

To: +1 (350) 205-0380
Subject:

From: Cindy Hicks

Wednesday, November 23, 2005 11:51 AM Page: 1 of 5

L11841

Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 205-0380

From:
Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

0438.44640

BASIC AMENDMENT

PARKERVISION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

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DIVISION OF CORPORATIONS

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11/22/2005 10:27:37 AM

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To: +1 (850) 205-0380
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From: Cindy Hicks

Tuesday, November 22, 2005 10:34 AM Page: 1 of 4

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Division of Corporations
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To: +1 (850) 205-0380
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From: Cindy Hicks

Wednesday, November 23, 2005 11:51 AM Page: 2 of 5

850-205-0381

11/22/2005 2:22 PAGE 001/001 Florida Dept of State



November 22, 2005

FLORIDA DEPARTMENT OF STATE
Division of Corporations

PARKERVISION, INC.
P.O. BOX 56346
JACKSONVILLE, FL 32241

SUBJECT: PARKERVISION, INC.
REF: L11841

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please entitle your document Articles of Amendment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

FAX Aud. #: H05000270356
Letter Number: 005A00068841

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ARTICLES OF AMENDMENT
CERTIFICATE OF DESIGNATIONS OF THE
PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS
OF SERIES E PREFERRED STOCK
OF PARKERVISION, INC.

Pursuant to Section 607.0602 of the Florida Business Corporation Law, ParkerVision, Inc., a Florida corporation (the "Corporation").

DOES HEREBY CERTIFY that pursuant to the authority conferred upon the Board of Directors by the Articles of Incorporation of the Corporation and pursuant to Section 607.0602 of the Florida Business Corporation Law, said Board of Directors at a meeting duly held on October 18, 2005 has duly adopted a resolution providing for the issuance of a series of 100,000 shares of Series E Preferred Stock, par value \$0.01 per share, which reads as follows:

First: The name of the corporation is ParkerVision, Inc.

Second: The following amendment to the Amended Articles of Incorporation was approved and adopted on October 18, 2005, as prescribed by Section 607.1006 of the Florida 1989 Business Corporation Act, by the board of directors at a meeting without shareholder approval, and approval by the shareholders of the Corporation was not required.

Third: This amendment is to be effective immediately on filing.

Fourth: Article IV of the Amended Certificate of Incorporation is further amended to add the following:

Series E Preferred Stock

There is hereby designated, out of the authorized but unissued shares of Preferred Stock of the Corporation, a series thereof, and the number of shares, voting powers, designation, preferences, and relative, participating, optional, and other special rights, and the qualifications, limitations, and restrictions thereof, of the shares of such series (in addition to those set forth in the Articles of Incorporation, as amended, which are applicable to the Preferred Stock of all series), shall be as follows:

(1) The distinctive serial designation of this series shall be "Series E Preferred Stock" (hereinafter called "this Series"). Each share of this Series shall be identical in all respects with the other shares of this Series except as to the dates from and after which dividends thereon shall be cumulative.

(2) The number of shares in this Series shall initially be 100,000, which number may from time to time be increased or decreased (but not below the number then outstanding) by the Board of Directors. Shares of this Series purchased by the Corporation shall be canceled and shall revert to authorized but unissued shares of Preferred Stock undesignated as to series. Shares of this Series may be issued in fractional shares, which fractional shares shall entitle the holder, in proportion to such holder's fractional share, to all rights of a holder of a whole share of this Series.

(3) The holders of full or fractional shares of this Series shall be entitled to receive, when and as declared by the Board of Directors, but only out of funds legally available therefor, dividends, (A) on each date that dividends or other distributions (other than dividends or distributions payable in Common Stock of the Corporation) are payable on or in respect of Common Stock comprising part of the Reference Package (as defined below), in an amount per whole share of this Series equal to the

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aggregate amount of dividends or other distributions (other than dividends or distributions payable in Common Stock of the Corporation) that would be payable on such date to a holder of the Reference Package and (B) on the last day of March, June, September and December in each year, in an amount per whole share of this Series equal to the excess (if any) of \$100 over the aggregate dividends paid per whole share of this Series during the three-month period ending on such last day. Each such dividend shall be paid to the holders of record of shares of this Series on the date, not exceeding 60 days preceding such dividend or distribution payment date, fixed for that purpose by the Board of Directors in advance of payment of each particular dividend or distribution. Dividends on each full and each fractional share of this Series shall be cumulative from the date such full or fractional share is originally issued; provided that any such full or fractional share originally issued after a dividend record date and on or prior to the dividend payment date to which such record date relates shall not be entitled to receive the dividend payable on such dividend payment date or any amount in respect of the period from such original issuance to such dividend payment date.

