

02-29-2000

FORM PTO-1596 (MODIFIED)
(REV. 6-93)
OMB NO. 0651-0011
P09/REV01

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



101279102

9-20-99

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

1. Name of the conveying party(ies): **1999 SEP 20 AM 9: 28**
General Instrument Corporation
OPR/FINANCE
 Individual(s) (Association)
 General Partnership Limited Partnership
 Corporation-Delaware Other:
Additional name(s) of conveying party(ies) attached? Yes No

2. Name of receiving party(ies):
GI Corporation
181 West Madison Street
Chicago, IL 60602

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other:
Execution Date: March 26, 1992

Individual(s) Citizenship
 Association:
 General Partnership:
 Limited Partnership:
 Corporation-State: Delaware
 Other:
Additional name(s) & address(ies) attached? Yes No

4. Application number(s) or registration number(s): 1
A. Trademark Application No.(s)
B. Trademark No.(s)
SUPERECTIFIER Reg. No. 1356394
Reg. Date: August 27, 1985
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Michael D. Fishman
Internal Address: RADER, FISHMAN & GRAUER PLLC
Street Address: 1533 N. Woodward Avenue, Suite 140
City: Bloomfield Hills State: Michigan Zip: 48304
(248) 594-0630

6. Total number of applications and trademarks involved:
One (1)
7. Total fee (37 CFR 3.41):\$ 40.00
 Enclosed
 Authorized to be charged to deposit account for the above amount and any additional fees necessary.
8. Deposit account number: 18-0013

09/22/1999 JSHABAZZ 00000009 180013 1356394
01 EC:4A1 40.00 CH

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.

Michael D. Fishman
Name Signature Date 9/15/99

Total number of pages in the conveyance document?:
Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the documents and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

02 Atty. Docket No. 65375-0006
Mail documents to be recorded with required cover sheet(s) information to: Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

R0064016

r0064016

TRADEMARK
REEL: 002027 FRAME: 0398

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 RESTATED CERTIFICATE OF "GI CORPORATION", CHANGING ITS NAME FROM "GI CORPORATION" TO "GENERAL INSTRUMENT CORPORATION OF DELAWARE", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JULY, A.D. 1993, AT 4:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

0658725 8100

971073002

AUTHENTICATION:

8359935

DATE:

03-05-97

TRADEMARK
REEL: 002027 FRAME: 0399

7122173

Amended and Restated Certificate of Incorporation
OF
GI CORPORATION

The undersigned, Richard S. Friedland and Richard C. Smith, certify that they are the Vice President and Assistant Secretary, respectively, of GI Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), and do hereby further certify as follows:

(1) The name of the Corporation is GI Corporation. The Corporation was originally incorporated under the name General Instrument Corporation.

(2) The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on June 12, 1967.

(3) This Amended and Restated Certificate of Incorporation amends, restates and integrates the provisions of the original Certificate of Incorporation of the Corporation as heretofore amended, restated or supplemented. This Amended and Restated Certificate of Incorporation has been adopted by the sole stockholder of the Corporation by written consent given in accordance with Section 228 of the General Corporation Law of the State of Delaware and has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware.

(4) The text of the Restated Certificate of Incorporation of the Corporation as further amended hereby, is integrated and restated to read in its entirety as follows:

FIRST: The name of the Corporation is GENERAL INSTRUMENT CORPORATION OF DELAWARE.

SECOND: The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code.

FOURTH: The total number of shares which the Corporation shall have authority to issue is 1,000 shares of Common Stock, par value \$0.01 per share.

FIFTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is

expressly authorized to adopt, repeal, alter, amend or rescind the by-laws of the Corporation. In addition, the by-laws of the Corporation may be adopted, repealed, altered, amended or rescinded by the affirmative vote of a majority of the outstanding stock of the Corporation entitled to vote thereon.

SIXTH: Elections of directors need not be by written ballot unless the by-laws of the Corporation shall otherwise provide.

SEVENTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of Delaware is hereafter amended to permit further elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of Delaware as so amended. Any repeal or modification of this Article SEVENTH by the stockholders of the Corporation or otherwise shall not apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such repeal or modification.

EIGHTH: The Corporation shall, to the fullest extent permitted by Delaware law, indemnify any person (the "Indemnitee") who is or was involved in any manner (including, without limitation, as a party or a witness) in any threatened, pending or completed investigation, claim, action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, any action, suit or proceeding brought by or in the right of the Corporation to procure a judgment in its favor) (a "Proceeding") by reason of the fact that the Indemnitee is or was a director or officer of the Corporation, or is or was serving another entity in such capacity at the request of the Corporation, against all expenses and liabilities actually and reasonably incurred by the Indemnitee in connection with the defense or settlement of such Proceeding (including attorneys' fees).

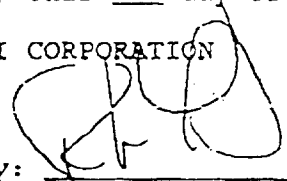
NINTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its

stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which said application has been made, be binding on all the creditors or class of creditors, and/or on all of the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

TENTH: The Corporation reserves the right to rescind, amend, alter, change, or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, GI Corporation has caused its corporate seal to be hereunto affixed and this Amended and Restated Certificate of Incorporation to be signed by Richard S. Friedland, its Vice President, and attested to by Richard C. Smith, its Assistant Secretary, this 22nd day of July, 1993.

GI CORPORATION



By: Richard S. Friedland
Vice President

Attest:



Richard C. Smith
Assistant Secretary

1635c