

11-30-98



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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):
 NextLevel Systems, Inc.
 8770 West Bryn Mawr Ave.
 Chicago, IL 60631
 Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
 Name: General Instrument Corporation
 Internal Address: _____
 Street Address: 101 Tournament Drive
 City: Horsham State: PA Zip: 19044
 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 30, 1998

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) 4,752,953
 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 889
 (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: 5

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

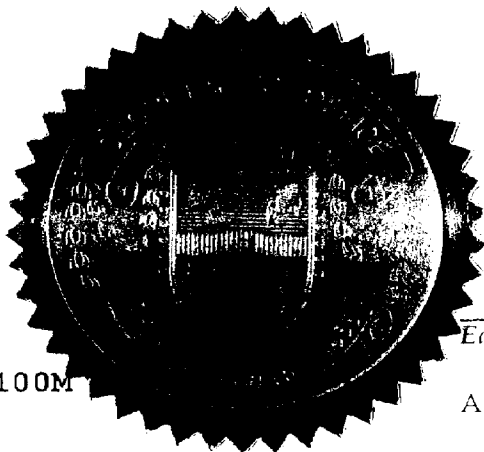
12/02/98 PARO 01 FC 01 40.00 IP 00000011 4752953

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 OWNERSHIP, WHICH MERGES:

"GENERAL INSTRUMENT CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "NEXTLEVEL SYSTEMS, INC." UNDER THE NAME OF "GENERAL INSTRUMENT CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JANUARY, A.I. 1998, AT 10:15 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9267175

DATE: 08-24-98

PATENT
REEL: 9638 FRAME: 0084

CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
GENERAL INSTRUMENT CORPORATION
INTO
NEXTLEVEL SYSTEMS, INC.

(Pursuant to Section 253 of the
General Corporation Law of Delaware)

NextLevel Systems, Inc., a corporation organized and existing under the laws of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Corporation owns all of the outstanding shares of each class of stock of General Instrument Corporation, a Delaware corporation ("GI"), incorporated on October 3, 1997, pursuant to the General Corporation Law of Delaware.

SECOND: That the Corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on December 10, 1997, determined to and did merge GI into the Corporation, by the adoption thereof:

RESOLVED, that the Corporation merge, and it hereby does merge, into itself GI and assumes all of its obligations

RESOLVED, that said merger shall be effective as of 8:00 a.m. on February 2, 1998.

RESOLVED, that upon effectiveness of said merger, the name of the Corporation shall be changed to General Instrument Corporation and Article FIRST of the Amended and Restated Certificate of Incorporation of the Corporation, as heretofore amended, shall be amended to read as follows:

"FIRST: The name of the Corporation is General Instrument Corporation."

RESOLVED, that except for the foregoing amendment to Article FIRST, the Amended and Restated Certificate of Incorporation shall remain unchanged by the merger and in full force and effect until further amended in accordance with the General Corporation Law of Delaware.

RESOLVED, that the proper officers of the Corporation be, and they hereby are, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to so merge GI and to assume its obligations, and to so change the name of the Corporation, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said merger and change of name.

THIRD: This Certificate of Ownership and Merger shall become effective as of 8:00 a.m. on February 2, 1998.

In witness whereof, the Corporation has caused this Certificate to be signed by its duly authorized officer, this 30th day of January, 1998.

NEXTLEVEL SYSTEMS, INC.

By:



Name: Keith A. Zar

Title: Vice President and
General Counsel