

06-03-2003



Form PTO-1595  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

102462717



To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof

1. Name of conveying party(ies):  
Next Level Communications, L.P., a Delaware limited partnership  
S-29-03  
Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)  
NEXT LEVEL COMMUNICATIONS, INC., a  
Name: Delaware corporation  
Internal Address: \_\_\_\_\_  
Street Address:  
Next Level Communications, Inc.  
6085 State Farm Drive

3. Nature of Conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_  
Execution Date: November 12, 1999

City: Rohnert Park  
State: CA Zip: 94928  
Additional name(s) & address(es) attached:  Yes  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 new application is: \_\_\_\_\_  
A. Patent Application No.(s): \_\_\_\_\_  
B. Patent No.(s): 5,935,209  
Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: COVINGTON & BURLING  
Internal Address: Patent Docketing  
Street Address:  
1201 Pennsylvania Avenue, N.W.  
City: Washington State: DC Zip: 20004-2401

6. Total number of applications and patents involved: 1  
7. Total fee (37 CFR 3.41) \$ 40.00  
 Enclosed  
 Authorized to be charged to deposit account  
 Authorized to be charged to credit card (Form 2038 enclosed)

8. Deposit account number: 50-0740  
(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.*  
Anthony S. Yoo, Reg. No. 45,540 May 29, 2003  
Name of Person Signing Signature Date  
Total number of pages including cover sheet, attachments, and documents: 5

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# Delaware

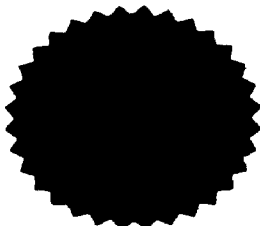
PAGE 1

*The First State*

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 MERGER, WHICH MERGES:

"NEXT LEVEL COMMUNICATIONS L.P.", A DELAWARE LIMITED PARTNERSHIP,

WITH AND INTO "NEXT LEVEL COMMUNICATIONS, INC." UNDER THE NAME OF "NEXT LEVEL COMMUNICATIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF NOVEMBER, A.D. 1999, AT 4:30 O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3088293 8100M

AUTHENTICATION: 2098137

020712092

DATE: 11-19-02

PATENT  
REEL: 014108 FRAME: 0666

**CERTIFICATE OF MERGER**

**MERGING**

**NEXT LEVEL COMMUNICATIONS L.P.**

**WITH AND INTO**

**NEXT LEVEL COMMUNICATIONS, INC.**

**UNDER SECTION 263 OF THE GENERAL CORPORATION LAW  
OF THE STATE OF DELAWARE**

**AND**

**UNDER SECTION 17-211 OF THE REVISED UNIFORM LIMITED PARTNERSHIP ACT  
OF THE STATE OF DELAWARE**

Pursuant to Section 263(c) of the General Corporation Law of the State of Delaware (the "DGCL") and Section 17-211(c) of the Revised Uniform Limited Partnership Act of the State of Delaware (the "DRULPA"), Next Level Communications, Inc., a Delaware corporation (the "Corporation"), hereby certifies to the following information relating to the merger (the "Merger") of Next Level Communications L.P., a Delaware limited partnership (the "Partnership"), with and into the Corporation (as the surviving corporation of the Merger, the "Surviving Corporation"):

**FIRST:** That the names and states of domicile of the Corporation and the Partnership, which are the constituent entities in the Merger, are as follows:

<u>Name</u>	<u>State</u>
Next Level Communications, Inc.	Delaware
Next Level Communications L.P.	Delaware

**SECOND:** That an Agreement and Plan of Merger dated as of November 9, 1999 (the "Merger Agreement") by and among General Instrument Corporation, Spencer Trask Investors LLC, the general partner of the Partnership (the "General Partner"), Next Level Communications, a California corporation and the limited partner of the Partnership (the "Limited Partner"), the Partnership and the Corporation has been approved, adopted, certified, executed and acknowledged by the Corporation and the Partnership in accordance with Section 263(c) of the DGCL and Section 17-211(c) of the DRULPA.

**THIRD:** That the name of the Surviving Corporation shall be Next Level Communications, Inc.

**FOURTH:** That the Restated Certificate of Incorporation of the Corporation shall be the Certificate of Incorporation of the Surviving Corporation.

**FIFTH:** That an executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

Next Level Communications, Inc.  
6085 State Farm Drive,  
Rohnert Park, California 94928

**SIXTH:** That a copy of the Merger Agreement will be furnished by the Surviving Corporation, upon request and without cost, to any partner of the Partnership and any stockholder of the Corporation.


**SEVENTH:** That this Certificate of Merger shall be effective at 4:30 p.m., Eastern Time, on November 12, 1999 in accordance with the provisions of Sections 103 and 263 of the DGCL and Sections 17-206 and 17-211 of the DRULPA.

[This space intentionally left blank.]

032450-0002-02410-99AMCRK7-CWT

IN WITNESS WHEREOF, Next Level Communications, Inc. has caused this Certificate of Merger to be signed by its Senior Vice President, Chief Financial Officer, Treasurer and Secretary, James T. Wandrey, this 12<sup>th</sup> day of November, 1999.

NEXT LEVEL COMMUNICATIONS, INC.

By:   
Name: James T. Wandrey  
Title: Senior Vice President, Chief Financial Officer, Treasurer and Secretary

012450-1002-02410-25AM0377-0001

RECORDED: 05/29/2003

PATENT  
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