

F96000003869

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: GLOBESPAN, INC.

(Name of corporation)

000007061010--0

-08/12/02--01078--015

*****35.00 *****35.00

DOCUMENT NUMBER:

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

HARSHAD R. VAIDYA

(Name of person)

GLOBESPANVIRATA, INC.

(Name of firm/company)

100 SCHULZ DRIVE

(Address)

000007061010--0

-08/16/02--01019--005

*****35.00 *****35.00

RED BANK, NEW JERSEY 07701

(City/state and zip code)

For further information concerning this matter, please call:

HARSHAD R. VAIDYA

(Name of person)

at (732) 345-7545

(Area code & daytime telephone number)

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Mr. Vaidya

GAVE

AUTHORIZATION BY PHONE TO

CORRECT

DATE

8/16/02

DOC. EXAM.

T. Lewis

The name of the corporation on the
certificate is correct
(Globespansvirata) one word

NC
T. Lewis 8/16/02

FILED
02 AUG 16 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



July 30, 2002

Dear Vendor,

It has come to our attention that due to a computer issue, checks issued in your favor the week of July 22, 2002 were issued from a previously closed GlobespanVirata account. Enclosed is a replacement check for that payment. We apologize for any issue this may have caused, and be assured that we have taken the necessary steps to prevent this from happening again. Should you have any questions regarding this matter, please contact the Accounts Payable Coordinator assigned to your account at 732-345-7500.

Sincerely,

A handwritten signature in cursive script, appearing to read 'M. J. Grady', written over the typed name and title.

M. J. Grady
Asst. Treasurer

this check was given to
melinda, since she hadn't
gotten anything back for
the validated money of 8/12.
The check was validated by
her 8/16. T. Lewis

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)

FILED
02 AUG 16 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Document number of corporation (if known))

1. GLOBESPAN, INC.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. July 31, 1996

(Date authorized to do business in 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 14, 2001

5. GLOBESPANVIRATA, INC.

(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.

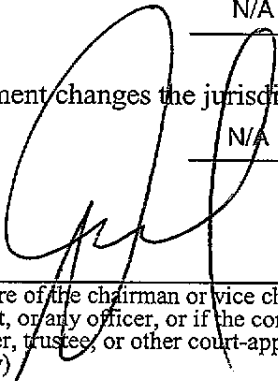
N/A

(New duration)

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

N/A

(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

ARMANDO GEDAY

(Typed or printed name)

JULY 3 / 2002

(Date)

President and Chief Executive Officer

(Title)

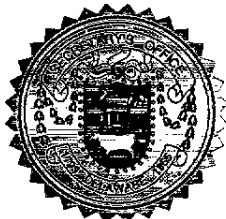
Delaware

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 AMENDMENT OF "GLOBESPAN, INC.", CHANGING ITS NAME FROM "GLOBESPAN, INC." TO "GLOBESPANVIRATA, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FOURTEENTH DAY OF DECEMBER, A.D. 2001, AT 6 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2631885 8100

020469903

AUTHENTICATION: 1898548

DATE: 07-23-02

**CERTIFICATE OF AMENDMENT
OF AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
GLOBESPAN, INC.**

GlobeSpan, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That by vote of the members of the board of directors of the Corporation, resolutions were duly adopted setting forth a proposed amendment of the Amended and Restated Certificate of Incorporation of the Corporation and declaring said amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that, upon approval of the stockholders of the Corporation, Article 1 of the Corporation's Amended and Restated Certificate of Incorporation be amended to read in its entirety as follows:

"The name of the Corporation is GlobeSpan Virata, Inc. (the "Corporation")."

SECOND: That at a duly held meeting and vote of stockholders of the Corporation, said amendments were duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

THIRD: This Certificate of Amendment shall become effective at 6:00 p.m. Eastern Standard Time on December 14, 2001.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by its President this 14th day of December, 2001.

By: /s/ Armando Geday
Armando Geday
President and Chief Executive Officer