

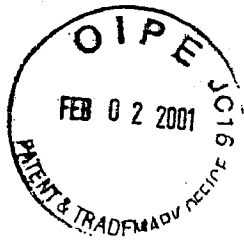
**PATENT ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Certificate of Conversion
<b>CONVEYING PARTY DATA</b>	
Name	Execution Date
Microtune (Texas), Inc.	12/21/2000
<b>RECEIVING PARTY DATA</b>	
Name:	Microtune (Texas), L.P.
Street Address:	2201 Tenth Street
City:	Plano
State/Country:	TEXAS
Postal Code:	75074
<b>PROPERTY NUMBERS Total: 1</b>	
Property Type	Number
Application Number:	12263906
<b>CORRESPONDENCE DATA</b>	
Fax Number:	(214)855-8200
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	214-855-7415
Email:	smatthews@fulbright.com
Correspondent Name:	Marc L. Delflache
Address Line 1:	2200 Ross Avenue Suite 2800
Address Line 4:	Dallas, TEXAS 75201
ATTORNEY DOCKET NUMBER:	MICP P0111C1 11005730
NAME OF SUBMITTER:	Scott Matthews
Total Attachments: 5 source=Conversion#page1.tif source=Conversion#page2.tif source=Conversion#page3.tif source=Conversion#page4.tif source=Conversion#page5.tif	

OP \$40.00 12263906

**PATENT**



# The State of Texas

SECRETARY OF STATE

## CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Conversion of

**MICROTUNE(TEXAS), INC.**

A Texas corporation

converting to

**MICROTUNE(TEXAS), L.P.**

A Texas limited partnership

have been received in this office and found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Conversion.

Filed: December 21, 2000

Effective: January 01, 2001



Elton Bomer  
Secretary of State

PATENT

REEL: 024761 FRAME: 0928



FILED  
In the Office of the  
Secretary of State of Texas

ARTICLES OF CONVERSION  
OF  
MICROTUNE (TEXAS), INC.

DEC 21 2000

Corporations Section

Pursuant to the provisions of article 5.17 of the Texas Business Corporation Act and section 6132b-9.05 of the Texas Revised Partnership Act, the undersigned converting entity certifies the following Articles of Conversion adopted for the purpose of effecting a conversion in accordance with the provisions of the Texas Business Corporation Act and the Texas Revised Limited Partnership Act.

1. A plan of conversion was approved and adopted in accordance with the provisions of article 5.03 of the Texas Business Corporation Act providing for the conversion of Microtune (Texas), Inc., a corporation incorporated under the Texas Business Corporation Act, to Microtune (Texas), L.P., a Texas limited partnership.

2. An executed plan of conversion is on file at the principal place of business of the converting entity at 2201 10<sup>th</sup> Street, Plano, TX 75074 and, from and after the conversion, an executed plan of conversion will be on file at the principal place of business of the converted entity at 2201 10<sup>th</sup> Street, Plano, TX 75074.

3. A copy of the plan of conversion will be furnished by the converting entity (prior to the conversion) or by the converted entity (after the conversion) on written request and without cost to any shareholder or member of the converting entity or the converted entity.

4. The approval of the plan of conversion was duly authorized by all action required by the laws under which Microtune (Texas), Inc. is incorporated and by its constituent documents. The number of outstanding shares entitled to vote is 1,000.

5. The number of shares voted for and against the plan of conversion, respectively, are as follows:

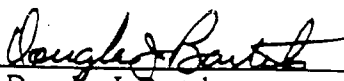
<u>Total Voted For:</u>	<u>Total Voted Against:</u>
<u>1,000</u>	<u>0</u>

6. Two copies of the Certificate of Limited Partnership of Microtune (Texas), L.P. which is to be created pursuant to the plan of conversion are being filed with the Secretary of State with the Articles of Conversion. A copy of the Certificate of Limited Partnership of Microtune (Texas), L.P. is attached as an exhibit to these Articles of Conversion.

7. Microtune (Texas), L.P. will be responsible for the payment of all fees and franchise taxes for which the Microtune (Texas), Inc. is liable, and further, Microtune (Texas), L.P. will be obligated to pay such fees and franchise taxes if the same are not timely paid.

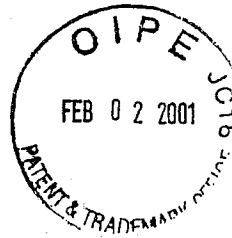
8. The conversion will become effective at 12:01 a.m. January 1, 2001, in accordance with the provisions of article 10.03 of the Texas Business Corporation Act and section 2.12 of the Texas Revised Limited Partnership Act.

**MICROTUNE (TEXAS), INC.**

By:   
Douglas J. Bartek  
Chairman and CEO



Office of the Secretary of State  
 Corporations Section  
 P.O. Box 13697  
 Austin, Texas 78711-3697



## CERTIFICATE OF LIMITED PARTNERSHIP

1. The name of the limited partnership is: **Microtune (Texas), L.P.**
2. The street address of its proposed registered agent in Texas is (a P.O. Box is not sufficient):  
**800 Brazos, Austin, Texas 78701;**

And the name of its proposed registered agent in Texas at such address is: **Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company.**

3. The address of the principal office in the United States where records of the partnership are to be kept or made available is: **2201 10<sup>th</sup> Street, Plano, TX 75074.**
4. The name, the mailing address and the street address of the business or residence of each general partner are as follows:

NAME	MAILING ADDRESS (include city, state, zip code)	STREET ADDRESS (include city, state, zip code)
Microtune (GP), L.L.C.	C/o Microtune, Inc. 2201 - 10 <sup>th</sup> Street Plano, Texas 75074	[Same]

5. The partnership is being created pursuant to that certain Plan of Conversion, effective as of January 1, 2001, for Microtune (Texas), Inc., a Texas corporation.
6. Information regarding the prior form of organization, is as follows:
  - (a) Name: **Microtune (Texas), Inc.**
  - (b) Address: **2201 10<sup>th</sup> Street  
Plano, TX 75074**
  - (c) Prior form of organization: **Texas business corporation**
  - (d) Date of incorporation: **May 28, 1996**
  - (e) Jurisdiction: **Texas.**

Microtune (GP), L.L.C.

By: Microtune, Inc., its sole member

By: 

Douglas J. Bartek  
Chairman and CEO