

5.17.99



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Tab settings

To the Honorable Commissioner of Patents and Trademarks, please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Rockwell Semiconductor Systems, Inc.
4311 Jamboree Road
Newport Beach, CA 92660-3095

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **Delaware**
 Other _____

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: Conexant Systems, Inc.

Internal Address: _____

Street Address: 4311 Jamboree Road

City: Newport Beach State: CA ZIP: 92660

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **Delaware**
 Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: October 13, 1998

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)
75/578,226 75/578,210 75/547,338
75/547,442

Additional numbers Yes No

B. Trademark Registration No.(s)

Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Joseph R. Marcus, Esq.

Internal Address: WELSH & KATZ, LTD.

Street Address: 120 S. Riverside Plaza, 22nd Floor

City: Chicago State: IL ZIP: 60606

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41):.....\$ \$115.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

In the event that improper payment is made.

DO NOT USE THIS SPACE

05/20/1999 JSHAKAZZ 00000150 75578226

01 FC:481 40.00 DP
02 FC:482 75.00 DP

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.

Joseph R. Marcus
Name of Person Signing

Signature

May 14, 1999
Date

Total number of pages including cover sheet, attachments, and

6

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ROCKWELL SEMICONDUCTOR SYSTEMS, INC.", CHANGING ITS NAME FROM "ROCKWELL SEMICONDUCTOR SYSTEMS, INC." TO "CONEXANT SYSTEMS, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF OCTOBER, A.D. 1998, AT 4:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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991151248

AUTHENTICATION: 9692531

DATE: 04-19-99

TRADEMARK

" REEL: 001899 FRAME: 0337

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ROCKWELL SEMICONDUCTOR SYSTEMS, INC.

Pursuant to Section 242 of the General
Corporation Law of the State of Delaware

Rockwell Semiconductor Systems, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: Resolutions setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and directing that said amendment be submitted to the sole shareowner of the Corporation for its consideration were duly adopted by the unanimous written consent of the Board of Directors of the Corporation dated as of October 13, 1998.

SECOND: Thereafter, said amendment was approved in accordance with Section 228 of the General Corporation law of the State of Delaware by the Consent of Sole Shareowner of the Corporation dated as of October 13, 1998.

THIRD: Said amendment would amend the Certificate of Incorporation of the Corporation by deleting Article FIRST and substituting in lieu thereof the following new Article FIRST, to read in its entirety as follows:

"FIRST: The name of the Corporation is
Conexant Systems, Inc."

FOURTH: Said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FIFTH: Said amendment shall become effective immediately upon filing of this Certificate of Amendment of Certificate of Incorporation with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its officer thereunto duly authorized this 14th day of October, 1998.

ROCKWELL SEMICONDUCTOR SYSTEMS, INC.

By: 

Dwight N. Decker
President and Chief Executive
Officer