Directors and stockholders of Universal Electronics Inc. in accordance with the applicable provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Universal Electronics Inc. has caused this Restated Certificate of Incorporation to be signed by its President and attested by its Assistant Secretary this 29th day of February, 1992.

UNIVERSAL ELECTRONICS INC.

By: 
Thomas C. Tyles, President

ATTEST:


Bruce V. Vereecken
Assistant Secretary

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
UNIVERSAL ELECTRONICS INC.

UNDER SECTION 242 OF THE
GENERAL CORPORATION LAW OF THE STATE OF DELAWARE

Universal Electronics Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

FIRST: That the Board of Directors of the Corporation by unanimous written consent of its directors dated March 24, 1992, adopted the following resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of the Corporation, which was filed with the Secretary of State of the State of Delaware on March 2, 1992:

"RESOLVED, that Article FOURTH, Part I of the Corporation's Restated Certificate of Incorporation be amended to read in its entirety as follows:

Part I. Aggregate Number of Shares. The aggregate number of shares of stock which the Corporation has authority to issue is 21,000,000 shares, consisting of:

1. 1,000,000 shares of Preferred Stock, par value \$.01 per share (the "Preferred Stock"); and
2. 20,000,000 shares of Common Stock, par value \$.01 per share (the "Common Stock")."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said Amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware, and written notice of the adoption of the amendment has been given as provided in Section 228 of the General Corporation Law of the State of Delaware to every stockholder entitled to such notice.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.


IN WITNESS WHEREOF, Universal Electronics Inc. has caused this Certificate of Amendment to be signed by Thomas C. Tyler, its

President, and attested by Bruce V. Vereecken, its Assistant Secretary, this 25th day of March, 1992.

UNIVERSAL ELECTRONICS INC.

By: 
Thomas C. Tyler, President

ATTEST:


Bruce V. Vereecken, Assistant Secretary