

10-28-2003

10-24-03 RECORD



102585492

To The Honorable Commissioner of Patents and Trademarks: Please record the attached original... copy thereof.

1. Name of conveying party(ies):

S3 Incorporated

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

2. Name and address of receiving party(ies)

Name: SONICblue Incorporated

Address: 2841 Mission College Boulevard

City: Santa Clara

State: California

Country: U.S.A.

Zip: 95054

3. Nature of conveyance:

☐ Assignment☒ Merger☐ Security Agreement☒ Change of Name☐ Other _____

Execution Date: November 9, 2000

Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application number(s) or patent number(s):

A. Patent Application No.(s)

Filing Date

B. Patent No.(s)

D451,899 S

Additional numbers attached? ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Paul W. Churilla

Registration No.: 47,495

Company Name: McDonnell, Boehnen, Hulbert & Berghoff

Street Address: 300 South Wacker Drive - 32nd Floor

City: Chicago

State: Illinois

Country: U.S.A.

ZIP: 60606

6. Total number of applications and patents involved

7. Total Fee (37 CFR 3.41).....\$40.00

☒ Enclosed☐ Authorized to be charged to deposit account

8. Deposit account number:

13-2490

10/27/2003 DBYRME 00000053 D451899

01 FC:8021

40.00 DP

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.

Paul W. Churilla

Printed Name of Person Signing

Signature

Date: October 21, 2003

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:

Mail Stop Assignment Recordation Services

Director of the United States Patent and Trademark Office

P.O. Box 1450

Alexandria, Virginia 22313-1450

RECEIVED
2003 OCT 24 AM 8:02
OPR/FINANCE

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
SONICBLUE INCORPORATED
WITH AND INTO
S3 INCORPORATED**

**Pursuant to Section 253 of the
General Corporation Law of the State of Delaware**

S3 Incorporated, a Delaware corporation (the "Company"), does hereby certify to the following facts relating to the merger of SONICblue Incorporated, a Delaware corporation (the "Subsidiary"), with and into the Company, with the Company remaining as the surviving corporation:

FIRST: The Company is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). The Subsidiary is incorporated pursuant to the DGCL.

SECOND: The Company owns all of the outstanding shares of each class of capital stock of the Subsidiary.

THIRD: The Board of directors of the Company, by the following resolutions duly adopted on October 9, 2000, determined to merge the Subsidiary with and into the Company pursuant to Section 253 of the DGCL:

RESOLVED, that the Subsidiary be merged with and into the Company (the "Merger"); and it is further

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Company shall remain unchanged and continue to remain outstanding as one share of common stock of the Company, held by the person who was the holder of such share of common stock of the Company immediately prior to the Merger; and it is further

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Subsidiary shall be canceled and no consideration shall be issued in respect thereof; and it is further

RESOLVED, that the proper officers of the Company be and they hereby are authorized and directed to make, execute and acknowledge, in the name and under the corporate seal of the Company, a certificate of ownership and merger for the purpose of effecting the Merger and to file the same in the office of the Secretary of State of the State of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of the resolutions relating to the Merger, and it is further

RESOLVED, that upon the filing of the Certificate of Ownership and Merger, Article I of the Restated Certificate of Incorporation of the Company shall be amended in its entirety to read as follows:

"The name of the corporation is SONICblue Incorporated."

FOURTH: This Certificate of Ownership and Merger shall be effective at 8:00 a.m. on November 15, 2000.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 9th day of November, 2000.

By:
Name:
Title:

William J. McFarlane