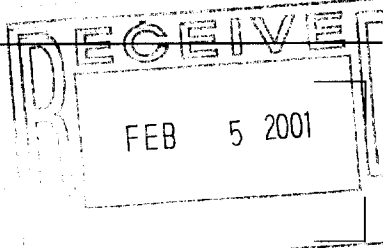


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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

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- New
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Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
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Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year _____
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name GDE Systems, Inc.

12311998

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Marconi Integrated Systems Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 16550 W. Bernardo Drive, Building 1

Address (line 2) _____

Address (line 3) San Diego
City

California / U.S.
State/Country

92127
Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

02/13/2001 6TON11 00000139 1583483

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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

[Empty text box]

Address (line 1)

[Empty text box]

Address (line 2)

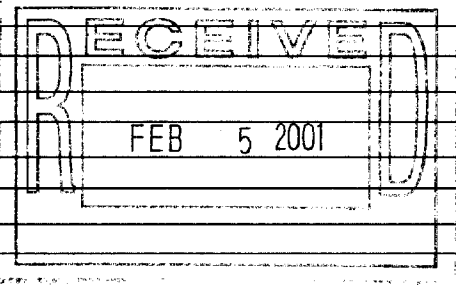
[Empty text box]

Address (line 3)

[Empty text box]

Address (line 4)

[Empty text box]



Correspondent Name and Address

Area Code and Telephone Number

619-232-7002

Name

Marnie Wright Barnhorst, Esq.

Address (line 1)

2200 Symphony Towers

Address (line 2)

750 B Street

Address (line 3)

San Diego, CA 92101

Address (line 4)

[Empty text box]

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

2

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

[Empty boxes for Trademark Application Number(s)]

1583483 [Empty boxes for Registration Number(s)]

Number of Properties

Enter the total number of properties involved.

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

Method of Payment:

Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

500-405

Authorization to charge additional fees:

Yes No

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. Charges to deposit account are authorized, as indicated herein.

MARNIE BARNHORST

Name of Person Signing

[Signature]

Signature

1-30-01

Date Signed

**CERTIFICATE OF AMENDMENT
of
CERTIFICATE OF INCORPORATION**

GDE Systems, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of GDE Systems, Inc. by the unanimous written consent of all of its members duly adopted resolutions setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

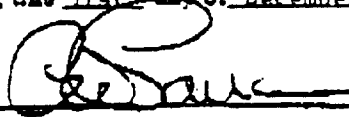
RESOLVED. That the Certificate of Incorporation of this corporation be amended by changing the **FIRST** Article thereof so that, as amended, said Article shall be and read as follows:

FIRST: The name of the corporation (hereinafter sometimes referred to as the "Corporation") is:
Marconi Integrated Systems Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a consent in writing by the sole shareholder of said corporation was executed, in accordance with section 228 of the General Corporation Law of the State of Delaware, authorizing the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, GDE Systems, Inc. has caused this certification to be signed by Raymond A. Parra, its Secretary and Vice President, this 31st day of December, 1998.



Raymond A. Parra
Secretary and Vice President

State of Delaware
Office of the Secretary of State

PAGE 1

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 "GDE SYSTEMS, INC.", CHANGING ITS NAME FROM "GDE SYSTEMS, INC." TO "MARCONI INTEGRATED SYSTEMS INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF JANUARY, A.D. 1999, AT 12:30 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2310560 8100

991001484

AUTHENTICATION: 9501985

DATE: 01-04-99