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Form PTO-1594

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U.S. DEPARTMENT OF COMMERCE

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OMB No. 0651-0011 (exp. 4/94)

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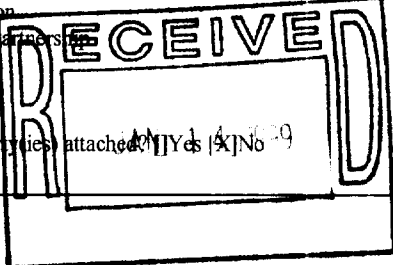
Patent and Trademark Office

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

1. Name of conveying party(ies): General Instrument Corporation of Delaware

- Individual Association
- General Partnership Limited Partnership
- Corporation-State - Delaware
- Other

Additional name(s) of conveying party(ies) attached: Yes No



2. Name and address of receiving party(ies)

Name: General Semiconductor, Inc.

Internal Address: _____

Street Address: 10 Melville Park Road

City: Melville State: NY ZIP: 11747-902

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: July 25, 1997

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached Yes No

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

A. Trademark Application No.(s)

75/217,341

75/321,569

75/217,340

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: David J. Davis

Internal Address: Baker & McKenzie

Suite 3500

Street Address: 130 E. Randolph Dr.

City: Chicago State: IL ZIP: 60601-6384

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41):\$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

02-0400

01/19/1999 SBURMS 00000151 020400 75217341

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 50.00 CH

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.

David J. Davis
Name of Person Signing

David J. Davis
Signature

1/25/97
Date

Total number of pages comprising cover sheet: 1

Office of the Secretary of State

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 OF DELAWARE", A DELAWARE CORPORATION,

WITH AND INTO "GENERAL SEMICONDUCTOR, INC." UNDER THE NAME OF "GENERAL SEMICONDUCTOR, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF JULY, A.D. 1997, AT 1:07 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2234650 8100M

971379557

AUTHENTICATION:

8745604

DATE:

11-07-97

TRADEMARK

REEL: 1841 FRAME: 0127

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CERTIFICATE OF OWNERSHIP AND MERGER
OF
GENERAL INSTRUMENT CORPORATION
AND
GENERAL INSTRUMENT CORPORATION OF DELAWARE

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

General Instrument Corporation ("GI"), a corporation organized and existing under the laws of the State of Delaware, desiring to merge with General Instrument Corporation of Delaware, a wholly-owned subsidiary of GI ("GI Delaware"), a corporation organized and existing under the laws of the State of Delaware, pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. GI was originally incorporated under the name FLGI Holding Corp. The date of its original Certificate of Incorporation filed with the Secretary of State was June 28, 1990.
2. GI is the owner of 100% of the issued and outstanding shares of the common stock of GI Delaware, a corporation originally incorporated under the name General Instrument Corporation on June 12, 1967 pursuant to the General Corporation Law of the State of Delaware and having no class of stock outstanding other than said common stock.
3. The Board of Directors (through its Executive Committee) of GI duly adopted the following resolutions on July 23, 1997 and filed them with the minutes of the Board.

RESOLVED, that each Authorized Officer be, and each of them individually hereby is, authorized and directed, for and on behalf of GI, to execute and deliver on behalf of GI, an agreement of merger (the "Merger Agreement") between GI and GI Delaware, substantially in the form described in and attached to the minutes of the meeting, with

such changes therein as any Authorized Officer executing the same shall approve, such approval being evidenced by the execution and delivery of such agreement.

RESOLVED, that GI Delaware shall be merged with and into GI (the "Merger") pursuant to the Merger Agreement, with GI being the surviving corporation of the Merger (the "Surviving Corporation") and assuming all of GI Delaware's liabilities and obligations.

RESOLVED, that the name of the Surviving Corporation shall be General Instrument Corporation.

RESOLVED, that the Merger shall be effective (the "Effective Time") at the effective time specified in the Certificate of Ownership and Merger which is being filed with the Secretary of State of Delaware.

RESOLVED, that at the Effective Time and without any action on the part of GI or GI Delaware, all of the issued and outstanding shares of capital stock of GI Delaware shall be canceled and the shares of capital stock of GI outstanding immediately prior to the Effective Time shall continue as shares of capital stock of the Surviving Corporation.

RESOLVED, that the Authorized Officers of GI are authorized and directed, in the name and on behalf of GI, to execute, acknowledge and file with the Secretary of State of Delaware, and the Secretary is authorized and directed to attest, a Certificate of Ownership and Merger, and to execute, acknowledge, file and deliver such other documents and to take such other actions as they may deem necessary or appropriate to effect the Merger.

RESOLVED, that the Certificate of Incorporation of GI, as in effect at the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation.

RESOLVED, that the By-laws of GI, as in effect at the Effective Time, shall be the By-laws of the Surviving Corporation.

RESOLVED, at the Effective Time, the directors of GI shall become the directors of the Surviving Corporation, until their successors are duly elected or appointed and qualified in the manner provided by the Certificate of Incorporation and By-laws of the Surviving Corporation, or as otherwise provided by law.

RESOLVED, at the Effective Time, the officers of GI shall become the officers of the Surviving Corporation, until their respective successors are duly elected or appointed and qualified in the manner provided by the Certificate of Incorporation and By-laws of the Surviving Corporation, or as otherwise provided by law.

RESOLVED, that the Authorized Officers of GI be, and each of them individually hereby is, authorized to take or cause to take all such further actions and execute all such further agreements, documents, certificates and undertakings in the name and on behalf of GI, which he or she may deem to be necessary or appropriate to enable GI to carry out the obligation of GI under, to effect the transactions contemplated by, and to carry out the intent and accomplish the purposes of, the foregoing resolutions.


RESOLVED, that all actions heretofore taken by any officer or director of GI in connection with the foregoing be, and they hereby are, ratified and approved in all respects.

4. Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the board of directors of GI at any time prior to the date of filing of this Certificate with the Secretary of State of the State of Delaware.

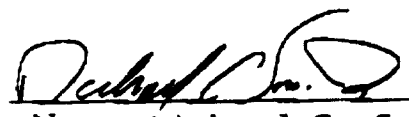
5. This certificate of Ownership and Merger shall become effective at 1:07 p.m., New York time, on July 25, 1997.

IN WITNESS WHEREOF, GI has caused this Certificate to be signed the 25th day of July, 1997.

GENERAL INSTRUMENT CORPORATION

By: 
Name: Thomas A. Dumit
Title: Vice President and General Counsel

ATTEST:

By: 
Name: Richard C. Smith
Title: Vice President, Taxes and Treasurer