

9.25.00

10-31-2000

Commissioner of Patents and Trademarks: Please record the attached or:



101501099

1. Name of conveying party(ies):

General Instrument Corporation

- Individual(s)
- General Partnership
- Corporation-State: Delaware
- Other

- Association
- Limited Partnership

2. Name and

General Semiconductor, Inc.
10 Melville Park Road
Melville, NY 11747

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name

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

Execution Date: July 25, 1997

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

GSI Reg. No. 2,345,877
GS & DESIGN Reg. No. 2,304,579
GENERAL SEMICONDUCTOR Reg. No. 2,196,444

Additional numbers attached?

Yes No

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

Michael D. Fishman
Rader, Fishman & Grauer PLLC
39533 Woodward Avenue, Suite 140
Bloomfield Hills, Michigan 48304
(248) 594-0630

6. Total number of applications and registrations involved: three (3)

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

Enclosed

Authorized to be charged to deposit account for the above amount and any additional fees necessary.

8. Deposit Account Number: 18-0013
(Attach duplicate copy of this page if using deposit account)

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

9/18/00
Date

Total number of pages comprising cover sheet 1

Do not detach this portion

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

Commissioner of Patents and Trademarks
Office of Public Records
Crystal Gateway 4, Room 335
Washington, D.C. 20231

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 document 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.

R0091966.DOC

10/31/2000 10:00 AM
10/31/2000 10:00 AM
10/31/2000 10:00 AM

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 "GENERAL INSTRUMENT CORPORATION", CHANGING ITS NAME FROM "GENERAL INSTRUMENT CORPORATION" TO "GENERAL SEMICONDUCTOR, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF JULY, A.D. 1997, AT 11:30 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9213054

2234650 8100

981286531

07 03 98
TRADEMARK

REEL: 002164 FRAME: 0022

7-21-97

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
GENERAL INSTRUMENT CORPORATION

The undersigned, Thomas A. Dumit, certifies that he is the Vice President and General Counsel of General Instrument Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), and does hereby further certify as follows:

- (1) The name of the corporation is General Instrument Corporation. The Corporation was originally incorporated under the name FLGI Holding Corp.
- (2) The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on June 28, 1990.
- (3) A Certificate of Amendment was filed with the Secretary of State of the State of Delaware on August 9, 1990, a Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on November 13, 1990, a Certificate of Amendment was filed with the Secretary of State of the State of Delaware on February 26, 1992, an Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on March 30, 1992, an Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on May 4, 1992, a Certificate of Correction was filed with the Secretary of State of the State of Delaware on June 16, 1992, and an Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on June 2, 1993.
- (4) 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 or supplemented and has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of Delaware (the "GCL").
- (5) Pursuant to Section 103(d) of the GCL, this Amended and Restated Certificate of Incorporation shall become effective at 5:15 P.M., on July 25, 1997 (the "Effective Time").

shall have been converted pursuant hereto. The Corporation is authorized to use a book-entry transfer facility to reflect ownership of the New Common Stock; however, upon request and in accordance with the procedures of any such book-entry transfer facility and Delaware law, stockholders shall be entitled to receive a certificate representing shares of New Common Stock. Fractional shares of New Common Stock shall not be issued in connection with the Reverse Stock Split. Fractional shares of New Common Stock shall be aggregated into whole shares of New Common Stock and shall be sold in the open market at prevailing prices on behalf of holders who otherwise would be entitled to receive fractional share interests of New Common Stock. Such holders shall then receive a cash payment equal to the amount of their pro rata share of the total sale proceeds.

Following the Effective Time, the capital of the Corporation shall be reduced to reflect the change in the outstanding shares of the Corporation.

Shares of the Preferred Stock of the Corporation may be issued from time to time in one or more classes or series, each of which class or series shall have such distinctive designation or title as shall be fixed by the Board of Directors of the Corporation (the "Board of Directors") prior to the issuance of any shares thereof. Each such class or series of Preferred Stock shall have such voting powers, full or limited, or no voting powers, and such preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated in such resolution or resolutions providing for the issue of such class or series of Preferred Stock as may be adopted from time to time by the Board of Directors prior to the issuance of any shares thereof pursuant to the authority hereby expressly vested in it, all in accordance with the laws of the State of Delaware.

FIFTH: The business and affairs of the Corporation shall be managed under the direction of the Board of Directors. The number of directors of the Corporation shall be from time to time fixed by, or in the manner provided in, the By-laws of the Corporation.

SIXTH: Subject to the rights, if any, of the holders of shares of Preferred Stock then outstanding, any or all of the directors of the

Corporation may be removed from office, with or without cause, at any time by the affirmative vote of the holders of a majority of the outstanding shares of the Corporation then entitled to vote generally in the election of directors, considered for purposes of this Article SIXTH as one class.

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 GCL, or (iv) for any transaction from which the director derived an improper personal benefit. If the GCL 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 GCL 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 amendment or repeal.

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: 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.

TENTH: 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.

ELEVENTH: 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.

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

7-21-1997 11:26AM FROM

P. 7

07/18 15:56 1997 FROM: 312 695 1021 TO: 8598587

PAGE: 2

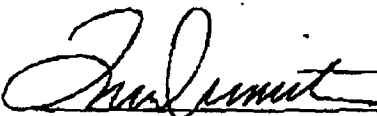
07/18/97 FRI 15:07 FAX 312 695 1021

P. 7 002

7-17-1996 1:28PM FROM 278 859 8587

IN WITNESS WHEREOF, General Instrument Corporation has caused this Amended and Restated Certificate of Incorporation to be signed by Thomas A. Dumit, its Vice President and General Counsel, this 18 day of July, 1997.

GENERAL INSTRUMENT CORPORATION

By: 
Thomas A. Dumit
Vice President and General Counsel

[162630]