

Delaware

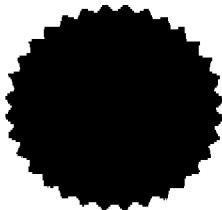
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The First State

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:

"BERKANA WIRELESS INC.", A DELAWARE CORPORATION,
WITH AND INTO "QUALCOMM INCORPORATED" UNDER THE NAME OF "QUALCOMM INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF JANUARY, A.D. 2006, AT 5:21 O'CLOCK P.M.

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



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4432025

DATE: 01-09-06

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:21 PM 01/03/2006
FILED 05:21 PM 01/03/2006
SRV 060003846 - 2271160 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

Berkana Wireless Inc.
(a Delaware corporation)

into

QUALCOMM Incorporated
(a Delaware corporation)

**(PURSUANT TO SECTION 253 OF THE
DELAWARE GENERAL CORPORATION LAW)**

QUALCOMM Incorporated, a corporation organized and existing under the laws of the State of Delaware (the "Company"), does hereby certify:

1. The Company is the owner of one hundred percent (100%) of the outstanding shares of each class of capital stock of Berkana Wireless Inc., a Delaware corporation ("Subsidiary").

2. The Company, by the following resolutions adopted on December 5, 2005 by the Board of Directors of the Company, hereby merges Subsidiary into the Company:

"WHEREAS, following the completion of its acquisition of Subsidiary, the Company will be the legal and beneficial owner of one hundred percent (100%) of the outstanding shares of each class of stock of Subsidiary.

WHEREAS, it is deemed in the best interests of the Company and its stockholders to consolidate its entity organizations by merging Subsidiary with and into the Company (the "Merger") and to assume all of the Subsidiary's liabilities and obligations.

WHEREAS, Section 253 of the Delaware General Corporation Law provides that a 100% wholly owned subsidiary corporation may be merged with and into its parent corporation upon the adoption of an appropriate resolution by the Board of Directors of the parent corporation and the filing of a Certificate of Ownership and Merger with the appropriate Secretary of State offices.

RESOLVED, that the Merger is approved and that the Company shall merge the wholly-owned Subsidiary into the Company and the Company shall assume all obligations of the Subsidiary pursuant to Section 253 of the Delaware General Corporation Law.

RESOLVED FURTHER, that the Certificate of Incorporation and Bylaws of the Company shall not be amended and shall remain the Certificate of Incorporation and Bylaws of the surviving corporation.

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RESOLVED FURTHER, that the officers of the Company, and any of them, are each hereby authorized and directed to execute all documents, agreements and other instruments and to take such actions and perform such acts as they may deem necessary or advisable to carry out and perform the purposes of these resolutions.

RESOLVED FURTHER, that the Company shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the applicable laws of any other jurisdiction and will cause to be performed all necessary acts within Delaware and in any other applicable jurisdiction necessary and appropriate to effect the Merger."

3. This Certificate of Ownership and Merger shall be effective on January 3, 2006.

[Remainder of page intentionally left blank.]

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**IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and
Merge to be signed by its Executive Vice President and Chief Financial Officer:**

Date: January 3, 2006

**QUALCOMM INCORPORATED,
a Delaware corporation**



**William R. Kaitel
Executive Vice President and
Chief Financial Officer**

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