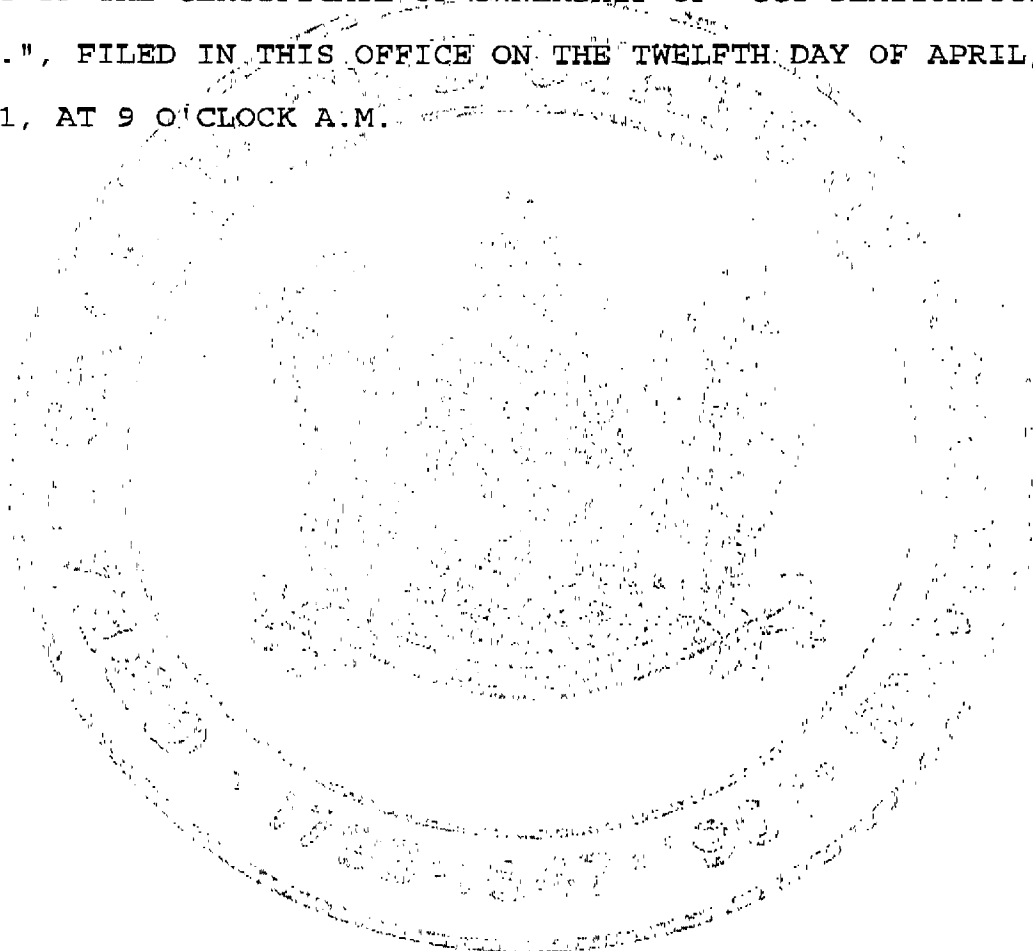


State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF "GCT SEMICONDUCTOR, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF APRIL, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3351561 8100

AUTHENTICATION: 1086145

010186823

DATE: 04-18-01

TRADEMARK
REEL: 002370 FRAME: 0762

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 04/12/2001
010179942 - 3351561

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
GLOBAL COMMUNICATION TECHNOLOGY, INC. (a California corporation)
INTO
GCT SEMICONDUCTOR, INC. (a Delaware corporation)**

Global Communication Technology, Inc., a corporation organized and existing under the laws of the State of California ("GCT-California"),

DOES HEREBY CERTIFY:

FIRST: That GCT-California was incorporated on June 15, 1998 pursuant to the California Corporations Code, the provisions of which permit the merger of a parent corporation organized and existing under the laws of said State into a subsidiary corporation organized and existing under the laws of a different State.

SECOND: That GCT-California owns one hundred percent (100%) of the outstanding shares of the capital stock, \$.001 par value per share ("Capital Stock"), of GCT Semiconductor, Inc., a corporation incorporated on February 21, 2001, pursuant to the General Corporation Law of the State of Delaware ("GCT-Delaware"), and having no class of stock outstanding other than said Capital Stock.

