

12-15-1998



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To the Honorable Commissioner of Patents and Trademarks, Please return the attached original documents or copy thereof

1. Name of conveying party(ies): NextLevel Systems of Delaware, Inc. Additional name(s) of conveying party(ies) attached? No

2. Name and address of receiving party(ies): Name: NextLevel Systems, Inc. Internal Address: Street Address: 8770 West Bryn Mawr Ave. City: Chicago State: IL Zip: 60631 Additional name(s) & address(es) attached? No

3. Nature of conveyance: Merger Execution Date: July 25, 1997

4. Application number(s) or patent number(s): A. Patent Application No.(s) B. Patent No.(s) 4,613,901 Additional numbers attached? No

6. Total number of applications and patents involved: 1

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

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 884 (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 Signature Date 11/25/98

Reg. No. 42,213 Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademark Box Assignments Washington, D.C. 20521

PATENT REEL: 9624 FRAME: 0879

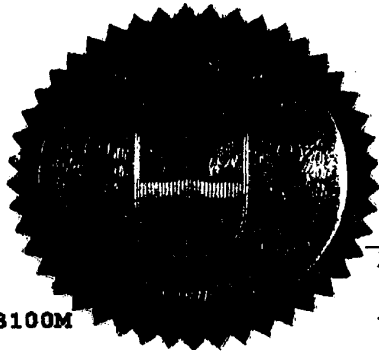
State of Delaware  
Office of the Secretary of State PAGE 1

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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 MERGER, WHICH MERGES:

"NEXTLEVEL SYSTEMS OF DELAWARE, INC.", A DELAWARE CORPORATION,

WITH AND INTO "NEXTLEVEL SYSTEMS, INC." UNDER THE NAME OF "NEXTLEVEL SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF JULY, A.D. 1997, AT 1:03 O'CLOCK P.M.



Edward J. Freel, Secretary of State

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AUTHENTICATION: 9267170

DATE: 08-24-98

**PATENT**  
**REEL: 9624 FRAME: 0880**

CERTIFICATE OF MERGER  
OF  
NEXTLEVEL SYSTEMS, INC.  
AND  
NEXTLEVEL SYSTEMS OF DELAWARE, INC.

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Pursuant to Section 251 of the  
General Corporation Law of the State of Delaware

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The undersigned corporation organized and existing under and by virtue of  
the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent  
corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
NextLevel Systems, Inc.	Delaware
NextLevel Systems of Delaware, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger between the parties to  
the merger has been approved, adopted, certified, executed and acknowledged by each of  
the constituent corporations in accordance with the requirements of Section 251 of the  
General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is  
NextLevel Systems, Inc.

FOURTH: That the Certificate of Incorporation of NextLevel Systems, Inc.  
shall be the Certificate of Incorporation of the surviving corporation.

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**PATENT**  
**REEL: 9624 FRAME: 0881**

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is 8770 West Bryn Mawr Avenue, Chicago, Illinois 60631.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That this Certificate of Merger shall become effective at 1:03 p.m., New York time, on July 25, 1997.

Dated: July 25, 1997

NEXTLEVEL SYSTEMS, INC.

BY 

Name: Keith A. Zar  
Title: Vice President and  
General Counsel

ATTEST:

By 

Name: Thomas Dumit  
Title: Vice President