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Form PTO-1595
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

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PATENTS ONLY

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

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

1. Name of conveying party(ies):	2. Name and address of receiving party(ies)
Microtune, Inc.	Name: Microtune (Texas), Inc.
	Internal Address:
Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No	Street Address: 2201 Tenth Street
3. Nature of Conveyance: ☐ Assignment ☒ Merger ☐ Security Agreement ☐ Change of Name ☐ Other	City: Plano
	State: TX Zip: 75074
Execution Date: June 9, 2000	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 new application is:

A. Patent Application No.(s):	B. Patent No.(s):
10/459,125	

Additional numbers attached? ☐ Yes ☒ No

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5. Name and address of party to whom correspondence concerning document should be mailed:	6. Total number of applications and patents involved: 1
Name: R. Ross Viguet FULBRIGHT & JAWORSKI L.L.P.	7. Total fee (37 CFR 3.41) $ 40.00
Internal Address: Atty. Dkt.: 49581/P009D1/10307203	☒ Enclosed
Street Address: 2200 Ross Avenue, Suite 2800	☐ Authorized to be charged to deposit account ☐ Authorized to be charged to credit card (Form 2038 enclosed)
City: Dallas State: TX Zip: 75201-2784	8. Deposit account number: 06-2380 (Attach duplicate copy of this page if paying by deposit account)

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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.

R. Ross Viguet	[signature]	September 8, 2003
Name of Person Signing	Signature	Date

Total number of pages including cover sheet, attachments, and documents: 17

Recordation Form Cover Sheet

I hereby certify that this correspondence is being deposited with the U.S. Postal Service with sufficient postage as First Class Mail, in an envelope addressed to: MS Assignment Recordation Services, Director of the US Patent and Trademark Office, P.O. Box 1450, Alexandria, VA 22313-1450, on the date shown below.

Dated: September 8, 2003 Signature: [signature] (Lisa deCordova)

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PATENT & TRADEMARK OFFICE

The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is a true and correct copy of the following described document on file in this office:

MICROTUNE (TEXAS), INC.
FILE NO. 1401233-00

ARTICLES OF AMENDMENT	AUGUST 21, 1996
ARTICLES OF MERGER	JUNE 9, 2000

IT IS FURTHER CERTIFIED that the records of this office reveal the subsequent filing of Articles of Conversion which were filed on DECEMBER 21, 2000. A copy of the document is unavailable at this time because it is being processed for permanent retention as a public record.

THE STATE OF TEXAS

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 January 8, 2001.

Henry Cuellar

Henry Cuellar
Secretary of State *DAE*

PATENT
REEL: 014476 FRAME: 0908

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

Pursuant to the provisions of article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

ARTICLE ONE

The name of this Corporation is "Resonance Cable, Inc."

ARTICLE TWO

The following amendment to the articles of incorporation was adopted by the directors of the corporation on August 19, 1996. The amendment (i) changes the name of the Corporation, (ii) increases the amount of authorized common stock, (iii) establishes series of preferred stock and sets forth the variations in the preferences, limitations and relative rights between series, (iv) limits the liability of the directors, (v) denies preemptive rights and (vi) denies cumulative voting.

The amendment alters or changes articles one and four of the original articles of incorporation and the full text of each provision altered is as follows:

"ARTICLE ONE

The name of this Corporation is "MicroTune, Inc."

ARTICLE FOUR

This Corporation is authorized to issue two classes of stock, designated Common Stock, par value $0.001 per share ("Common Stock") and Preferred Stock, par value $0.001 per share ("Preferred Stock"). The total number of shares which this Corporation is authorized to issue is 30,000,000. The number of shares of Common Stock which this Corporation is authorized to issue is 20,000,000. The number of shares of Preferred Stock which this Corporation is authorized to issue is 10,000,000 which shall be designated as set forth below.

The designation of each class, the number of shares of each class, and the par value, if any, of the shares of each class, or a statement that the shares of any class are without par value, are as follows

Number of Shares	Class	Series (If any)	Par Value per Share or Statement That Shares are Without Par Value
20,000,000	Common		$0.001
5,000,000	Preferred	A	$0.001
300,000	Preferred	B	$0.001
4,700,000	Preferred	Undesignated	$0.001

The Corporation shall from time to time in accordance with the laws of the State of Texas increase the authorized amount of its Common Stock if at any time the number of shares of Common Stock remaining unissued and available for issuance shall not be sufficient to permit conversion of the Preferred Stock.

