

03-24-2000



U.S. Department of Commerce
Patent and Trademark Office

2. 7. 00

101299453

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.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State Deleware
 Other

Additional name(s) of conveying Party(ies) attached?
 Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: October 14, 1998

2. Name and address of receiving party(ies):
 Name: Conexant Systems, Inc.
 Internal Address: E09-900
 Street Address: 4311 Jamboree Rd.
 City: Newport Beach State: CA Zip: 92660

Individual(s) citizenship _____
 Association _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation - State: Deleware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation must be a separate document from Assignment)
 Additional Name(s) & address(es) attached:
 Yes No

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

A. Trademark Application No.(s):
75/706977 75/706905 75/706999 75/705911 75/547338
75/547442

B. Trademark Registration No.(s): _____

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning documents should be mailed:
 Name: Sam Talpalatsky
 Internal Address: Conexant Systems, Inc.
E09-900
 Street Address: 4311 Jamboree Rd.
 City Newport Beach State CA Zip 92660

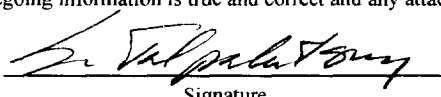
6. Total number of applications and registrations involved : 6

7. Total fee (37 CFR 3.41): \$ ~~240.00~~ 165E
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 500835
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Sam Talpalatsky  February 3, 2000
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 4

OMB No. 0651-0011

Do not detach this portion

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing this document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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40.00 CH
125.00 CH

01 FC: 01
02 FC: 02

TRADEMARK
REEL: 002039 FRAME: 0381

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.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

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991151248

AUTHENTICATION: 9692558

DATE: 04-19-99

TRADEMARK
REEL: 002039 FRAME: 0382

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.