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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
100000032
523 7135160

AUTHORIZATION

COST LIMIT : \$ 35.00

Name
Change
Form

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CUSTOMER NO: 7135160

Murray Hill, NJ 07974

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR 19 PM 2:3
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XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JEANINE REYNOLDS EXT# 1133

EXAMINER:

NO
319101

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Lucent Technologies Microelectronics Guardian Corp.

Name of corporation as it appears on the records of the Department of State.

2. Delaware

Incorporated under laws of

3. July 25, 2000

Date authorized to do business in Florida

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TALLAHASSEE, FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 29, 2000

5. Agere Systems Guardian Corp.

Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

N / A

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N / A

New Jurisdiction


Signature

March 16, 2001
Date

Paul Diczok

Typed or printed name

Vice President
Title

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 AMENDMENT OF "LUCENT TECHNOLOGIES MICROELECTRONICS GUARDIAN CORP.", CHANGING ITS NAME FROM "LUCENT TECHNOLOGIES MICROELECTRONICS GUARDIAN CORP." TO "AGERE SYSTEMS GUARDIAN CORP.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1026894

3258123 8100

010130417

DATE: 03-16-01

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
LUCENT TECHNOLOGIES MICROELECTRONICS GUARDIAN CORP.**

Lucent Technologies Microelectronics Guardian Corp., a Delaware corporation (the "Company"), in order to amend its Certificate of Incorporation, hereby certifies as follows:

FIRST: The name of the Company is Lucent Technologies Microelectronics Guardian Corp.

SECOND: The Company hereby amends its Certificate of Incorporation as follows:

Paragraph FIRST of the Certificate of Incorporation, relating to the corporate title of the Company, is hereby amended to read as follows:

FIRST: The name of the corporation (hereinafter called the "corporation") is Agere Systems Guardian Corp.

THIRD: The amendment effected herein was authorized by the consent in writing, setting forth the action so taken, signed by the sole shareholder entitled to vote thereon pursuant to Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Board of Directors of Lucent Technologies Microelectronics Guardian Corp. have caused this certificate to be signed by Janet O'Rourke, its Assistant Secretary on this 29th day of December 2000.


Janet O'Rourke, Assistant Secretary

Sworn to and subscribed
before me this 29th day
of December, 2000


Notary Public

MARGARET GRACE GELSI
A Notary Public of New Jersey
My Commission Expires April 14, 2004

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/29/2000
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