With respect to the Undesignated Preferred Stock, the Board of Directors of the Corporation shall have authority to establish series of shares of the Preferred Stock by fixing and determining the relative rights and preferences of the shares of the series so established in accordance with and to the extent permitted by the applicable provisions of the Texas Business Corporation Act, and to increase or decrease the number of shares within each such series, except that the Board of Directors may not decrease the number of shares within a series to less than the number of shares within such series that are then issued and may not increase or decrease the number of shares in a series if prohibited by the resolution or resolutions adopted by the Board of Directors providing for such series of Preferred Stock. Each such series of Preferred Stock shall have distinctive serial designations.

Without limiting the generality of the foregoing, each series of Preferred Stock

(a) may have such number of shares;

(b) may have such voting powers, full or limited, or may be without voting powers;

(c) may be subject to redemption at such time or times and at such prices;

(d) may be entitled to receive distributions (which may be cumulative, noncumulative or partially cumulative) at such rate or rates, on such conditions, and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or series of stock,

(e) may have such rights upon the dissolution of, or upon any distribution of the assets of, the corporation;

(f) may be made convertible into shares of any other class or classes or of any other series of the same or any other class or classes of stock of the corporation at such ratios or prices, and with such adjustments;

(g) may be entitled to the benefit of a sinking fund or purchase fund to be applied to the purchase or redemption of shares of such series in such amount or amounts;

(h) may be exchangeable, subject to compliance with applicable Texas law, for such property or indebtedness of the corporation; and

(i) may have such other relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof;

all as shall be stated in the resolution or resolutions of the Board of Directors providing for the establishment of such series of Preferred Stock.

Shares of any series of Preferred Stock established pursuant to the preceeding two paragraphs which have been redeemed (whether through the operation of a sinking fund or otherwise) or purchased by the corporation, or which, if convertible or exchangeable, have been converted into shares of stock or exchanged for property or indebtedness of the corporation, shall have the status of authorized and unissued shares of Preferred Stock and may be reissued as a part of the series for which they were originally apart or may be reclassified and reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors or as part of any other series of Preferred Stock, all subject to the conditions or restrictions on issuance set forth in the resolution or resolutions adopted by the Board of Directors providing for the establishment of any series of Preferred Stock and to any filing required by law.

The relative rights, preferences, privileges and restrictions granted to or imposed upon the respective classes of Common Stock, Series A Preferred Stock and Series B Preferred Stock (the Series A Preferred Stock and the Series B Preferred Stock being sometimes referred to herein collectively as the "Preferred Stock") or the holders thereof are as follows:

Section 1. <u>Dividends</u>.

The holders of the outstanding Series A Preferred Stock and Series B Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, out of funds legally available therefor, dividends at the per annum rate of $0.2064 per share of Series A Preferred Stock and $0.2664 per share of Series B Preferred Stock payable in preference and priority to any payment of any dividend on Common Stock of the Corporation. Such dividends shall not be cumulative, and no right to such dividends shall accrue to holders of Preferred Stock unless declared by the Board of Directors. No dividends or other distributions shall be made with respect to the Common Stock in any fiscal year, other than dividends payable solely in Common Stock, until a dividend in the amount of at least $0.2064 per share of Series A Preferred Stock and $0.2664 per share of Series B Preferred Stock has been paid to or declared and set apart upon all shares of Preferred Stock during that fiscal year. After the holders of the Preferred Stock have received their dividend preference as set forth above, any dividends declared by the Board of Directors out of funds legally available therefor shall be shared equally among all outstanding shares on an as-converted basis.

For purposes of this Section 1, unless the context otherwise requires, a "distribution" shall mean the transfer of cash or other property without consideration whether by way of dividend or otherwise, payable other than in Common Stock, or the purchase or redemption of shares of the Corporation (other than repurchases of Common Stock issued to or held by employees, officers, directors or consultants of the Corporation or its subsidiaries upon termination of their employment or services pursuant to agreements providing for the right of said repurchase) for cash or property.

Section 2. Liquidation Preference.

