

04-27-2001



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**RECORDATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

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Conveyance Type

Assignment Security Agreement

License Change of Name

Merger Other _____

U.S. Government
(For Use ONLY by U.S. Government Agencies)

Departmental File Secret File

Conveying Party(ies)

Mark if additional names of conveying parties attached

Name (line 1) HARMONIC LIGHTWAVES, INC. Execution Date Month Day Year 03221999

Name (line 2) a corporation of Delaware

Second Party

Name (line 1) _____ Execution Date Month Day Year _____

Name (line 2) _____

Receiving Party

Mark if additional names of receiving parties attached

Name (line 1) HARMONIC INC. If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative is attached. (Designation must be a separate document from Assignment.)

Name (line 2) a corporation of Delaware

Address (line 1) 549 Baltic Way

Address (line 2) _____

Address (line 3) Sunnyvale CA 94089
City State/Country Zip Code

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name _____

Address (line 1) _____

Address (line 2) _____

Address (line 3) _____

Address (line 4) _____

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04/25/2001 GTON11 00000151 5102222
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Mail documents to be recorded with required cover sheet(s) information to:
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PATENT
REEL: 011722 FRAME: 0189

Correspondent Name and Address Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Application Number(s) or Patent Number(s) Mark if additional numbers attached

Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property).

Patent Application Number(s)			Patent Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="5102222"/>	<input type="text" value="5216729"/>	<input type="text" value="5181214"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="5278923"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing inventor. Month Day Year

Patent Cooperation Treaty (PCT)

Enter PCT application number only if a U.S. Application Number has not been assigned.

PCT PCT PCT

PCT PCT PCT

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

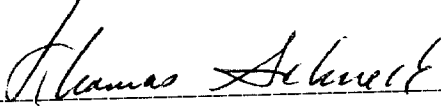
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Thomas Schneck  April 12, 2001

Name of Person Signing Signature Date

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, 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:

"HARMONIC INC.", A DELAWARE CORPORATION,

WITH AND INTO "HARMONIC LIGHTWAVES, INC." UNDER THE NAME OF "HARMONIC INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF MARCH, A.D. 1999, AT 3:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor

2493974 8100M

010168883

AUTHENTICATION: 1067022

DATE: 04-06-01

PATENT
REEL: 011722 FRAME: 0191

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
HARMONIC INC.
WITH AND INTO
HARMONIC LIGHTWAVES, INC.**

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

HARMONIC LIGHTWAVES, INC., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of the capital stock of HARMONIC INC., a Delaware corporation ("Harmonic Sub").

THIRD: That the Corporation, by following the resolutions of its Board of Directors, duly adopted on the 16th day of March, 1999, determined to merge Harmonic Sub with and into the Corporation on the conditions set forth in such resolutions:

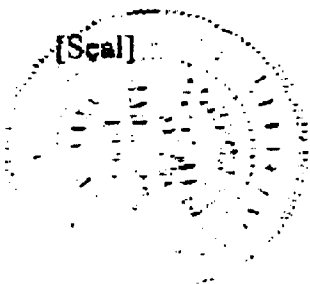
RESOLVED, that the Corporation merge Harmonic Sub with and into the Corporation and assume all of said subsidiary's liabilities and obligations, effective March 22, 1999; and be it further

RESOLVED, that upon the effective date of the merger, the name of the Corporation shall be changed to "Harmonic Inc."; and be it further

RESOLVED, that the President or Chief Financial Officer, and the Secretary or any Assistant Secretary, of the Corporation be, and they hereby are directed to make, execute and acknowledge a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Harmonic Sub with and into the Corporation and to change the Corporation's name to Harmonic Inc. and to assume Harmonic Sub's liabilities and obligations and to file the same in the Office of the Secretary of State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of New Castle County; and be it further

RESOLVED, that the officers of the Corporation be, and they hereby are, severally and not jointly, authorized and directed to provide all notices, execute all documents, make all filings and take all actions as any of them may deem to be necessary or appropriate in connection with the carrying out of the purposes of the foregoing resolutions.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed to this Certificate to be assigned by its authorized officers this 22nd day of March, 1999.



HARMONIC LIGHTWAVES, INC.

By: Anthony J. Ley
Anthony J. Ley,
Chairman of the Board of Directors,
President and Chief Executive Officer

ATTEST:

By: Robin N. Dickson
Robin N. Dickson,
Chief Financial Officer