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To The Honorable Commissioner of Patents and Trademarks,
thereof.

Documents or copy

1. Name of conveying party(ies):
Coherent Communications Systems Corporation

Additional name(s) of conveying party(ies)
attached? () YES (X) NO

3. Nature of Conveyance:
() Assignment (X) Merger
() Security Agreement
() Change of Name
() Other:

Execution Dates: February 10, 1990; November 6, 1998

2. Name and address of receiving party(ies):
Name: Tellabs Operations, Inc.
Internal Address:

Street Address: 4951 Indiana Avenue

City: Lisle
State: Illinois ZIP 60532

Additional name(s) & address attached? () YES (X) NO

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)

Attached as Exhibit A

Additional numbers attached? (X) YES () NO

5. Name and address of party to whom correspondence
concerning documents should be mailed:
Name: John B. Berryhill, Ph.D.
Internal Address: Dann, Dorfman, Herell & Skillman
1601 Market Street, Suite 720
Philadelphia, PA 19103
Telephone: (215) 563-4100 Facsimile: (215) 563-4044

6. Total number of applications and patents involved: 11

7. Total fee (37 CFR 3.41):.....\$440.00
() Enclosed
(X) Authorized to be charged to deposit account

8. In the event the check enclosed is improper, or the fee
calculation is in error, the Commissioner is authorized to
charge any underpayment or credit any overpayment to
the account of the undersigned attorneys. A duplicate
copy of this sheet is enclosed.

Deposit account number: 04-1406

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.

John B. Berryhill, Reg. No. 36,452
Name of Person Signing/Reg. No.

J.B.H.
Signature
Total number of pages including over sheet, attachments, and document: 10

May 24, 1999
Date

U.S. PATENTS

<u>Patent No.</u>	<u>Title</u>	<u>Issued</u>
5,283,784	Echo Canceler Processing Techniques and Processing	02/01/94
5,157,653	Residual Echo Elimination with Proportionate Noise Injection	10/02/94
D355,416	Transceiver Module For a Table Teleconferencing System	02/14/95
D346,598	Transceiver Module For a Table Teleconferencing System	05/03/94
5,550,901	Full Duplex Adapter for PBX Telephone System	08/27/96
5,561,668	Echo Canceler with Subband Attenuation and Noise Control	10/01/96
5,631,958	Automatic Echo Cancellation for Integrated Services Digital Interface	05/20/97
5,896,461	Compact Speakerphone Apparatus	04/20/99
4,891,808	Self-Synchronizing Multiplexer	01/02/90
5,216,704	Method For Remote Power Fail Detection and Maintaining Continuous Operation For Data and Voice Devices Operating Over Local Loops	06/01/93
5,249,255	Self-Balancing Hybrid Using Digitally Programmable Attenuator For Variable Impedance Elements	09/28/93

**CERTIFICATE OF MERGER
MERGING
COHERENT COMMUNICATIONS SYSTEMS CORPORATION
WITH AND INTO
TELLABS OPERATIONS, INC.**

The undersigned corporations, TELLABS OPERATIONS, INC. and COHERENT COMMUNICATIONS SYSTEMS CORPORATION (the "Constituent Corporations"), to effect a merger of COHERENT COMMUNICATIONS SYSTEMS CORPORATION with and into TELLABS OPERATIONS, INC. (the "Merger"), do hereby certify as follows:

FIRST. 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>
Tellabs Operations, Inc.	Delaware
Coherent Communications Systems Corporation	Delaware

SECOND. An Agreement of Merger dated as of November 6, 1998 by and between TELLABS OPERATIONS, INC. and COHERENT COMMUNICATIONS SYSTEMS CORPORATION, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of paragraph (c) of Section 251 of the General Corporation Law of the State of Delaware.

THIRD. Tellabs Operations, Inc. shall be the surviving corporation (the "Surviving Corporation").

FOURTH. Pursuant to the Agreement of Merger, the Certificate of Incorporation of Tellabs Operations, Inc. as in effect on the effective date of the Merger shall be the Certificate of Incorporation of the Surviving Corporation, and shall remain unchanged until amended in accordance with the applicable provisions thereof and of applicable law.

