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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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*****70.00 *****70.00

CORPORATION(S) NAME

Conexant Spinco, Inc.

FILED
NOV 29 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
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11/29/00

Order#:

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DIVISION OF CORPORATION

NOV 29 AM 11:53

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Ref#
11/29

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Dwight W. Decker

Address: 4311 Jamboree Road

Newport Beach, California 92660

Vice Chairman: _____

Address: _____

Director: Raouf Y. Halim

Address: 4000 MacArthur Boulevard

Newport Beach, California 92660

Director: Balakrishnan S. Iyer

Address: 4000 MacArthur Boulevard

Newport Beach, California 92660

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: (CEO) Raouf Y. Halim

Address: 4000 MacArthur Boulevard

Newport Beach, California 92660

Vice President: (SVP) Balakrishnan S. Iyer

Address: 4000 MacArthur Boulevard

Newport Beach, California 92660

Secretary: Balakrishnan S. Iyer

Address: 4000 MacArthur Boulevard

Newport Beach, California 92660

Treasurer: Balakrishnan S. Iyer

Address: 4000 MacArthur Boulevard

Newport Beach, California 92660

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Balakrishnan S. Iyer, Senior Vice President, Chief Financial Officer, Treasurer and Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONEXANT SPINCO, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF NOVEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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00 NOV 29 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0811375

DATE: 11-27-00

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