

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Vialta, Inc.		05/25/2000	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA	
Name:	Vialta, Inc.
Street Address:	48461 Fremont Boulevard
City:	Fremont
State/Country:	CALIFORNIA
Postal Code:	94538
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2	
Property Type	Number
Serial Number:	76176961
Serial Number:	76176392

CORRESPONDENCE DATA	
Fax Number:	(650)833-2001
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	650 833-2170
Email:	tmfilings@graycary.com
Correspondent Name:	Allyn Taylor, Esq
Address Line 1:	2000 University Avenue
Address Line 4:	East Palo Alto, CALIFORNIA 94303-2248

ATTORNEY DOCKET NUMBER:	2100977-652/650
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NAME OF SUBMITTER:	Cheryl A. Goodall
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Total Attachments: 3 source=vialtadel_1.tif source=vialtadel_2.tif source=vialtadel_3.tif

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State of Delaware

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Office of the Secretary of State
of the State of Delaware

Office of the Secretary of State

JUN 28 2001

W. JONES, Secretary of 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 MERGER, WHICH MERGES:

"VIALTA, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "VIALTA, INC." UNDER THE NAME OF "VIALTA, 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 MAY, A.D. 2001, AT 9:01 O'CLOCK A.M.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

DATE: 06-05-01

**CERTIFICATE OF MERGER
OF
VIALTA, INC.
(A CALIFORNIA CORPORATION)
AND
VIALTA, INC.
(A DELAWARE CORPORATION)**

**UNDER SECTION 252(C) OF THE GENERAL CORPORATION LAW
OF THE STATE OF DELAWARE**

The undersigned corporation, Vialta, Inc., hereby certifies that:

FIRST:

The name and state of incorporation of each of the constituent corporations is: Vialta, Inc., a California corporation (the "Disappearing Corporation"), and Vialta, Inc., a Delaware corporation (the "Surviving Corporation").

SECOND:

An agreement of merger has been approved, adopted, certified, executed and acknowledged by the Disappearing Corporation and by the Surviving Corporation in accordance with the provisions of Section 252(c) of the General Corporation Law of the State of Delaware, to wit, by the Disappearing Corporation in accordance with the laws of the State of its incorporation and by the Surviving Corporation in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

THIRD:

The name of the surviving corporation is Vialta, Inc., which will continue its existence as said surviving corporation under Vialta, Inc., upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

FOURTH:

Upon the effectiveness of the merger, the Certificate of Incorporation of the Surviving Corporation shall be its Certificate of Incorporation.

FIFTH:

The executed agreement of merger is on file at the principal place of business of the Surviving Corporation, the address of which is 48461 Fremont Blvd., Fremont, California 94538.

SIXTH:

A copy of the agreement of merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of the Disappearing Corporation or the Surviving Corporation.

SEVENTH:

The authorized capital stock the Disappearing Corporation consists of 480,000,000 shares with no par value.

IN WITNESS WHEREOF, the undersigned has executed and subscribed to this Certificate of Merger on behalf of Vialta, Inc. as its authorized officer and hereby affirms, under penalties of perjury, that this Certificate of Merger is the act and deed of such corporation and that the facts stated herein are true.

Dated: May 25, 2000

**VIALTA, INC.,
a Delaware corporation**



Fred S. L. Chan
Chief Executive Officer and Secretary