FIFTH. The executed Agreement of Merger is on file at the Surviving Corporation's place of business at 4951 Indiana Avenue, Lisle, Illinois, 60532, copies of which will be furnished upon request and without cost to any stockholder of either Constituent Corporation.

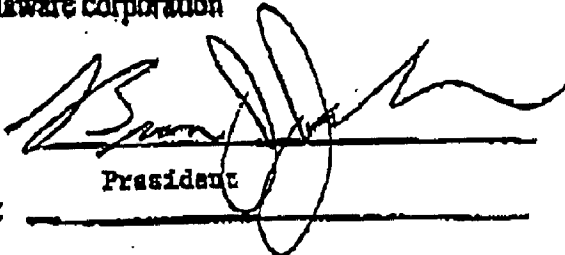
SIXTH. This Certificate of Merger shall be effective as of the close of business on November 6, 1998.

SEVENTH. Upon the Merger of Coherent Communications Systems Corporation into the Surviving Corporation, all rights, privileges, powers, franchises, property, and debts due of Coherent

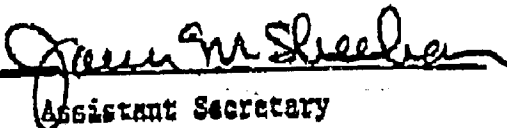
Communications Systems Corporation shall be vested in the Surviving Corporation, and all debts, liabilities and duties of Coherent Communication Systems Corporation shall attach to the Surviving Corporation, all in accordance with paragraph (a) of Section 259 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Certificate of Merger to be executed by its authorized officers, this 6th day of November, 1998.

TELLABS OPERATIONS, INC.,
a Delaware corporation

By: 
Title: President

Attest:

By: 
Title: Assistant Secretary

COHERENT COMMUNICATIONS SYSTEMS CORPORATION, a Delaware Corporation

By: _____

Title: _____

Attest:

By: _____

Title: _____

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Communications Systems Corporation shall be vested in the Surviving Corporation, and all debts, liabilities and duties of Coherent Communication Systems Corporation shall attach to the Surviving Corporation, all in accordance with paragraph (a) of Section 259 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Certificate of Merger to be executed by its authorized officers, this 6th day of November, 1998.

TELLABS OPERATIONS, INC.,
a Delaware corporation

By: _____

Title: _____

Attest:

By: _____

Title: _____

COHERENT COMMUNICATIONS SYSTEMS CORPORATION, a Delaware Corporation

By: *Daniel L. McGinnis*

Title: President

Daniel L. McGinnis

Attest:

By: *Michael Connolly*

Title: Attorney

Michael Connolly

CERTIFICATE OF MERGER
OF
COHERENT COMMUNICATIONS SYSTEMS CORPORATION
INTO
COHERENT COMMUNICATIONS SYSTEMS CORPORATION

Pursuant to Section 252 of the
Delaware General Corporation Law

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

DOES HEREBY CERTIFY:

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

<u>Name</u>	<u>State of Incorporation</u>
Coherent Communications Systems Corporation	New York
Coherent Communications Systems Corporation	Delaware

SECOND: That an Agreement and Plan of Merger between Coherent Communications Systems Corporation, a New York corporation, ("Coherent New York") and Coherent Communications Systems Corporation, a Delaware corporation, ("Coherent Delaware") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: That Coherent Delaware shall be the surviving corporation.

FOURTH: That the certificate of incorporation of the surviving corporation, Coherent Delaware, as in effect immediately prior to the effective date of the merger, 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 the principal place of business of the surviving corporation is 60 Commerce Drive, Hauppauge, New York 11788.

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 the authorized capital stock of Coherent New York consists of 10,000,000 shares, divided into 9,000,000 shares of Common Stock, par value \$.01 per share, and 1,000,000 shares of Preferred Stock, par value \$.01 per share.

