

Form PTO-159e (Rev. 03/01)

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 5/31/2002)

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Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Eagle Wireless International, Inc. 6-26-02

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: February 25, 2002

2. Name and address of receiving party(ies)

Name: Eagle Broadband, Inc.

Internal Address:

Street Address: 101 Courageous Drive

City: League City State: TX Zip: 77573

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s)

09/883,776

B. Patent No.(s)

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Jonathan M. Harris

Internal Address: CONLEY, ROSE & TAYON, P.C.

Street Address: P.O. Box 3267

City: Houston State: Texas Zip: 77253-3267

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

03-2769

(Attach duplicate copy of this page if paying by deposit account)

07/01/2002 00000229 032769 09883776 01 FC: 01 40.00 CIL

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Jonathan M. Harris, Reg. No. 44,144

Name of Person Signing

Signature

June 21, 2002

Date

Total number of pages including cover sheet, attachments, and documents: 4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231



## Office of the Secretary of State

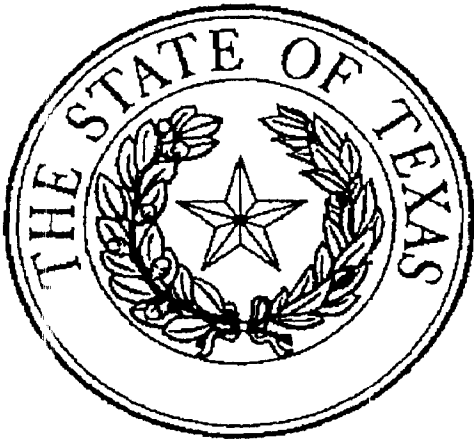
The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

EAGLE BROADBAND, INC.  
Filing Number: 127218900

Articles of Amendment

February 27, 2002

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on April 26, 2002.



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea  
Secretary of State

ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
EAGLE WIRELESS INTERNATIONAL, INC.

FILED  
In the Office of the  
Secretary of State of Texas

FEB 27 2002

Corporations Section

Pursuant to Articles 4.01 and 4.04 of the Texas Business Corporation Act, EAGLE WIRELESS INTERNATIONAL, INC. adopts the following Articles of Amendment to its Articles of Incorporation to change the name of the Corporation and to increase the number of authorized shares as hereinafter provided.

**ARTICLE ONE**

The name of the Corporation is EAGLE WIRELESS INTERNATIONAL, INC.

**ARTICLE TWO**

The following amendment to the Articles of Incorporation was adopted by the shareholders of the Corporation on February 13, 2002:

"ARTICLES OF INCORPORATION OF EAGLE BROADBAND, INC."

The amendment alters in full ARTICLE I of the Corporation's Articles of Incorporation to read as follows:

**ARTICLE I**

"The name of the Corporation is EAGLE BROADBAND, INC."

**ARTICLE THREE**

The amendment alters in part ARTICLE IV, specifically paragraph one, of the Corporation's Articles of Incorporation to read as follows:

**ARTICLE IV**

"The total number of shares of stock which the Corporation shall have authority to issue is 200,000,000 shares of common stock, par value \$.001 per share ("Common Stock"), and 5,000,000 shares of preferred stock, par value \$.001 per share ("Preferred Stock")."

**ARTICLE FOUR**

The number of shares of the Corporation outstanding at the time of adoption was 67,738,400; and the number of shares entitled to vote on the amendment was 64,102,082.

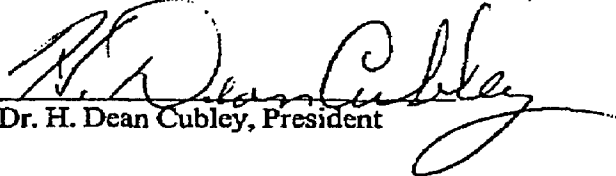
**ARTICLE FIVE**

The holders of 55,421,468 shares outstanding and entitled to vote on the amendment to change the Corporation's name have voted affirmatively and signed a consent in writing adopting the amendment.

The holders of 49,900,118 shares outstanding and entitled to vote on the amendment to increase the number of authorized shares have voted affirmatively and signed a consent in writing adopting the amendment.

DATED:           Effective February 25, 2002.

EAGLE WIRELESS INTERNATIONAL, INC.

  
Dr. H. Dean Cubley, President