

P04000010780

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*Merged*

03/31/04--01020--023, \*\*78.75

RECEIVED  
04 MAR 31 AM 10:59  
DIVISION OF CORPORATION

FILED  
04 MAR 31 PM 2:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
*23*


**CORPORATE  
ACCESS,  
INC.**

236 East 6th Avenue Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 Fax (850) 222-1666

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☒ FILING *Merger*

1.) *Skyworks, Inc.*  
(CORPORATE NAME & DOCUMENT #)

2.)  
(CORPORATE NAME & DOCUMENT #)

3.)  
(CORPORATE NAME & DOCUMENT #)

4.)  
(CORPORATE NAME & DOCUMENT #)

5.)  
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

# **ARTICLES OF MERGER**

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

04 MAY 07 PM 2:53  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Skyworks, Inc.</u>	<u>Florida</u>	<u>P400010780</u>

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Skyworks, Inc.</u>	<u>California</u>	<u>2045943</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR**       /   /   (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on February 24, 2004.

The Plan of Merger was adopted by the board of directors of the surviving corporation on   and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on February 24, 2004.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on   and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

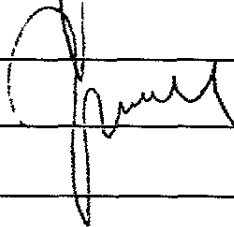
Typed or Printed Name of Individual & Title

Skyworks, Inc.,  
a Florida corporation



Jennifer K. Wacha, President

Skyworks, Inc.  
a California corporation



Jennifer K. Wacha, President

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is dated as of February 24, 2004, by and between Skyworks, Inc., a Florida corporation ("Skyworks-Florida") and Skyworks, Inc., a California corporation ("Skyworks-California").

### WHEREAS:

1. The Board of Directors of Skyworks-Florida and Skyworks-California have resolved that Skyworks-California and Skyworks-Florida be merged pursuant to the Florida Business Corporation Act and the General Corporation Law of California into a single corporation existing under the laws of the State of Florida, to wit, Skyworks-Florida, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code, as amended;
2. The authorized capital stock of Skyworks-Florida consists of 10,000 shares of \$1.00 par value Common Stock (hereinafter called "Skyworks-Florida Common Stock"), of which 1,000 shares are issued and outstanding;
3. The authorized capital stock of Skyworks-California consists of 100,000 shares of Common Stock without par value (hereinafter called "Skyworks-California Common Stock"), of which 1,000 shares are issued and outstanding;
4. The respective Boards of Directors of Skyworks-Florida and Skyworks-California have approved the merger upon the terms and conditions hereafter set forth and have approved this Agreement:

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions and covenants herein contained, the parties hereto hereby agree in accordance with the Florida Business Corporation Act and the General Corporation Law of the State of California that Skyworks-California shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Florida, to wit, Skyworks-Florida, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms and conditions relating to the Merger and the mode of carrying the same into effect.

1. Shareholders' Approval; Filings; Effects of Merger.

1.1 Action by Sole Shareholder of Skyworks-Florida. The Sole Shareholder of Skyworks-Florida shall adopt this Agreement in accordance with the Florida Business Corporation Act..

1.2 Action by Sole Shareholder of Skyworks-California. The Sole Shareholder of Skyworks-California, shall adopt this Agreement in accordance with the General Corporation Law of the State of California.

1.3 Filing of Certificate of Merger; Effective Date. If: (a) this Agreement is adopted by the Sole Shareholder of Skyworks-Florida in accordance with the Florida Business Corporation Act; (b) this Agreement has been adopted by the Sole Shareholder of Skyworks-California, in accordance with the General Corporation Law of California; and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then Articles of Merger shall be filed in accordance with the Florida Business Corporation Act and the General Corporation Law of the State of California. The merger shall become effective in accordance with the laws of Florida, which date and time are herein referred to as the "Effective Date."

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of Skyworks-California shall cease, and Skyworks-California shall be merged into Skyworks-Florida which, as the Surviving Corporation, shall possess all the rights, privileges, powers and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of Skyworks-California; and all and singular, the rights, privileges, powers and franchises of Skyworks-California, and all property, real personal, and mixed, and all debts due on whatever account, as well for stock subscriptions and all other things in action or belonging to Skyworks-California, shall be vested in the Surviving Corporation; and all property rights, privileges, powers, and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Skyworks-California, and the title to any real estate vested by deed or otherwise, under the laws of California or Florida, or any other jurisdiction, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Skyworks-California shall be preserved unimpaired, and all debts, liabilities, and duties of Skyworks-California shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of Skyworks-California or the corresponding officers of the Surviving Corporation, may, in the name of Skyworks-California, execute and deliver all

such proper deeds, assignments, and other instruments and take or cause to be taken, all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all of Skyworks-California's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation; Articles of Incorporation; Bylaws.

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the effective date shall be Skyworks, Inc.

2.2 Articles of Incorporation. The Articles of Incorporation of Skyworks-Florida as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the Surviving Corporation until changed or amended as provided by law.

2.3 Bylaws. The Bylaws of Skyworks-Florida, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the Bylaws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities.

The manner and basis of converting the shares of the capital stock of Skyworks-California and the name and amount of securities of Skyworks-Florida which the holders of shares of Skyworks-California's Common Stock are to receive in exchange for such shares are as follows:

3.1 The outstanding shares of Skyworks-California shall be canceled and no shares of Surviving Corporation shall be issued in exchange therefor .

3.2 The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.

4. Miscellaneous.

4.1 This Agreement and Plan of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement and Plan of Merger by the Sole Shareholder of Skyworks-California

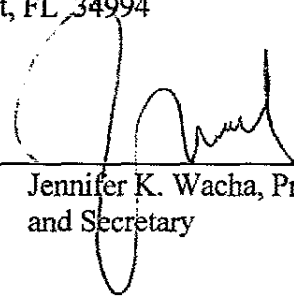
if the Sole Director of Skyworks-California or the Sole Director of the Surviving Corporation duly adopt a resolution abandoning this Agreement and Plan of Merger.

4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement and Plan of Merger, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by Skyworks, Inc., a California corporation and Skyworks, Inc., a Florida corporation, on the date first above written.

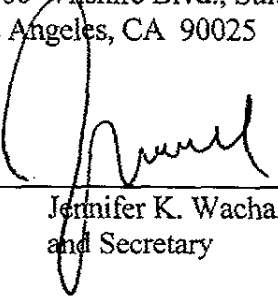
SKYWORKS, INC.,  
a Florida Corporation  
56 S.W. Albany Street  
Stuart, FL 34994

By:

  
\_\_\_\_\_  
Jennifer K. Wacha, President  
and Secretary

SKYWORKS, INC.,  
a California corporation  
12300 Wilshire Blvd., Suite 310  
Los Angeles, CA 90025

By:

  
\_\_\_\_\_  
Jennifer K. Wacha, President  
and Secretary