In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, distributions to the shareholders of the Corporation shall be made in the following manner:

(a) The holders of the Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Common Stock by reason of their ownership of such stock, the amount of $2.58 per share of Series A Preferred Stock and $3.33 per share of Series B Preferred Stock then held by them (adjusted for any subdivisions, combinations, consolidations, or stock distributions or stock dividends with respect to such shares effected after the date these Amended and Restated Articles were filed with the Secretary of State) plus an amount equal to all declared but unpaid dividends on the Preferred Stock. If the assets and funds thus distributed among the holders of the Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Preferred Stock in proportion to the full aforesaid preferential amounts to which each such holder is entitled.

(b) After payment has been made to the holders of the Preferred Stock of the full amounts to which they shall be entitled as set forth in Section 2(a) above, then the entire remaining assets and funds of the Corporation legally available for distribution, if any, shall be distributed ratably among the holders of the Common Stock in a manner such that the amount distributed to each holder of Common Stock shall equal the amount obtained by multiplying the entire remaining assets and funds of the Corporation legally available for distribution hereunder by a fraction, the numerator of which shall be the number of shares of Common Stock then held by such holder, and the denominator of which shall be the total number of shares of Common Stock then outstanding.

(c) For purposes of this Section 2, a merger or consolidation of the Corporation with or into any other corporation or corporations, or a merger of any other corporation or corporations into the Corporation, unless the shareholders of the Corporation immediately following such transaction directly or indirectly own greater than fifty percent (50%) of the total voting power of the surviving or acquiring corporation or corporations, or a sale of all or substantially all of the assets of the Corporation, shall be treated as a liquidation, dissolution or winding up of the Corporation.

(d) Notwithstanding Sections 2(a) and 2(b) hereof, the Corporation may at any time, out of funds legally available therefor, repurchase shares of Common Stock of the Corporation issued to or held by employees, officers, directors or consultants of the Corporation or its subsidiaries upon termination of their employment or services, pursuant to any agreement providing for such right of repurchase.

Section 3 Conversion.

The holders of the Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert. Each share of Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for the Preferred Stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing $2.58 (with respect to the Series A Preferred Stock) and $3.33 (with respect to the Series B Preferred Stock) by the Conversion Price, determined as hereinafter provided, in effect at the time of conversion. The price at which shares of Common Stock shall be deliverable upon conversion of shares of Preferred Stock (the "Conversion Price") shall initially be $2.58 per share of Common Stock (with respect to the Series A Preferred Stock) and $3.33 per share of Common Stock (with respect to the Series B Preferred Stock). Such initial Conversion Price shall be subject to adjustment as hereinafter provided.

Upon conversion, all declared and unpaid dividends on the Preferred Stock shall be paid either in cash or in shares of Common Stock of the Corporation, at the election of the Company, wherein the shares of Common Stock shall be valued at the fair market value at the time of such conversion, as determined by the Board of Directors of the Corporation.

(b) Automatic Conversion. Each share of Preferred Stock shall automatically be converted into shares of Common Stock at the then effective Conversion Price upon either (i) the closing of a firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Corporation to the public with gross proceeds to the Company (prior to underwriter commissions and offering expenses) of not less than $10 million (adjusted for any subdivisions, combinations, consolidation, or stock distributions or stock dividends with respect to such shares effected after the date these Amended and Restated Articles were filed with the Secretary of State), or (ii) the receipt by the Corporation of the affirmative vote at a duly noticed shareholders meeting or pursuant to a duly solicited written consent of the holders of more than fifty percent (50%) of the then outstanding shares of Preferred Stock in favor of the conversion of all of the shares of Preferred Stock. In the event of the automatic conversion of the Preferred Stock upon a public offering as set forth in subsection (i) hereof, the person(s) entitled to receive the Common Stock issuable upon such conversion of Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such sale of securities.

(c) Mechanics of Conversion. No fractional shares of Common Stock shall be issued upon conversion of Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall (after aggregating all shares into which shares of Preferred Stock held by each holder could be converted) pay cash equal to such fraction multiplied by the then-effective

Conversion Price. Before any holder of Preferred Stock shall be entitled to convert the same into full shares of Common Stock and to receive certificates therefor, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Preferred Stock, and shall give written notice to the Corporation at such office that he elects to convert the same, provided, however, that in the event of an automatic conversion pursuant to Section 3(b), the outstanding shares of Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent, and provided further that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such automatic conversion unless the certificates evidencing such shares of Preferred Stock are either delivered to the Corporation or its transfer agent as provided above, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. The Corporation shall, as soon as practicable after such delivery, or such agreement and indemnification in the case of a lost certificate, issue and deliver at such office to such holder of Preferred Stock, a certificate or certificates for the number of shares of Common Stock to which he shall be entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Preferred Stock to be converted, or in the case of automatic conversion immediately prior to the closing of the offering or on the effective date of such written consent, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

(d) Adjustments to Conversion Price.

