



12-02-1998

Docket No. 32510/LTR/S787  
32503/LTR/S787



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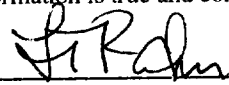
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Box Assignment  
Commissioner of Patents and Trademarks  
Washington, D.C. 20231

Post Office Box 7068  
Pasadena, CA 91109-7068

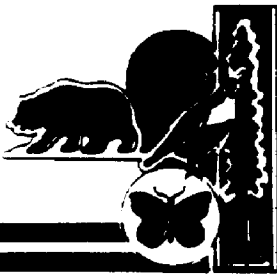
Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof:

med 11-25-98

<p>1. Name of conveying party(ies): <b>InSight Telecast, Inc.</b></p> <p>Additional name(s) of conveying party(ies) attached: <b>NO</b></p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <b>StarSight Telecast, Inc.</b></p> <p>Street Address: <b>39650 Liberty Street, 3rd Floor, Fremont, California 94538</b></p> <p>Additional name(s) &amp; address(es) attached? <b>NO</b></p>		
<p>3. Name of conveyance:</p> <p><input type="checkbox"/> Assignment                      <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement            <input checked="" type="checkbox"/> Change of Name  <input type="checkbox"/> Other:</p> <p>Execution Date: <b>05/31/93</b></p>			
<p>4. Application number(s) or patent number(s):</p> <p>If this document is being filed together with a new application, the execution date of the application is:</p> <table border="0"> <tr> <td data-bbox="82 1050 730 1239"> <p>A. Patent Application No.(s)</p> </td> <td data-bbox="730 1050 1550 1239"> <p>B. Patent No.(s) 5,151,789 5,479,268</p> </td> </tr> </table> <p>Additional numbers attached? <b>NO</b></p>		<p>A. Patent Application No.(s)</p>	<p>B. Patent No.(s) 5,151,789 5,479,268</p>
<p>A. Patent Application No.(s)</p>	<p>B. Patent No.(s) 5,151,789 5,479,268</p>		
<p>5. Please return the recorded document and address all correspondence to:</p> <p><b>CHRISTIE, PARKER &amp; HALE, LLP</b>  P.O. Box 7068  Pasadena, CA 91109-7068</p> <p>Attention: <b>LeRoy T. Rahn</b></p>	<p>6. Total number of applications and patents involved..... <span style="border: 1px solid black; padding: 2px;">2</span></p> <p>7. <input checked="" type="checkbox"/> Total fee enclosed (37 CFR 3.41):            \$ <b>80.00</b></p> <p>8. <input checked="" type="checkbox"/> Any deficiency or overpayment of fees should be charged or credited to <b>Deposit Account No. 03-1728</b>, except for payment of issue fees required under 37 CFR § 1.18. Please show our docket number with any credit or charge to our Deposit Account.</p>		
<p>10. <input type="checkbox"/> Explanatory letter is enclosed.</p>			
<p>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.</p> <p>Date: November 19, 1998</p> <p>By: </p> <p>Name: LeRoy T. Rahn 526/795-9900; 213/681-1800</p> <p>12/01/1998 INGVYEN 00000124 5151789 01 FC:581                      40.00 DP</p> <p>12/08/1998 INGVYEN 00000229 5151789 01 FC:581                      80.00 DP</p> <p>Total number of pages including cover sheet, attachments, and document: <span style="border: 1px solid black; padding: 2px;">40</span></p>			

12/01/1998 INGVYEN 00000124 5151789  
12/08/1998 INGVYEN 00000229 5151789  
01 FC:581

A433171



State  
of  
California  
OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this

JUN 11 1993



*March Fong Eu*

Secretary of State

CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
INSIGHT TELECAST, INC.

ENDORSED  
FILED

In the office of the Secretary of State  
of the State of California

JUN 7 1993

MARCH FONG EU Secretary of State

Michael W. Faber and Lisa A. Lamy certify that:

1. They are the President and Secretary, respectively, of InSight Telecast, Inc., a California corporation.

2. Article I of the Articles of Incorporation of this corporation is amended to read in full as follows:

"I

The name of this corporation is StarSight Telecast, Inc."

3. So much of Article IV of the Articles of Incorporation of this Corporation which currently reads as follows:

"This corporation is authorized to issue two classes of shares to be designated respectively Preferred Shares ("Preferred") and Common Shares ("Common"). The total number of Common this corporation shall have authority to issue is 50,000,000, without par value. The total number of shares of Preferred this corporation shall have authority to issue is 32,000,000 without par value. The Preferred shall initially be authorized in eight series, namely, Series A, consisting of 2,000,000 shares, Series B consisting of 1,037,222 shares, Series C consisting of 2,200,000 shares, Series D consisting of 2,250,000 shares, Series E consisting of 1,250,000 shares, Series F consisting of 15,594,436 shares, Series G consisting of 2,245,436 shares, Series H consisting of 2,245,436 shares and Series I consisting of 651,000 shares.

The remaining authorized Preferred of this Corporation may be issued from time to time in one or more additional series. The Board of Directors of this Corporation is hereby authorized, within the limitations and restrictions stated in these amended Articles of Incorporation to (i) determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred other than the Series A, Series B, Series C, Series D, Series E, Series F, Series G, Series H and Series I Preferred and the number of shares constituting any such series and the designation thereof, or any of them; and (ii) increase or decrease the number of shares of any series, but not below the number of shares of any series then outstanding.