**COHERENT COMMUNICATIONS SYSTEMS
CORPORATION**

Dated: February 10, 1990

By: Cliff Paris
Chairman

ATTEST:

By: Richard J. Basso
Assistant Secretary

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CERTIFICATE OF MERGER
OF
COHERENT COMMUNICATIONS SYSTEMS CORPORATION
INTO
COHERENT COMMUNICATIONS SYSTEMS CORPORATION

Under Section 907 of the

Business Corporation Law

The undersigned corporations,

DO HEREBY CERTIFY:

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

<u>Name</u>	<u>State of Incorporation</u>
Coherent Communications Systems Corporation	New York
Coherent Communications Systems Corporation	Delaware

SECOND: That Coherent Communications Systems Corporation, a Delaware corporation ("Coherent Delaware") shall be the surviving corporation. Consequently, the name of the surviving corporation shall be Coherent Communications Systems Corporation.

THIRD: That on the date of the adoption of the Merger Agreement, (a) Coherent Delaware had authority to issue 10,000,000 shares, of which 9,000,000 shares, par value \$.01 per share, are Common Stock, and 1,000,000 shares, par value \$.01 per share, are Preferred Stock (the "Delaware Stock"), of which 100 shares of Common Stock are issued and outstanding and entitled to vote to approve the Agreement and Plan of Merger between the parties to the merger (the "Merger Agreement"); and (b) Coherent Communications Systems Corporation, ("Coherent New York") had authority to issue 10,000,000 shares, of which

9,000,000, par value \$.01 per share, are Common Stock and 1,000,000, par value \$.01 per share, are Preferred Stock (the "New York Stock"), of which 5,741,959 shares of Common Stock and 400,000 shares of Series A Convertible Preferred Stock are issued and outstanding and entitled to vote to approve the Merger Agreement. The number of shares of both corporations issued and outstanding is not subject to any change prior to the effective date of the merger authorized by the Merger Agreement.

FOURTH: That the merger shall be effective upon the filing of this Certificate of Merger.

FIFTH: That the Merger Agreement was adopted by the Board of Directors of Coherent New York and thereafter approved by majority vote of the shareholders of Coherent New York in accord with the requirements of Sections 902 and 903 of the Business Corporation Law of the State of New York; that the Merger is permitted by the laws of the jurisdiction under which Coherent Delaware was organized; and that Coherent Delaware will have complied with all of the applicable provisions of the laws of such jurisdiction in order to effectuate the merger, upon compliance with the filing and recording requirements of such jurisdiction.

SIXTH: That Coherent Delaware was duly incorporated in the State of Delaware on January 19, 1990.

SEVENTH: That the application of Coherent Delaware for authority to do business in the State of New York is being filed with the Department of State of the State of New York simultaneously herewith; and its fictitious name used in the State of New York pursuant to Article 13 of the New York Business Corporation Law is Coherent Delaware.

EIGHTH: That the Certificate of Incorporation of Coherent New York was filed by the Department of State of the State of New York on November 4, 1968.

NINTH: Coherent Delaware hereby consents to service of process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of Coherent New York and for the enforcement of the rights of holders of common stock of Coherent New York to receive payment for the shares owned by such holders, and

hereby irrevocably appoints the Secretary of State of the State of New York as its agent to accept service of process in any such liability or obligation. The address to which a copy of such process shall be mailed by the Secretary of State to Coherent Delaware is:

c/o Safeguard Scientifics, Inc.
Attention: Raymond H. Kraftson, Secretary
630 Park Avenue
King of Prussia, PA 19406

TENTH: Subject to the provisions of Section 623 of the Business Corporation Law, Coherent Delaware will promptly pay to the holders of the common stock of Coherent New York the amount, if any, to which such holders shall be entitled under the provisions of such statute relating to the rights of shareholders to receive payment for their shares.

COHERENT COMMUNICATIONS SYSTEMS CORPORATION, a New York corporation

Dated: February 10, 1990

By: AA Paris
Chairman

ATTEST:

Richard J. Grano
Assistant Secretary

COHERENT COMMUNICATIONS SYSTEMS CORPORATION, a Delaware corporation

Dated: February 10, 1990

By: AA Paris
Chairman

ATTEST:

Richard J. Grano
Assistant Secretary

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