(i) Adjustments for Subdivisions, Stock Dividends, Combinations or Consolidations of Common Stock. In the event the Corporation effects a subdivision or combination of its outstanding shares of Common Stock into a greater or smaller number of shares without a proportionate and corresponding subdivision or combination of its outstanding shares of Preferred Stock, then and in each such event the Conversion Price shall be proportionally decreased or increased, respectively.

(ii) Adjustments for Other Dividends and Distributions. In the event the Corporation at any time or from time to time makes, or fixes a record date for the determination of holders of Common Stock entitled to receive, any distribution payable in securities of the Corporation other than shares of Common Stock and other than as otherwise adjusted in this Section 3, then and in each such event provision shall be made so that the holders of Preferred Stock shall receive upon conversion thereof, in addition to the number of shares of Common Stock receivable thereupon, the amount of securities of the Corporation which they would have received had their shares of Preferred Stock been converted into Common Stock on the date of such event and had they thereafter, during the period from the date of such event to and including the date of conversion, retained such securities receivable by them as aforesaid during such period, subject to all other adjustments called for during such period under this Section 3 with respect to the rights of the holders of the Preferred Stock.

(iii) Adjustments for Reclassification, Exchange and Substitution. If the Common Stock issuable upon conversion of the Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock or other securities or property, whether by capital reorganization, reclassification or otherwise, the Conversion Price then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted such that the Preferred Stock shall be convertible into, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock or other securities or property equivalent to the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of the Preferred Stock immediately before that change and, in any such case, appropriate adjustment (as determined by the Board) shall be made in the application of the provisions herein set forth with respect to the rights and interest thereafter of the holders of the Preferred Stock, to the end that the provisions set forth herein (including provisions with respect to change in and other adjustments of the Conversion Price) shall thereafter be applicable, as nearly as reasonably may be, in relation to any shares of stock or other property thereafter deliverable upon the conversion of the Preferred Stock.

(e) No Impairment. Except as permitted by applicable law and as provided in Section 5, the Corporation will not, by amendment of its Articles of Incorporation or through any re-organization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation but will at all times in good faith assist in the carrying out of all the provisions of this Section 3 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Preferred Stock against impairment.

(f) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Price pursuant to this Section 3, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Price at the time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of Preferred Stock.

(g) Notices of Record Date. In the event that this Corporation shall propose at any time:

(i) to declare any dividend or distribution upon its Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus;

(ii) to offer for subscription pro rata to the holders of any class or series of its stock any additional shares of stock of any class or series or other rights;

(iii) to effect any reclassification or recapitalization of its Common Stock outstanding involving a change in the Common Stock; or

(iv) to merge or consolidate with or into any other corporation, or sell, lease or convey all or substantially all its property or business, or to liquidate, dissolve or wind up; then, in connection with each such event, this Corporation shall send to the holders of the Preferred Stock:

(1) at least 20 days' prior written notice of the date on which a record shall be taken for such dividend, distribution or subscription rights (and specifying the date on which the holders of Common Stock shall be entitled thereto) or for determining rights to vote in respect of the matters referred to in (iii) and (iv) above; and

(2) in the case of the matters referred to in (iii) and (iv) above, at least 20 days' prior written notice of the date when the same shall take place (and specifying the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for securities or other property deliverable upon the occurrence of such event).

Each such written notice shall be delivered personally or by messenger or given by express or first class mail, postage prepaid, addressed to the holders of Preferred Stock at the address for each such holder as shown on the books of this Corporation.

Section 4. Voting Rights.

Except as otherwise required by law or by Section 5 hereof, the holder of each share of Common Stock issued and outstanding shall have one vote with respect to such share and the holder of each share of Preferred Stock shall be entitled with respect to such share to a number of votes equal to the number of shares of Common Stock into which such share of Preferred Stock could be converted at the record date for determination of the shareholders entitled to vote on such matters, or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited, such votes to be counted together with all other shares of stock of the Company having general voting power and not separately as a class. Holders of Common Stock and Preferred Stock shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation. Fractional votes by the holders of Preferred Stock shall not, however, be permitted and any fractional voting rights shall (after aggregating all shares into which shares of Preferred Stock held by each holder could be converted) be rounded to the nearest whole number.