The term "Reference Package" shall initially mean 10,000 shares of Common Stock, par value \$0.01 per share ("Common Stock"), of the Corporation. In the event the Corporation shall at any time (A) declare or pay a dividend on any Common Stock payable in Common Stock, (B) subdivide any Common Stock or (C) combine any Common Stock into a smaller number of shares, then and in each such case the Reference Package after such event shall be the Common Stock that a holder of the Reference Package immediately prior to such event would hold thereafter as a result thereof.

Holders of shares of this Series shall not be entitled to any dividends, whether payable in cash, property or stock, in excess of full cumulative dividends, as herein provided, on this Series.

(4) In the event of any merger, consolidation, reclassification or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case the shares of this Series shall at the same time be similarly exchanged or changed in an amount per whole share equal to the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, that a holder of the Reference Package would be entitled to receive as a result of such transaction and the redemption price will be adjusted.

(5) In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the holders of full and fractional shares of this Series shall be entitled, before any distribution or payment is made on any date to the holders of the Common Stock or any other stock of the Corporation ranking junior to this Series upon liquidation, to be paid in full an amount per whole share of this Series equal to the greater of (A) \$100 or (B) the aggregate amount distributed or to be distributed in connection with such liquidation, dissolution or winding up to a holder of the Reference Package (such greater amount being hereinafter referred to as the "Liquidation Preference"), together with accrued dividends to such distribution or payment date, whether or not earned or declared. If such payment shall have been made in full to all holders of shares of this Series, the holders of shares of this Series as such shall have no right or claim to any of the remaining assets of the Corporation.

In the event the assets of the Corporation available for distribution to the holders of shares of this Series upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, shall be insufficient to pay in full all amounts to which such holders are entitled pursuant to the first paragraph of this Section (v), no such distribution shall be made on account of any shares of any other class or series of Preferred Stock ranking on a parity with the shares of this Series upon such liquidation, dissolution or winding up unless proportionate distributive amounts shall be paid on account

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of the shares of this Series, ratably in proportion to the full distributable amounts for which holders of all such parity shares are respectively entitled upon such liquidation, dissolution or winding up.

Upon the liquidation, dissolution or winding up of the Corporation, the holders of shares of this Series then outstanding shall be entitled to be paid out of assets of the Corporation available for distribution to its shareholders all amounts to which such holders are entitled pursuant to the first paragraph of this Section (5) before any payment shall be made to the holders of Common Stock or any other stock of the Corporation ranking junior upon liquidation to this Series.

For the purposes of this Section (5), the consolidation or merger of, or binding share exchange by, the Corporation with any other corporation shall not be deemed to constitute a liquidation, dissolution or winding up of the corporation.

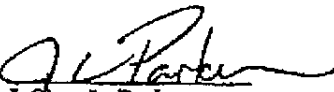
(6) This Series shall rank junior to all other series or classes of Preferred Stock of the Corporation, now existing or hereafter created, as to payment of dividends and the distribution of assets, unless the terms of any such other series or class shall provide otherwise.

(7) In addition to any other vote or consent of shareholders required by law or by the Certificate of Incorporation of the Corporation, each whole share of this Series shall, on any matter, vote as a class with any other capital stock comprising part of the Reference Package and voting on such matter and shall have the number of votes thereon that a holder of the Reference Package would have.

IN WITNESS WHEREOF, we have executed this Certificate of Designations this 21st day of November, 2005

PARKERVISION, INC.

BY:


Jeffrey L. Parker,
Chairman of the Board

BY:


Stacie Wilf,
Secretary