The Corporation shall from time to time in accordance with the laws of the State of California increase the authorized amount of its Common if at any time the number of Common shares remaining unissued and available for issuance shall not be sufficient to permit conversion of the Preferred."

is amended to read in its entirety as follows:

"This corporation is authorized to issue two classes of shares to be designated respectively Preferred Shares ("Preferred") and Common Shares ("Common"). The total number shares of Common this corporation shall have authority to issue is 50,000,000, without par value. The total number of shares of Preferred this corporation shall have authority to issue is 32,000,000 without par value. The Preferred shall initially be authorized in nine series, namely, Series A, consisting of 2,000,000 shares, Series B consisting of 1,037,222 shares, Series C consisting of 2,200,000 shares, Series D consisting of 2,250,000 shares, Series E consisting of 1,250,000 shares, Series F consisting of 15,594,436 shares, Series G consisting of 2,245,436 shares, Series H consisting of 2,245,436 shares and Series I consisting of 651,000 shares.

The remaining authorized Preferred of this Corporation may be issued from time to time in one or more additional series. The Board of Directors of this Corporation is hereby authorized, within the limitations and restrictions stated in these amended Articles of Incorporation to (i) determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred other than the Series A, Series B, Series C, Series D, Series E, Series F, Series G, Series H and Series I Preferred and the number of shares constituting any such series and the designation thereof, or any of them; and (ii) increase or decrease the number of shares of any series, but not below the number of shares of any series then outstanding.

Upon the filing of this Certificate of Amendment, each outstanding share of Common Stock of this corporation shall be combined into .66667 of a share of Common Stock and each outstanding share of Preferred Stock of this corporation shall be combined into .66667 of a share of Preferred Stock. No fractional shares will be issued upon such reverse stock split; any fractional shares will be rounded to the nearest whole share.

The Corporation shall from time to time in accordance with the laws of the State of California increase the authorized amount of its Common if at any time the number of

Common shares remaining unissued and available for issuance shall not be sufficient to permit conversion of the Preferred."

4. Article IV, Section 4(b) of the Articles of Incorporation which currently reads as follows:


"(b) Automatic Conversion. Each share of Preferred shall automatically be converted into shares of Common at the then effective Conversion Price upon either (i) the closing of a firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Corporation to the public at a price per share (prior to the underwriter commissions and offering expenses) of not less than \$5.00 per share (appropriately adjusted for any recapitalization) and an aggregate offering price to the public of not less than \$5,000,000, or (ii) the written consent of holders of more than sixty six and two-thirds percent (66-2/3%) of the then outstanding shares of Preferred. In the event of the automatic conversion of the Preferred upon a public offering as aforesaid, the person(s) entitled to receive the Common issuable upon such conversion of Preferred shall not be deemed to have converted such Preferred until immediately prior to the closing of such sale of securities."

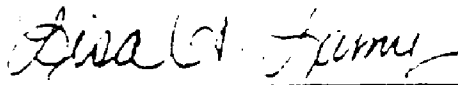
is amended to read in its entirety as follows:

"(b) Automatic Conversion. Each share of Preferred shall automatically be converted into shares of Common at the then effective Conversion Price upon either (i) the closing of a firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Corporation to the public at an aggregate offering price to the public of not less than \$5,000,000, or (ii) the written consent of holders of more than sixty six and two-thirds percent (66-2/3%) of the then outstanding shares of Preferred. In the event of the automatic conversion of the Preferred upon a public offering as aforesaid, the person(s) entitled to receive the Common issuable upon such conversion of Preferred shall not be deemed to have converted such Preferred until immediately prior to the closing of such sale of securities."

5. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.

6. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of each class of shareholders in accordance with Sections 902 and 903 of the Corporations Code. The authorized number of shares of Common Stock is 50,000,000, of which 11,693,479 are issued and outstanding. The authorized number of Preferred Shares is 32,000,000, of which 2,000,000 have been designated Series A Preferred Stock, all of which shares are issued and outstanding, of which 1,037,222 have been designated Series B Preferred Stock, all of which shares are issued and outstanding, of which 2,200,000 have been designated Series C Preferred Stock, 2,000,000 of which shares are issued and outstanding, of which 2,250,000 have been designated Series D Preferred Stock, 1,000,000 of which shares are issued and outstanding, of which 1,250,000 have been designated Series E Preferred Stock, none of which are issued or outstanding, of which 15,594,436 have been designated Series F Preferred Stock, 3,951,500 of which are issued or outstanding, of which 2,245,436 have been designated Series G Preferred Stock, none of which are issued or outstanding, of which 2,245,436 have been designated Series H Preferred Stock, none of which are issued or outstanding and of which 651,000 have been designated Series I Preferred Stock, none of which are issued or outstanding. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the Common and more than 50% of the Preferred.

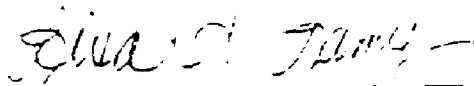
  
\_\_\_\_\_  
Michael W. Faber, President

  
\_\_\_\_\_  
Lisa A. Lamy, Secretary

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing Certificate are true and correct of our own knowledge.

IN WITNESS WHEREOF, the undersigned have executed this Certificate at Fremont, California on May 31, 1993.

  
\_\_\_\_\_  
Michael W. Faber

  
\_\_\_\_\_  
Lisa A. Lamy