Section 5. Covenants.

In addition to any other rights provided by law, so long as any Preferred Stock shall be outstanding, this Corporation shall not, without first obtaining the affirmative vote or written consent of the holders of not less than a majority of such outstanding shares of Preferred Stock, voting together as a single class:

(a) repurchase or redeem any Preferred Stock;

(b) repurchase any Common Stock for a price in excess of $25,000 in any twelve months period, provided, however, the Company may repurchase Common Stock from directors, officers, employees and consultants of the Company without approval of the Preferred Stock under this Section 5,

(c) declare or pay dividends on or make any distribution on account of Common Stock;

(d) merge, consolidate or sell or assign substantially all of the Company's assets;

(e) permit any subsidiary of the Company to sell common or preferred stock;

(f) increase or decrease the authorized number of shares of Preferred Stock,

(g) except for designations of rights and preferences of the Undesignated Preferred Stock, amend or repeal any provision of, or add any provision to, this Corporation's Amended and Restated Articles of Incorporation if such action would materially and adversely alter or change the preferences, rights, privileges or powers of, or the restrictions provided for the benefit of, any Preferred Stock; or

(h) authorize a liquidation, dissolution, recapitalization or reorganization of the Corporation, or a sale or transfer of all or substantially all of the assets of the Corporation or a merger or consolidation of the Corporation if, as a result of such merger or consolidation, the shareholders of the Corporation shall own less than 50% of the voting securities of the surviving corporation.

Section 6 <u>No Reissuance of Series A or Series B Preferred Stock</u>.

No share or shares of Series A Preferred or Series B Preferred Stock acquired by this Corporation by reason of redemption, purchase, conversion or otherwise shall be reissued, and all such shares shall be canceled, retired and eliminated from the shares which the Corporation shall be authorized to issue."

The following amendment is an addition to the original articles of incorporation and the full text of each provision added is as follows:

"ARTICLE NINE

Section 1 <u>Limitation of Director's Liability</u>.

The liability of the directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under Texas law.

Section 2. Repeal or Modification.

Any amendment, repeal or modification of the foregoing provisions of this Article V shall not adversely affect any right of indemnification or limitation of liability of an agent of this Corporation relating to acts or omissions occurring prior to such amendment, repeal or modification.

ARTICLE TEN

The holders of capital stock of the Corporation shall not be entitled to preemptive rights under the Texas Business Corporations Act, and such rights are hereby denied as permitted by such act.

ARTICLE ELEVEN

The holders or capital stock of the Corporation shall not be entitled to cumulate votes for the election of directors, and the cumulation of votes by such holders is hereby prohibited as permitted by the Texas Business Corporation Act."

ARTICLE THREE

No shares have been issued.

Dated August 19, 1996

Resonance Cable, Inc.

Douglas J. Bartek

Douglas J. Bartek, President

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ARTICLES OF MERGER

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, Microtune Merger Corporation, a Delaware corporation ("MMCI"), and Microtune, Inc., a business corporation organized under the laws of the State of Texas ("Microtune"), hereby execute the following articles of merger, resulting in Microtune, Inc., being the surviving corporation.

1. The names of the corporations participating in the merger and the State under the laws of which they are respectively organized are:

NAME OF CORPORATION		STATE OF INCORPORATION
Microtune Merger Corporation	:	Delaware
Microtune, Inc.	:	Texas

2. The number of outstanding shares of MMCI, and the number of shares voting for and against the merger are:

Common Stock Outstanding	:	1,000
For	:	1,000
Against	:	0

3. Microtune Holding Company, Inc., a wholly owned subsidiary of Microtune, is the owner of all the outstanding shares of the capital stock of MMCI.

4. The number of outstanding shares of Microtune, and the number of shares voting for and against the merger are:

Common Stock Outstanding	:	8,205,894
Preferred Stock Outstanding	:	11,148,598
For	:	17,298,721
Against	:	0
Abstaining	:	0

5. The laws of the State under which MMCI is organized permit such merger.

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6. The approval of the agreement and plan of merger was duly authorized by all action required by the law under which MMCI was incorporated or organized and by its constituent documents.

