

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF INCORPORATION

of

ENERGY CONVERSION DEVICES, INC.

Pursuant to Section 242 of the
General Corporation Law of the State of Delaware

ENERGY CONVERSION DEVICES, INC., (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

1. That at a meeting of the Board of Directors of the Corporation resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and submitting such amendment to a meeting of the stockholders of said corporation for consideration thereof.

2. The resolution setting forth the proposed amendment is as follows:

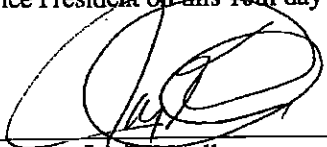
RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing the Article IV thereof so that, as amended, said Article shall be and read as follows:

"The total number of shares of all classes of stock which the Corporation shall have authority to issue is 150,000,000 shares of Common Stock of a par value of one cent (\$.01) per share."

3. Thereafter, pursuant to resolution of its Board of Directors, the stockholders of the Corporation duly approved said proposed amendment by vote of the requisite number of shares of the Corporation at the 2010 annual meeting of the Corporation.

4. 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, the Corporation has caused this Certificate of Amendment to be signed and acknowledged by its Executive Vice President on this 16th day of December, 2010.


By: Jay B. Knoll
Title: Executive Vice President, General Counsel
and Chief Administrative Officer

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
of
ENERGY CONVERSION DEVICES, INC.

1. The name of the corporation (the "Corporation") is ENERGY CONVERSION DEVICES, INC. The date of filing of the original certificate of incorporation of the Corporation with the Secretary of State of the State of Delaware is September 3, 1964

2. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Amended and Restated Certificate of Incorporation was duly adopted by the Board of Directors of the Corporation and duly approved by the Corporation's stockholders by vote of the requisite number of shares of the Corporation at the 2007 annual meeting of stockholders.

3. The certificate of incorporation of the Corporation is hereby amended and restated to read in its entirety as set forth below.

ARTICLE I
NAME

The name of the corporation shall be ENERGY CONVERSION DEVICES, INC (the "Corporation").

ARTICLE II
OFFICE

The address of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, 19808. The name of its registered agent at such address is Corporation Service Company

ARTICLE III

PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law

ARTICLE IV

CAPITAL STOCK

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 100,000,000 shares of Common Stock of a par value of one cent (\$ 01) per share.

ARTICLE V

DIRECTORS

The number of directors of the Corporation shall be fixed from time to time by, or in the manner provided in, the Bylaws, but in no case shall the number be less than three.

ARTICLE VI

AMENDMENT OF BYLAWS

In furtherance, and not in limitation of the powers conferred by law, and in addition to the powers which may be conferred by the Bylaws, the Board of Directors is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation subject to the power of the stockholders of the Corporation having voting power to alter, amend or repeal Bylaws made by the Board of Directors.

ARTICLE VII

INDEMNIFICATION

The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or hereafter may be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all expenses (including attorneys' fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except as otherwise provided in Section 5.3 of the Corporation's Bylaws, the Corporation shall be required to

indemnify a Covered Person in connection with a proceeding (or part thereof) commenced by such Covered Person only if the commencement of such proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board of Directors

ARTICLE VIII LIMITATION OF LIABILITY

To the fullest extent permitted by the Delaware General Corporation Law as the same exists or hereafter may be amended, 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 (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 the Delaware General Corporation Law, as the same exists or hereafter may be amended, or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this paragraph by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification. Nothing herein shall limit or otherwise affect the obligation or right of the Corporation to indemnify its directors pursuant to the provisions of this Certificate of Incorporation, the Bylaws of the Corporation or as may be permitted by the Delaware General Corporation Law.

ARTICLE IX NO PREEMPTIVE RIGHTS

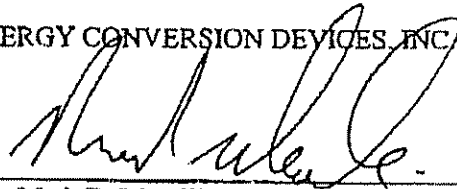
No holder of any of the shares of the Corporation shall be entitled as of right to purchase or subscribe for any unissued shares of any class, or any additional shares of any class to be issued by reason of any increase of the authorized shares of the Corporation, or bonds, certificates or indebtedness, debentures or other securities convertible into shares of the Corporation or carrying any right to purchase shares of any class, but any such unissued shares or such additional authorized issue of any shares or other securities convertible into shares, or carrying any right to purchase shares, may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion.

**ARTICLE X
AMENDMENT**

The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this article.


IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be signed by its President and Chief Executive Officer this 11th day of December 2007

ENERGY CONVERSION DEVICES, INC.



By: Mark D. Morelli
President and Chief Executive Officer

ATTEST:


Ghazalyn Kocfod, Secretary