THIRD: That GCT-California, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent, filed with the minutes of the Board, pursuant to Section 141(f) of the Delaware General Corporation Law on February 21, 2001, determined to, and effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware does, merge itself into said GCT-Delaware:

WHEREAS, GCT-California is the legal and beneficial owner of all of the issued and outstanding shares of Capital Stock, \$.001 par value per share ("GCT-Delaware Stock"), of GCT-Delaware;

WHEREAS, said GCT-Delaware Stock is the only issued and outstanding class of stock of GCT-Delaware;

WHEREAS, GCT-California desires to merge itself into GCT-Delaware pursuant to the provisions of Section 253 of the Delaware General Corporation Law and Section 1110 of the California Corporations Code;

NOW, THEREFORE, BE IT RESOLVED that, effective upon the filing of an appropriate Certificate of Ownership and Merger embodying these resolutions with the Secretary of State of Delaware (but subject to the approval of the shareholders of GCT-California), GCT-California shall merge and it hereby does merge itself into GCT-Delaware, which will thereby assume all of the liabilities and obligations of GCT-California and the separate existence of GCT-California shall cease and GCT-Delaware shall be the surviving corporation (the "Surviving Corporation");

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RESOLVED, FURTHER, that the terms and conditions of the merger are as follows: Upon the proposed merger becoming effective, each outstanding share of GCT-California's Common Stock, \$.001 par value, issued and outstanding immediately prior thereto shall be converted into one (1) fully paid and nonassessable share of GCT-Delaware Common Stock, par value \$.001 per share, and each outstanding share of GCT-California's Series A Preferred Stock, \$.001 par value, issued and outstanding immediately prior thereto shall be converted into one (1) fully paid and nonassessable share of GCT-Delaware Series A Preferred Stock, par value \$.001 per share, and each outstanding share of GCT-California's Series B Preferred Stock, \$.001 par value, issued and outstanding immediately prior thereto shall be converted into one (1) fully paid and nonassessable share of GCT-Delaware Series B Preferred Stock, par value \$.001 per share, and all such GCT-Delaware shares shall be issued upon surrender of the certificates for the related converted GCT-California shares; and each share of GCT-Delaware issued and outstanding immediately prior thereto shall be cancelled and returned to the status of authorized but unissued shares;

RESOLVED, FURTHER, that GCT-Delaware, as the surviving corporation in the merger, shall notify each stockholder of record of said GCT-Delaware within ten (10) days after the effective date of the merger that the merger has become effective;

RESOLVED, FURTHER, that until successors are duly elected or appointed in accordance with applicable law, the existing directors of GCT-Delaware shall be the directors of the Surviving Corporation and the existing officers of GCT-Delaware shall be the officers of the Surviving Corporation;

RESOLVED, FURTHER, that from and after the date hereof, the Bylaws of GCT-Delaware, as amended, and Certificate of Incorporation of GCT-Delaware, as amended, shall be the certificate of incorporation and bylaws of the Surviving Corporation;

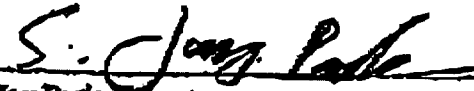
RESOLVED, FURTHER, that the President of GCT-California be and hereby is authorized to make and execute, and the Assistant Secretary be and hereby is authorized to make, execute and attest, a Certificate of Ownership and Merger setting forth a copy of these resolutions providing for the merger of GCT-California into GCT-Delaware, and the date of adoption hereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and a certified copy recorded in the office of the Recorder of Deeds for the appropriate county and to do all acts and things, whatsoever, whether within or without the State of Delaware, which may be in any way necessary or appropriate to effect said merger.

FOURTH: That the merger has been approved by a majority of the outstanding shares of Common Stock of GCT-California entitled to vote thereon and also by a majority of the outstanding shares of Preferred Stock of GCT-California entitled to vote thereon, each by written consent without a meeting in accordance with Sections 603 and 1110 of the California Corporations Code, and has, to the extent required by California law, been adopted, approved, certified, executed and acknowledged by GCT-California in accordance with the laws of California; and that the merger has also been approved by the Board of GCT-Delaware as required by Section 1110(e) of the California Corporations Code.

IN WITNESS WHEREOF, said GCT-California has caused its corporate seal to be affixed and this certificate to be signed by Kisub Lee, its President, and S. Jay Park, its Secretary, this 21th day of February, 2001.

Global Communication Technology, Inc.,
a California corporation

By: 
Kisub Lee, President

By: 
S. Jay Park, Secretary

[SIGNATURE PAGE TO CERTIFICATE OF OWNERSHIP AND MERGER]