

12-15-1998



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SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



To the Honorable Commissioner of Patents and Trademarks: Please record 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? Yes 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? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other See accompanying Transmittal Letter
Execution Date: July 25, 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

5,010,571
Additional numbers attached? Yes No

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: 1
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 894
(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: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box 5
Washington, D.C. 20231

PATENT
REEL: 9633 FRAME: 0556

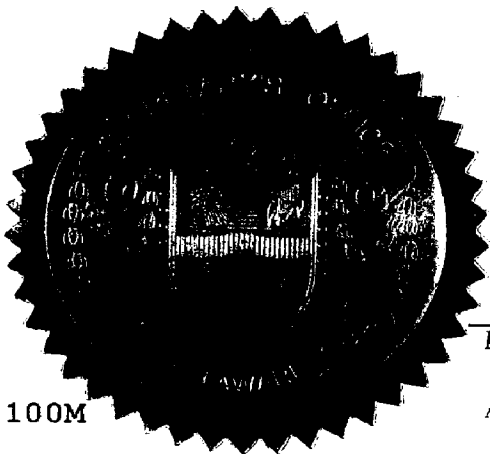
12/02/1998 01 FC:561 40.00 DP

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 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

Edward J. Freel, Secretary of State

2702865 8100M

AUTHENTICATION: 9267170

981327300

DATE: 08-24-98

PATENT
REEL: 9633 FRAME: 0557

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

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

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.


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