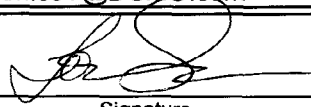


03-16-2005



PA 102959745

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s): Agere Systems Guardian Corp. Execution Date(s): <u>8/22/02</u> Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies) Name: <u>Agere Systems Inc.</u> Internal Address: _____ Street Address: <u>1110 American Parkway NE</u> City: <u>Allentown</u> State: <u>PA</u> Country: <u>United States of America</u> Zip: <u>18109</u> 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"/> Government Interest Assignment <input type="checkbox"/> Executive Order 9424, Confirmatory License <input type="checkbox"/> Other _____		4. Application or patent number(s): <input type="checkbox"/> This document is being filed together with a new application. A. Patent Application No.(s) <u>09/845,351</u> B. Patent No.(s) Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
5. Name and address to whom correspondence concerning document should be mailed: Name: <u>Thomas J. D'Amico</u> <u>DICKSTEIN SHAPIRO MORIN & OSHINSKY</u> <u>LLP</u> Internal Address: <u>Atty. Dkt.: Cannon 109-99-57</u> Street Address: <u>2101 L Street NW</u> City: <u>Washington</u> State: <u>DC</u> Zip: <u>20037-1526</u> Phone Number: <u>(202) 828-2232</u> Fax Number: <u>(202) 887-0689</u> Email Address: <u>DAmicoT@DSMO.com</u>		6. Total number of applications and patents involved: 1 7. Total fee (37 CFR 1.21(h) & 3.41) \$ <u>40.00</u> <input checked="" type="checkbox"/> Authorized to be charged by credit card <input type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed <input type="checkbox"/> None required (government interest not affecting title)	
9. Signature:  _____ Signature <u>Thomas J. D'Amico - 28,371</u> Name of Person Signing		8. Payment Information a. Credit Card Last 4 Numbers <u>1008</u> Expiration Date <u>02/28/06</u> b. Deposit Account Number _____ Authorized User Name _____ March 11, 2005 Date Total number of pages including cover sheet, attachments, and documents: 4	

03/11/2005 SZEWDIE2 00000014 09845351
04 FC:8021 40.00 DP

Delaware

PAGE 1

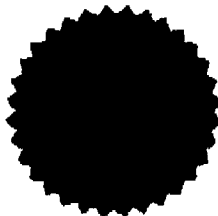
The First State

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:

"AGERE SYSTEMS GUARDIAN CORP.", A DELAWARE CORPORATION,
WITH AND INTO "AGERE SYSTEMS INC." UNDER THE NAME OF "AGERE SYSTEMS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF AUGUST, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF AUGUST, A.D. 2002.

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

3268412 8100M

020545223

AUTHENTICATION: 1959517

DATE: 08-29-02

PATENT
REEL: 016354 FRAME: 0761

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 08/22/2002
020545229 - 3268612

CERTIFICATE OF OWNERSHIP AND MERGER

OF

**Agere Systems Guardian Corp.
(a Delaware corporation)**

INTO

**Agere Systems Inc.
(a Delaware corporation)**

**UNDER SECTION 253 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE**

Agere Systems Inc., a corporation organized and existing under the laws of Delaware ("Corporation"), DOES HEREBY CERTIFY:

FIRST: The Corporation is the owner of all of the outstanding shares of common stock of Agere Systems Guardian Corp., which is also a business corporation of the State of Delaware.

SECOND: On August 22, 2002 the Subsidiary Governance Committee of the Board of Directors of the Corporation adopted the following resolution to merge Agere Systems Guardian Corp. into the Corporation:

RESOLVED that Agere Systems Guardian Corp., a Delaware corporation, shall be merged with and into Agere Systems Inc., a Delaware corporation, with Agere Systems Inc. being the surviving corporation, and Agere Systems Inc. shall thereupon assume all of the obligations of Agere Systems Guardian Corp."

THIRD: That the merger authorized hereby shall become effective as of 8:00 a.m. Eastern Standard Time on August 31, 2002.

Executed on August 22, 2002

AGERE SYSTEMS INC.

By Paul Bento
Paul Bento, Vice President