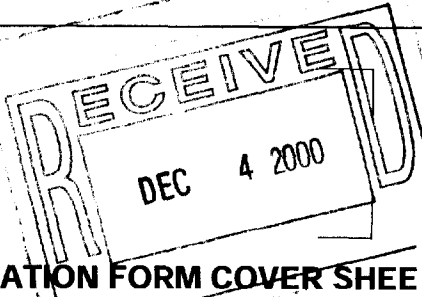


*MJD*  
*12-4-00*



12-22-2000



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**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

**Submission Type**

- New
- Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_
- Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
- Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

**Conveyance Type**

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other \_\_\_\_\_

Effective Date  
Month Day Year  
05 02 2000

**Conveying Party**

Mark if additional names of conveying parties attached

Name Arithmos, Inc.

Execution Date  
Month Day Year  
03 13 2000

Formerly \_\_\_\_\_

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization California

**Receiving Party**

Mark if additional names of receiving parties attached

Name STMicroelectronics, Inc.

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 1310 Electronics Drive

Address (line 2) Mail Station 2346

Address (line 3) Carrollton Texas 75006  
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation  Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization Delaware

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Refund Ref: 12/22/2000 GT011 0000100565

12/22/2000 GT011 00000100 75452995

01 FC:481  
02 FC:482

40.00 OP  
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**TRADEMARK**  
REEL: 002197 FRAME: 0593

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

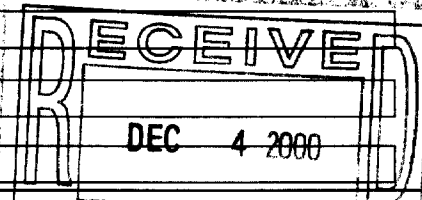
Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)



**Correspondent Name and Address**

Area Code and Telephone Number

972-466-7511

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

<input type="text" value="75452995"/>	<input type="text" value="75697891"/>	<input type="text" value="75794811"/>	<input type="text" value="2144824"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75473951"/>	<input type="text" value="75453033"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75696718"/>	<input type="text" value="75697767"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**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.

Robert D. McCutcheon

Nov. 22, 2000

Name of Person Signing

Signature

Date Signed

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 OF "STMICROELECTRONICS, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF MAY, A.D. 2000, AT 6 O'CLOCK P.M.



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

Edward J. Freel, Secretary of State

0779840 8100

001591915

AUTHENTICATION: 0814361

DATE: 11-28-00

TRADEMARK  
REEL: 002197 FRAME: 0595

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
ARITHMOS, INC.  
INTO  
STMICROELECTRONICS, INC.**

STMicroelectronics, Inc., a corporation organized and existing under the laws of the State of Delaware ("STMicroelectronics"),

DOES HEREBY CERTIFY:

FIRST: That it was organized and is validly existing as a Delaware corporation.

SECOND: That it owns 100% of the outstanding shares of the capital stock of Arithmos, Inc., a corporation organized pursuant to the provisions of California Corporations Code under the laws of the State of California ("Arithmos").

THIRD: That the Board of Directors of STMicroelectronics, in an action taken on March 10, 2000, adopted the following resolutions:

"RESOLVED, that Arithmos shall be merged into STMicroelectronics; and

FURTHER RESOLVED, that the terms and conditions of the merger are as follows:

The Merger. Arithmos shall merge into STMicroelectronics, effective immediately upon the compliance with the laws of the States of Delaware and California for the merger of the corporations (the "Effective Date"). As a result of the merger, STMicroelectronics shall be the surviving entity and Arithmos shall cease to exist as a separate corporation.

Succession to Rights/Assumption of Liabilities. Upon the Effective Date, STMicroelectronics shall succeed to all of the rights and assets of Arithmos and shall assume all of the liabilities of Arithmos.

Effect on Arithmos Shares. Upon the Effective Date, all shares of Arithmos shall be cancelled without the payment of consideration therefor.

Certificate of Incorporation/Bylaws. The Certificate of Incorporation and Bylaws of STMicroelectronics in effect immediately prior to the Effective Date shall be the Certificate of Incorporation and the Bylaws of STMicroelectronics immediately following Effective Date."

FOURTH: That this merger has been adopted, approved, certified, executed and acknowledged by STMicroelectronics in accordance with the laws of the States of California and Delaware.

IN WITNESS WHEREOF, STMicroelectronics, Inc., has caused this certificate to be signed by A. McK. Malone, its authorized officer, this 13<sup>th</sup> day of March, 2000.

By: 

Title: Vice-President - Finance & CFO