

12-02-1998

FORM PTO-1595

RECOR

(Rev. 6-93)

11-30-98



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)

100909685

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof

1. Name of conveying party(ies):
Cable/Home Communications Corp.

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: NextLevel Systems, Inc. (NLS-1)

Internal Address: _____

Street Address: 6262 Lusk Blvd.

City: San Diego State: CA Zip: 92121

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other See accompanying Transmittal Letter

Execution Date: December 23, 1996

4. Application number(s) or patent number(s):
If this document is being filed together with a new application, the execution date of the application is: _____
A. Patent Application No.(s)
B. Patent No.(s)

4,792,973

Additional numbers attached? Yes No

6. Total number of applications and patents involved:

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to charge any underpayment or credit any overpayment to deposit account

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Marilou E. Watson, Esquire
Internal Address: Volpe and Koenig, P.C.
400 One Penn Center

Street Address: 1617 John F. Kennedy Blvd.

City: Philadelphia State: PA ZIP: 19103

8. Deposit account number:
22-0493. Our Order No. is 890
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Marilou E. Watson
Name of Person Signing Marilou E. Watson Signature 11/25/98 Date

Reg. No. 42,213 Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

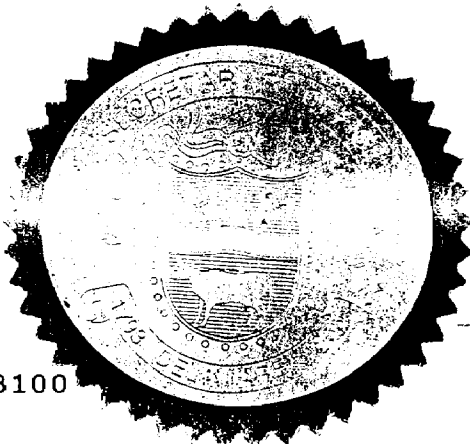
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PATENT
REEL: 9605 FRAME: 0155

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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CABLE/HOME COMMUNICATION CORP.", CHANGING ITS NAME FROM "CABLE/HOME COMMUNICATION CORP." TO "NEXTLEVEL SYSTEMS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 1996, AT 10:30 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9267169

DATE: 08-24-98

PATENT
REEL: 9605 FRAME: 0156

11/30/96 10:30 AM 12/24/96 NO. 9200103395 P. 2

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
CABLE/HOME COMMUNICATION CORP.

Adopted in accordance with Section
242 of the General Corporation
Law of the State of Delaware

Cable/Home Communication Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY THAT:

1. The Board of Directors of the Corporation, at a special meeting duly called and held on December 21, 1996, in accordance with Sections 141 and 242 of the General Corporation Law of the State of Delaware and the By-laws of the Corporation, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Corporation:


RESOLVED, that the Certificate of Incorporation of the Corporation be amended by striking out Article 1 thereof, and inserting in lieu the following language in lieu thereof, so that, as amended, the text of said Article shall read as follows:

"The name of the corporation is NextLevel Systems, Inc."

2. In lieu of a meeting and vote of the sole stockholder, the sole stockholder, pursuant to unanimous written consent, approved and adopted the amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

3. The foregoing amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed as of December 23, 1996 by a duly authorized officer, declaring that the facts herein stated are true.


Thomas A. Dumit, President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:30 AM 12/24/1996
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