

FORM PTO-1594

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

Docket No.:
03,434

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

1. Name of conveying parties:

S3 Incorporated

Individual(s) Association
 General Partnership Limited Partnership
 Corporations - Delaware
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party:

Name: SONICblue Incorporated

Internal Address: _____

Street Address: 2841 Mission College Blvd.

City: Santa Clara

State: CA ZIP: 95054

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

If assignee is not domiciled in the United States, a domestic designation is attached (designation must be a separate document from Assignment).
 Yes No

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 11/15/2000

4. Application numbers and registration numbers:

A. Trademark Application No.(s)

76/164,711

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

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

Name: Jennifer M. Means

Fax: 312-913-0002

Internal Address: McDonnell Boehnen Hulbert & Berghoff

Street Address: 300 South Wacker Drive, Suite 3200

City: Chicago State: IL ZIP: 60606

6. Total number of applications and registrations involved:

One

7. Total Fee (37 CFR 3.41) **\$40.00**
 Enclosed - any excess or insufficiency should be credited or debited to the deposit account. A duplicate copy of this sheet is enclosed for this purpose.
 Authorized to be charged to deposit account

8. Deposit account number: 13-2490

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.

Jennifer M. Means Jennifer M. Means 7/21/03

Name of Person Signing Signature Date

Total number of pages including cover sheet, document, and facsimile transmittal sheet under C.F.R. § 1.8: 4 pages

Certificate of Transmission under C.F.R. § 1.8

I hereby certify that this correspondence (cover sheet, document, and facsimile transmittal sheet) is being facsimile transmitted to the United States Patent and Trademark Office on July 21, 2003.

Jennifer M. Means 7/21/03

Jennifer M. Means Date

CH \$40.00 132490 76164711

N 2/12 4/14/04

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
SONICBLUE INCORPORATED
WITH AND INTO
S3 INCORPORATED**

Pursuant to Section 253 of the
General Corporation Law of the State of Delaware

S3 Incorporated, a Delaware corporation (the "Company"), does hereby certify to the following facts relating to the merger of SONICblue Incorporated, a Delaware corporation (the "Subsidiary"), with and into the Company, with the Company remaining as the surviving corporation:

FIRST: The Company is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). The Subsidiary is incorporated pursuant to the DGCL.

SECOND: The Company owns all of the outstanding shares of each class of capital stock of the Subsidiary.

THIRD: The Board of directors of the Company, by the following resolutions duly adopted on October 9, 2000, determined to merge the Subsidiary with and into the Company pursuant to Section 253 of the DGCL:

RESOLVED, that the Subsidiary be merged with and into the Company (the "Merger"); and it is further

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Company shall remain unchanged and continue to remain outstanding as one share of common stock of the Company, held by the person who was the holder of such share of common stock of the Company immediately prior to the Merger; and it is further

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Subsidiary shall be canceled and no consideration shall be issued in respect thereof; and it is further

RESOLVED, that the proper officers of the Company be and they hereby are authorized and directed to make, execute and acknowledge, in the name and under the corporate seal of the Company, a certificate of ownership and merger for the purpose of effecting the Merger and to file the same in the office of the Secretary of State of the State of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of the resolutions relating to the Merger; and it is further

RESOLVED, that upon the filing of the Certificate of Ownership and Merger, Article I of the Restated Certificate of Incorporation of the Company shall be amended in its entirety to read as follows:

"The name of the corporation is SONICblue Incorporated."

FOURTH: This Certificate of Ownership and Merger shall be effective at 8:00 a.m. on November 15, 2000.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this ___ day of November, 2000.

By:
Name:
Title:

William J. McFarlane