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

1. Name of conveying party(ies):

Tracor Systems Technologies, Inc.
1400 Georgia Avenue
Silver Springs, MD 20910

10/17/01

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

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

2. Name and address of receiving party(ies)

Marconi Systems Technologies, Inc.
1400 Georgia Avenue
Silver Springs, MD 20910

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

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: October 16, 2001

4. **Application number(s) or patent number(s):**

A. Trademark Application No.(s):

B. Trademark Registration No.(s): 1,861,132

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

Bret A. Madole, Esq.
David, Goodman & Madole, P.C.
5420 LBJ Freeway
Suite 1200
Dallas, Texas 75240

6. **Total number of applications and registrations involved: 1**

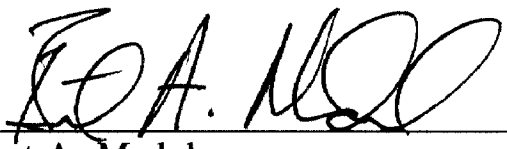
7. **Total fee (37 CFR 3.41) \$40.00**

8. **Deposit account number: NA**

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 to the original document.

10/16/01
Date


Bret A. Madole

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

State of Delaware
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 "TRACOR SYSTEMS TECHNOLOGIES, INC.", CHANGING ITS NAME FROM "TRACOR SYSTEMS TECHNOLOGIES, INC." TO "MARCONI SYSTEMS TECHNOLOGIES INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1998, AT 2 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF JANUARY, A.D. 1999.

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

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AUTHENTICATION: 9486116

DATE: 12-24-98

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

* * * * *

Tracor Systems Technologies, Inc., a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

"RESOLVED: That effective as of January 1, 1999, the Certificate of Incorporation of Tracor Systems Technologies, Inc. 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 is Marconi Systems Technologies Inc.'

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given its written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.


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

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FOURTH: That this Certificate of Amendment of Certificate of Incorporation shall be effective on January 1, 1999.

IN WITNESS WHEREOF, said Tracor Systems Technologies, Inc. has caused this Certificate to be signed by its duly authorized officer this twenty-first day of December, 1998.

Tracor Systems Technologies, Inc.

By: 
K. Bruce Hamilton
President and Chief Executive Officer