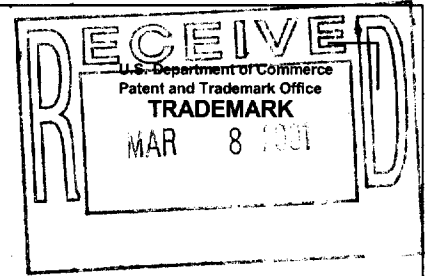


03-26-2001

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



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3-8-01

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

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

Conveying Party

Mark if additional names of conveying parties attached

Name GDE Systems, Inc.

Execution Date
Month Day Year
12311998

Formerly _____

1583483

- 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

Address (line 2) _____

Address (line 3) San Diego
City

California
State/Country

92127
Zip Code

- Individual General Partnership Limited Partnership Association
- 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

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002257 FRAME: 0382

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (619) 232-7002

Name Marnie Wright Barnhorst, Esq.

Address (line 1) The Trademark Group

Address (line 2) 2200 Symphony Towers

Address (line 3) 750 B Street

Address (line 4) San Diego, CA 92101-8114

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

2 (Two)

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)

1583483		

Number of Properties Enter the total number of properties involved.

1 (One)

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 Wright Barnhorst, Esq.

MWB

3-2-01

Name of Person Signing

Signature

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:

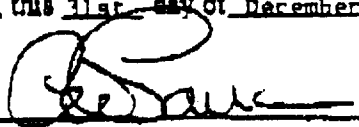
RESOLVED, That the Certificate of Incorporation of this corporation be amended by changing the **FIRST** Article thereof so that, as amended, said Article shall be and read as follows:

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

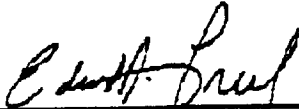
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GDE SYSTEMS, INC.", CHANGING ITS NAME FROM "GDE SYSTEMS, INC." TO "MARCONI INTEGRATED SYSTEMS INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF 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.



2310560 8100

991001484


Edward J. Freel, Secretary of State

AUTHENTICATION: 9501985

DATE: 01-04-99