

09-19-2002

FORM PTO-1595
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

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

Attorney Docket No. 231008-0295 (98RSS267) (C)

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

1. Name of conveying party(ies): Alpha Industries, Inc.	2. Name and address of receiving party(ies): Skyworks Solutions, Inc. 4311 Jamboree Road Newport Beach, California 92660
Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

3. Nature of conveyance:

<input type="checkbox"/> Assignment	<input type="checkbox"/> Merger
<input type="checkbox"/> Security Agreement	<input checked="" type="checkbox"/> Change of Name
<input type="checkbox"/> Other:	

Execution Date: **06/25/02.**

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)	B. Patent No.(s)
	6,265,944
Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

FINANCE SECTION
SEP 16 AM 9:10

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Ted R. Rittmaster Address: Foley & Lardner 2029 Century Park East Suite 3500 Los Angeles, CA 90067-3021	6. Total number of applications and patents involved: 1 7. Total fee (37 CFR 3.41): \$40. <input checked="" type="checkbox"/> Enclosed. <input type="checkbox"/> Authorized to be charged to deposit account. 8. Please charge any additional fees or credit any overpayments to our Deposit account number: 50-0872
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DO NOT USE THIS SPACE

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.

Ted R. Rittmaster Name of Person Signing	 Signature	9/11/02 Date
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Total number of pages including cover sheet, attachments, and document: **7**

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Delaware

PAGE 1

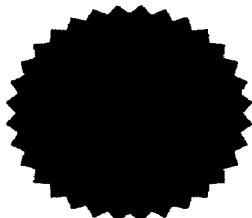
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"SKYWORKS SOLUTIONS, INC.", A DELAWARE CORPORATION, WITH AND INTO "ALPHA INDUSTRIES, INC." UNDER THE NAME OF "SKYWORKS SOLUTIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF JUNE, A.D. 2002, AT 8:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-SIXTH DAY OF JUNE, A.D. 2002, AT 8 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0588101 8100M

AUTHENTICATION: 1850289

020408938

DATE: 06-25-02

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CERTIFICATE OF OWNERSHIP AND MERGER
OF
SKYWORKS SOLUTIONS, INC.
WITH AND INTO
ALPHA INDUSTRIES, INC.

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware

Alpha Industries, Inc., a Delaware corporation (the "Company"), pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies as follows:

1. The Company owns all of the issued and outstanding common stock, par value \$.01 per share, of Skyworks Solutions, Inc., a Delaware corporation (the "Subsidiary"), which is the only outstanding class of capital stock of the Subsidiary.
2. On June 13, 2002, the Board of Directors of the Company unanimously adopted resolutions, substantially in the form attached as Exhibit A hereto, authorizing the merger of the Subsidiary with and into the Company pursuant to Section 253 of the DGCL (the "Merger"), with the Company surviving the Merger. Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof.
3. The Company, as the sole stockholder of the Subsidiary, has approved the Merger pursuant to Section 253 of the DGCL.
4. This Certificate of Ownership and Merger shall become effective at, and the effective date of the Merger shall be, 8:00 a.m., Eastern Time, on June 26, 2002.
5. Upon the effective date of the Merger, the name of the Company, as the corporation surviving the Merger, shall be changed to "Skyworks Solutions, Inc."

6. Upon the effective date of the Merger, Article First of the Restated Certificate of Incorporation, as amended, of the Company shall be amended to read: "FIRST: The name of the Corporation is 'Skyworks Solutions, Inc.'" Except as set forth in this Section 6 of this Certificate of Ownership and Merger, the Restated Certificate of Incorporation, as amended, of the Company shall remain unamended.

[REMAINDER OF PAGE INTENTIONALLY BLANK]

IN WITNESS WHEREOF, Alpha Industries, Inc. has caused this Certificate of Ownership and Merger to be executed in its corporate name this 25th day of June, 2002.

ALPHA INDUSTRIES, INC.

By: /s/ Paul E. Vincent
Name: Paul E. Vincent
Title: Vice President, Chief Financial Officer,
Treasurer and Secretary

Exhibit A

WHEREAS, the Company owns all of the issued and outstanding shares of capital stock of Skyworks Solutions, Inc., a Delaware corporation and a wholly owned subsidiary of the Company (the "Subsidiary"); and

WHEREAS, the Board of Directors deems it advisable and in the best interest of the Company and its stockholders that, following the effective time of the merger of the Company with the wireless business of Conexant (the "Effective Time"), the Company effect a merger (the "Short Form Merger") of Subsidiary with and into the Company, with the Company surviving the Short Form Merger (the "Surviving Corporation").

NOW, THEREFORE, IT IS RESOLVED, that the Short Form Merger be, and it hereby is, approved and adopted in all respects; and further

RESOLVED, that the Company be, and it hereby is, authorized and empowered to enter into and consummate the Short Form Merger, pursuant to which, among other things, at the Effective Time of the Short Form Merger (as defined below) (i) Subsidiary will be merged with and into the Company pursuant to Section 253 of the General Corporation Law of the State of Delaware ("DGCL") and the separate existence of Subsidiary shall thereupon cease, (ii) the name of the Surviving Corporation shall be "Skyworks Solutions, Inc."; (iii) the Restated Certificate of Incorporation, as amended, of the Company shall be the Certificate of Incorporation of the Surviving Corporation; and (iv) the Second Amended and Restated By-Laws of the Company shall be the By-Laws of the Surviving Corporation, each of such actions being hereby approved and adopted; and further

RESOLVED, that at the Effective Time of the Short Form Merger, Article First of the Restated Certificate of Incorporation, as amended, of the Company shall be amended to read as follows:

"FIRST: The name of the Corporation is 'Skyworks Solutions, Inc.'"

; and further

RESOLVED, that, at the Effective Time of the Short Form Merger each share of common stock, par value \$0.01 per share, of Subsidiary issued and outstanding immediately prior to the

Effective Time of the Short Form Merger shall, by virtue of the Short Form Merger and without any action on the part of the holder thereof, be cancelled and cease to exist; and further

RESOLVED, that the appropriate officers of the Company be, and each of them acting singly hereby is, authorized, in the name and on behalf of the Company, to execute and file, or cause to be filed, following the Effective Time, an appropriate Certificate of Ownership and Merger to effect the Short Form Merger with the Secretary of State of the State of Delaware in accordance with the DGCL, which Certificate of Ownership and Merger shall state the time of effectiveness of the Short Form Merger (the "Effective Time of the Short Form Merger"), and to make, execute, deliver and file at the appropriate time such other instruments and documents as may be necessary or desirable to consummate the Short Form Merger pursuant to the DGCL.