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PATENTS ONLY

12-07-1998
Barcode
100914331

COMMERCE
emark Office



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

1. Name of conveying party(ies):
NextLevel Systems, Inc. (NLS-1)

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

2. Name and address of receiving party(ies)
Name: NextLevel Systems Of Delaware (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: January 16, 1997

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) _____

Additional numbers attached? Yes No

4,736,420

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

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

8. Deposit account number:
22-0493. Our Order No. is 888
(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. 20220

12/07/1998 01 12:51
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PATENT
REEL: 9605 FRAME: 0797

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
NEXTLEVEL SYSTEMS, INC.

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

NextLevel Systems, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), DOES HEREBY CERTIFY THAT:

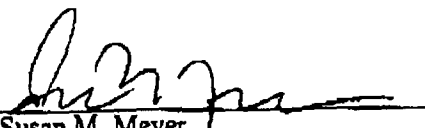
1. The Board of Directors of the Company and the sole Stockholder, by a Joint Unanimous Written Consent, in accordance with the General Corporation Law of the State of Delaware and the By-laws of the Company, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Company:

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

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

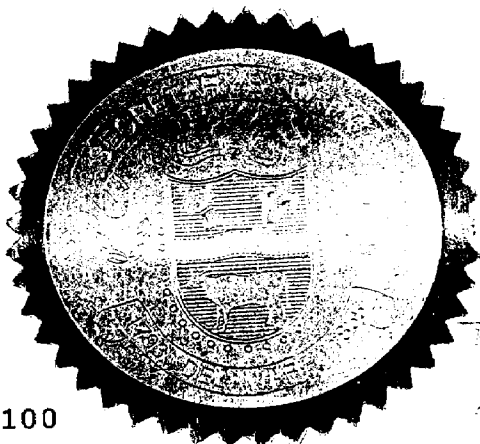
2. The foregoing amendment was duly adopted in accordance with the applicable provisions of Sections 141, 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Company has caused this Certificate of Amendment to be signed as of January 16, 1997 by a duly authorized officer, declaring that the facts herein stated are true.


Susan M. Meyer,
Vice President, Deputy General Counsel
and Secretary

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 "NEXTLEVEL SYSTEMS, INC.", CHANGING ITS NAME FROM "NEXTLEVEL SYSTEMS, INC." TO "NEXTLEVEL SYSTEMS OF DELAWARE, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JANUARY, A.D. 1997, AT 1 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9267172

DATE: 08-24-98

RECORDED: 11/30/1998

PATENT
REEL: 9605 FRAME: 0799