

09-16-2002

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TO THE ASSISTANT COMMISSIONER OF PA

102222738

ached original documents or copy thereof.

1. Name of conveying party(ies): (If multiple assignors, list numerically)

Alpha Industries, Inc.

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State Delaware
- Other:

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

2. Name and address of receiving party(ies):

Name: Skyworks Solutions, Inc.
Internal Address:
Street Address: 4311 Jamboree, K10-050
City: Newport Beach State: CA ZIP: 92660

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State Delaware
- Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)
Additional name(s) and address(es) attached?
 Yes No

3. Nature of conveyance:

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

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above) June 25, 2002

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

- a. Trademark Application No(s):
76/108,017
- b. Trademark Registration No(s):

Additional numbers attached? Yes No

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

Name: Marguerite L. Gunn
KNOBBE, MARTENS, OLSON & BEAR, LLP
Customer No. 20,995
Internal Address: Fourteenth Floor
Street Address: 2040 Main Street
City: Irvine State: CA ZIP: 92614
Attorney's Docket No.: SKYWTM.001T

7. Total fee (37 CFR 1.21(h)): \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved: 1

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.

Marguerite L. Gunn
Name of Person Signing

Marguerite L. Gunn
Signature

9/16/02
Date

Total number of pages including cover sheet, attachments and document: 7

Mail documents to be recorded with required cover sheet information to:

09/17/2002 TDIAZ1 00000005 76108017
01 FC:481 40.00 DP

U.S. Patent and Trademark Office
Attn: Assignment Division
Crystal Gateway-4
1213 Jefferson Davis Highway, Suite 320
Arlington, VA 22202

Delaware

PAGE 1

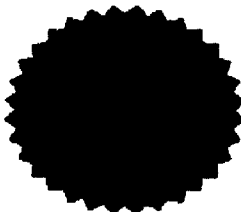
The First State

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, WHICH MERGES:

"SKYWORKS SOLUTIONS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "ALPHA INDUSTRIES, INC." UNDER THE NAME OF
"SKYWORKS SOLUTIONS, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-FIFTH DAY OF JUNE, A.D. 2002, AT 8:30
O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-SIXTH DAY
OF JUNE, A.D. 2002, AT 8 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1850289

020408938

DATE: 06-25-02

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REEL: 2581 FRAME: 0940

06/25/2002 08:37

STATE OF DELAWARE 002
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 08:30 AM 06/25/2002
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**CERTIFICATE OF OWNERSHIP AND MERGER
OF
SKYWORKS SOLUTIONS, INC.
WITH AND INTO
ALPHA INDUSTRIES, INC.**

**Pursuant to Section 253 of the General
Corporation Law of the State of Delaware**

Alpha Industries, Inc., a Delaware corporation (the "Company"), pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies as follows:

1. The Company owns all of the issued and outstanding common stock, par value \$.01 per share, of Skyworks Solutions, Inc., a Delaware corporation (the "Subsidiary"), which is the only outstanding class of capital stock of the Subsidiary.
2. On June 13, 2002, the Board of Directors of the Company unanimously adopted resolutions, substantially in the form attached as Exhibit A hereto, authorizing the merger of the Subsidiary with and into the Company pursuant to Section 253 of the DGCL (the "Merger"), with the Company surviving the Merger. Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof.
3. The Company, as the sole stockholder of the Subsidiary, has approved the Merger pursuant to Section 253 of the DGCL.
4. This Certificate of Ownership and Merger shall become effective at, and the effective date of the Merger shall be, 8:00 a.m., Eastern Time, on June 26, 2002.
5. Upon the effective date of the Merger, the name of the Company, as the corporation surviving the Merger, shall be changed to "Skyworks Solutions, Inc."

06/25/2002 08:37

NO. 729 003

6. Upon the effective date of the Merger, Article First of the Restated Certificate of Incorporation, as amended, of the Company shall be amended to read: "FIRST: The name of the Corporation is 'Skyworks Solutions, Inc.'" Except as set forth in this Section 6 of this Certificate of Ownership and Merger, the Restated Certificate of Incorporation, as amended, of the Company shall remain unamended.

[REMAINDER OF PAGE INTENTIONALLY BLANK]

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NO. 729 004

IN WITNESS WHEREOF, Alpha Industries, Inc. has caused this Certificate of Ownership and Merger to be executed in its corporate name this 25th day of June, 2002.

ALPHA INDUSTRIES, INC.

By: /s/ Paul E. Vincent
Name: Paul E. Vincent
Title: Vice President, Chief Financial Officer,
Treasurer and Secretary

06/25/2002 08:37

NO. 729 005

Exhibit A

WHEREAS, the Company owns all of the issued and outstanding shares of capital stock of Skyworks Solutions, Inc., a Delaware corporation and a wholly owned subsidiary of the Company (the "Subsidiary"); and

WHEREAS, the Board of Directors deems it advisable and in the best interest of the Company and its stockholders that, following the effective time of the merger of the Company with the wireless business of Conexant (the "Effective Time"), the Company effect a merger (the "Short Form Merger") of Subsidiary with and into the Company, with the Company surviving the Short Form Merger (the "Surviving Corporation").

NOW, THEREFORE, IT IS RESOLVED, that the Short Form Merger be, and it hereby is, approved and adopted in all respects; and further

RESOLVED, that the Company be, and it hereby is, authorized and empowered to enter into and consummate the Short Form Merger, pursuant to which, among other things, at the Effective Time of the Short Form Merger (as defined below) (i) Subsidiary will be merged with and into the Company pursuant to Section 253 of the General Corporation Law of the State of Delaware ("DGCL") and the separate existence of Subsidiary shall thereupon cease, (ii) the name of the Surviving Corporation shall be "Skyworks Solutions, Inc."; (iii) the Restated Certificate of Incorporation, as amended, of the Company shall be the Certificate of Incorporation of the Surviving Corporation; and (iv) the Second Amended and Restated By-Laws of the Company shall be the By-Laws of the Surviving Corporation, each of such actions being hereby approved and adopted; and further

RESOLVED, that at the Effective Time of the Short Form Merger, Article First of the Restated Certificate of Incorporation, as amended, of the Company shall be amended to read as follows:

"FIRST: The name of the Corporation is 'Skyworks Solutions, Inc.'"

; and further

RESOLVED, that, at the Effective Time of the Short Form Merger each share of common stock, par value \$0.01 per share, of Subsidiary issued and outstanding immediately prior to the

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NO. 729 D06

Effective Time of the Short Form Merger shall, by virtue of the Short Form Merger and without any action on the part of the holder thereof, be cancelled and cease to exist; and further

RESOLVED, that the appropriate officers of the Company be, and each of them acting singly hereby is, authorized, in the name and on behalf of the Company, to execute and file, or cause to be filed, following the Effective Time, an appropriate Certificate of Ownership and Merger to effect the Short Form Merger with the Secretary of State of the State of Delaware in accordance with the DGCL, which Certificate of Ownership and Merger shall state the time of effectiveness of the Short Form Merger (the "Effective Time of the Short Form Merger"), and to make, execute, deliver and file at the appropriate time such other instruments and documents as may be necessary or desirable to consummate the Short Form Merger pursuant to the DGCL.