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**TRADEMARKS ONLY**

7.21.00

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

1. Name of the conveying party (ies):

**ATX TELECOM SYSTEMS, INC.  
A Delaware Corporation**

Additional name(s) of conveying parties attached?

 Yes  No

2. Name and address of receiving party(ies):

**SCIENTIFIC-ATLANTA, INC.  
A Georgia Corporation  
One Technology Parkway South  
Norcross, Georgia 30092**

3. Nature of Conveyance:

 Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_Execution Date: **June 24, 1998**Additional name(s) attached?  Yes  No

4. Application or Registration Number(s)

A. Trademark Application Numbers

B. Trademark Registration Numbers

**1,628,072**Additional Numbers attached?  Yes  No5. Name and Address of party to whom  
correspondence concerning document should  
be mailed:Name: **Jeanne P. Vallebuona Esq.  
Gibbons, Del Deo, Dolan,  
Griffinger & Vecchione**Address: **One Riverfront Plaza**City: **Newark** State: **NJ** Zip: **07102-5497**6. Total Number of Properties involved: **1**7. Total Number of Pages of the attached conveyance  
document, including any attachments: **4**8. Fee Amount Total Fee: \$40.00  
Method of Payment:  
 Enclosed  
 Deposit Account9. Deposit Account Number:  
**03-3839**

10. 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. Charges to deposit account are authorized as indicated herein.

Name: **Jeanne P. Vallebuona**

Signature:

Date: **July 21, 2000**

08/17/2000 MTHA11 00000199 1628072

01 FC:481

40.00 OP

#269037 v1  
999999-00016**TRADEMARK  
REEL: 002120 FRAME: 0729**

Secretary of State  
Corporations Division  
Suite 315, West Tower  
2 Martin Luther King Jr. Dr.  
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 981770135  
CONTROL NUMBER: 8107404  
EFFECTIVE DATE: 06/26/1998  
REFERENCE : 0045  
PRINT DATE : 06/26/1998  
FORM NUMBER : 411

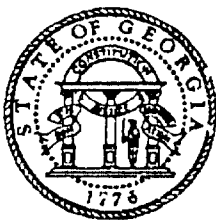
CT CORPORATION SYSTEM  
JEFFREY HARRISON  
1201 PEACHTREE ST.  
ATLANTA, GA 30361

CERTIFICATE OF MERGER

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:  
SCIENTIFIC-ATLANTA, INC., a Georgia corporation

Nonsurviving Entity/Entities:  
ATX TELECOM SYSTEMS, INC., a Delaware corporation



*Lewis A. Massey*

Lewis A. Massey  
Secretary of State

TRADEMARK

REEL: 002120 FRAME: 0730

981110135

CERTIFICATE OF MERGER

OF

ATx TELECOM SYSTEMS, INC.,  
a Delaware corporation,

WITH AND INTO

SCIENTIFIC-ATLANTA, INC.,  
a Georgia corporation

8101404

Pursuant to Section 14-2-1105(b) of the Georgia Business Corporation Code ("Georgia Code"), SCIENTIFIC-ATLANTA, INC., a Georgia corporation (the "Parent"), hereby certifies as follows:

I.

The Board of Directors of the Parent has duly approved the Plan of Merger by unanimous written consent dated June 24, 1998, pursuant to which ATx TELECOM SYSTEMS, INC. (the "Subsidiary"), a Delaware corporation of which the Parent is the sole shareholder, shall merge with and into the Parent.

II.

The name of the surviving corporation shall be SCIENTIFIC-ATLANTA, INC., a Georgia corporation.

III.

No amendments were made to the Parent's articles of incorporation in connection with the merger of the Subsidiary into the Parent.

IV.

The executed Plan of Merger is on file at the principal place of business of Scientific-Atlanta, Inc., which is located at One Technology Parkway South, Norcross, Georgia 30092, and a copy of the Plan of Merger will be furnished, upon request and without cost, to any shareholder of the Parent.

V.

Shareholder approval of the merger or approval by the Board of Directors of the Subsidiary is not required under Section 14-2-1104 of the Georgia Code because the Parent is the sole shareholder of the Subsidiary.

VI.

Pursuant to the Plan of Merger, the merger of the Subsidiary into the Parent shall be effective as of 11:59 p.m. on the 26<sup>th</sup> day of June, 1998.

VII.

A request for publication of Notice of Filing the Certificate of Merger and payment therefor has been made as required by Section 14-2-1105.1(b) of the Georgia Business Corporation Code.

IN WITNESS WHEREOF, Scientific-Atlanta, Inc. has caused this Certificate of Merger to be executed by its duly authorized officers this 24th day of June, 1998.

SCIENTIFIC-ATLANTA, INC.

By: William E. Eason, Jr.  
Name: William E. Eason, Jr.  
Title: Senior Vice President  
General Counsel and  
Corporate Secretary

Attest: Anita S. Gifford  
Name: Anita S. Gifford  
Title: Assistant Secretary

[CORPORATE SEAL]

JUN 25 11 58 AM '98

SECRETARY OF STATE

SA-60254  
J03653

TRADEMARK

REEL: 002120 FRAME: 0732

# Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.  
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 001920618  
CONTROL NUMBER : J107404  
DATE INC/AUTH/FILED: 10/31/1951  
JURISDICTION : GEORGIA  
PRINT DATE : 07/10/2000  
FORM NUMBER : 215

CT CORPORATION SYSTEM  
DENISE PFANNKUCHE  
1201 PEACHTREE STREET, NE  
ATLANTA, GA 30361

## CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

### SCIENTIFIC-ATLANTA, INC. A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



A handwritten signature in black ink, appearing to read 'Cathy Cox', is written over the printed name and title.

Cathy Cox  
Secretary of State

RECORDED: 07/21/2000

TRADEMARK  
REEL: 002120 FRAME: 0733