7. The name of the surviving corporation is Microtune, Inc. and it is to be governed by the laws of the State of Texas. MMCI shall cease to exist.

8. Microtune, the surviving corporation, will assume and be responsible for the payment of any fees and franchise taxes of MMCI.

9. The Agreement and Plan of Merger has been approved by Microtune as required by applicable law. A copy of the board and shareholder resolutions approving the agreement and plan of merger in accordance with Article 5.04 (1)(b) of the Texas Business Corporation Act are attached hereto as *Exhibit A* and *Exhibit B*, respectively.

10. The address of the surviving corporation's registered office and the jurisdiction under whose laws it is governed:

Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company
800 Brazos
Austin, TX 78701

The surviving corporation will be governed by Texas law.

11. The Articles of Incorporation of Microtune shall be the Articles of Incorporation of the surviving corporation, and the following amendments to such Articles of Incorporation are to be effected by the merger: change of the name of Microtune to: Microtune (Texas), Inc.

12. An executed Agreement and Plan of Merger is on file at the principal place of business of the surviving foreign corporation, at the address set forth below:

Microtune, Inc.
2540 East Plano Parkway, Suite 188
Plano, Texas 75074

13. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, upon written request and without cost, to each shareholder of Microtune Merger Corporation, Inc., a Delaware corporation, that is a party to or created by the Agreement and Plan of Merger, to any creditor or any obligee of the parties to the merger at the time of the merger if such obligation is then outstanding.

DATED as of the 8th day of June, 2000.

Microtune, Inc.
a Texas corporation

By: Douglas J. Bartek
Douglas J. Bartek, Chief Executive Officer
and Chairman

Microtune Merger Corporation, Inc.
a Delaware corporation

By: Douglas J. Bartek
Douglas J. Bartek, President

EXHIBIT A

Microtune Board Resolutions

Approval of Plan and Agreement of Merger

RESOLVED: That it is deemed advisable and in the best interests of the Corporation and its stockholders that the Corporation become a party to a Plan and Agreement of Merger in substantially the same form attached hereto as Exhibit L (the "Merger Agreement"), whereby the Corporation will merge into Microtune Acquisition Company, Inc. (the "Acquisition Company"), an affiliate of Microtune Holding Company, Inc., with the Corporation being the surviving corporation.

RESOLVED FURTHER: That the Merger Agreement between the Corporation and the Acquisition Company is hereby approved, subject to such changes as may be negotiated and approved by the officers of the Corporation.

RESOLVED FURTHER: That the officers of the Corporation are authorized and directed to execute and deliver such agreements, to file or cause the filing of any documents with the Secretary of State of the State of Delaware and the State of Texas, or other appropriate authorities, and to take any and all other actions necessary or appropriate to execute the Merger Agreement and to effectuate the merger contemplated therein.

RESOLVED FURTHER: That the Merger Agreement is intended to qualify as a tax-free reorganization under Section 368(a) of the Internal Revenue Code of 1986, as amended (or any corresponding provisions of any succeeding law).

EXHIBIT B

Microtune Shareholder Resolutions

Approval of Agreement and Plan of Merger

RESOLVED: That the shareholders deem it advisable and in the best interests of the Texas Company that the Texas Company become a party to an Agreement and Plan of Merger in substantially the same form attached hereto as Exhibit C (the "Merger Agreement") whereby Microtune Merger Corporation. Inc. (the "Acquisition Company"), a wholly-owned subsidiary of Microtune Holding Company, Inc., will merge into the Texas Company (the "Merger") with the Texas Company being the surviving corporation.

RESOLVED FURTHER: That the Merger Agreement between the Texas Company and the Acquisition Company is hereby approved, subject to such changes as may be negotiated and approved by the officers of the Texas Company.

RESOLVED FURTHER: That the officers of the Texas Company are authorized and directed to execute and deliver such agreements, to file or cause the filing of any documents with the Secretary of State of the State of Delaware and the State of Texas, or other appropriate authorities, and to take any and all other actions necessary or appropriate to execute the Merger Agreement and to effectuate the Merger contemplated therein.

RESOLVED FURTHER: That the officers of the Texas Company are authorized and directed to take any further actions which they, in consultation with counsel, deem necessary or advisable in order to provide the maximum protection available to the directors and officers of the Texas Company under Delaware law and to carry out the intent and accomplish the purposes of the foregoing resolutions.