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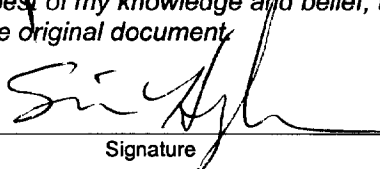
03-17-2000

Substitute Form PTO-1594
Attorney Docket No: 07923/121001



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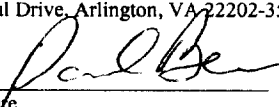
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Assistant Commissioner for Trademarks		document.
1. Name of conveying party(ies): DiviCom Inc. <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation—State of Delaware <input type="checkbox"/> Other _____ Additional name(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies): C-Cube Microsystems Inc. 1778 McCarthy Blvd. Milpitas, CA 95035 <input type="checkbox"/> Individual(s) Citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation—State <u>Delaware</u> <input type="checkbox"/> Other _____ If the assignee is not domiciled in the United States, a domestic representative designation is attached. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Additional names/addresses attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other: Execution Date: January 25, 2000.		
4. Application number(s) or trademark number(s): A. Trademark Application No(s): B. Trademark No(s): 2,309,571 Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
5. Name/address of party to whom correspondence concerning document should be mailed: Sean F. Heneghan Fish & Richardson P.C. 225 Franklin Street Boston, MA 02110-2804		6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR §3.41): \$40.00 <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to charge Deposit Account. 8. Deposit Account No.: 06-1050 Please apply any additionally charges, or any credits, to our Deposit Account No. 06-1050.
DO NOT USE THIS SPACE		
03/16/2000 JSHRBAZZ 00000053 2309571 01 FC:481 40.00 DP		
9. Statement and Signature: <i>To the best of my knowledge and belief, the foregoing information is true and correct and the attached is a true copy of the original document.</i> Sean F. Heneghan Name of Person Signing  Signature 2/11/2000 Date		
Total number of pages including cover sheet, attachments, and document: pages		

CERTIFICATE OF MAILING BY EXPRESS MAIL

Express Mail Label No. EL245451195US

I hereby certify under 37 CFR §1.10 that this correspondence is being deposited with the United States Postal Service as Express Mail Post Office to Addressee with sufficient postage on the date indicated below and is addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513.

2/11/2000 Date of Deposit
 Signature
Paul Bea Typed Name of Person Signing Certificate

State of Delaware
Office of the Secretary of State

PAGE 1

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:

"DIVICOM INC.", A DELAWARE CORPORATION,

WITH AND INTO "C-CURE MICROSYSTEMS INC." UNDER THE NAME OF "C-CURE MICROSYSTEMS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 2000, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION: 0227404
DATE: 01-31-00

415 222 9631 TO 14004906522 P.02/04
415 222 9631 FEB 04 2000 13:27 FR ATTY AT LAW USGR

**CERTIFICATE OF OWNERSHIP AND MERGER
OF SUBSIDIARY INTO PARENT**

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING**

DIVICOM INC.,
a Delaware corporation

INTO

C-CUBE MICROSYSTEMS INC.,
a Delaware corporation

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

C-Cube Microsystems 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 each class of the capital stock of DiviCom Inc., a Delaware corporation.

FOURTH: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 25th day of January, 2000, determined to merge into itself DiviCom Inc. on the conditions set forth in such resolutions:

RESOLVED: That C-Cube Microsystems Inc. merge into itself its subsidiary, DiviCom Inc., and assume all of said subsidiary's liabilities and obligations;

RESOLVED FURTHER: That the President and Secretary of this Corporation be and they hereby are directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolution to merge said DiviCom Inc. into this corporation and to assume said subsidiary's liabilities and obligations and the date of adoption thereof 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.

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FEB 04 2000 13:28 FR ATTY AT LAW WSR 415 222 9631 TO 140849065224 P.03/04

IN WITNESS WHEREOF, said C-Cube Microsystems Inc. has caused its corporate seal to be affixed and this certificate to be signed by Alexandre Balkanski, its authorized officer, this 25th day of January, 2000.

C-CUBE MICROSYSTEMS INC.,
a Delaware corporation

By: ABK
Alexandre Balkanski,
President and Chief Executive Officer

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TOTAL P.03

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FEB 04 2000 13:28 FR RTTY AT LRM WSR 415 222 9631 TO 14084906524 P.04/04