

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	11/01/2006		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ARRIS International, Inc.		10/31/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	ARRIS Group, Inc.		
Street Address:	3871 Lakefield Drive		
City:	Suwanee		
State/Country:	GEORGIA		
Postal Code:	30024		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1458155	REGAL	
CORRESPONDENCE DATA			
Fax Number:	(678)473-8095		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	678-473-8697		
Email:	john.doughty@arrisi.com		
Correspondent Name:	John L. Doughty		
Address Line 1:	42 Creekside Court		
Address Line 4:	Suwanee, GEORGIA 30024		
ATTORNEY DOCKET NUMBER:	REGAL		
NAME OF SUBMITTER:	John L. Doughty		
Signature:	/JLD/		

CH 1458155 \$40.00

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TRADEMARK  
REEL: 003581 FRAME: 0339

Date:

07/16/2007

**Total Attachments: 4**

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# Delaware

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## *The First State*

I, HARRIET SMITH WINDSOR, 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:

"ARRIS INTERNATIONAL, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "ARRIS GROUP, INC." UNDER THE NAME OF "ARRIS GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2006, AT 11:28 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF NOVEMBER, A.D. 2006, AT 12:01 O'CLOCK A.M.

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



3300367 8100M

060997767

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5159814

DATE: 10-31-06

TRADEMARK

REEL: 003581 FRAME: 0341

**CERTIFICATE OF OWNERSHIP  
AND MERGER OF  
ARRIS INTERNATIONAL, INC.  
WITH AND INTO  
ARRIS GROUP, INC.**

*State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:42 AM 10/31/2006  
FILED 11:28 AM 10/31/2006  
SRV 060997767 - 3300367 FILE*

The undersigned corporation organized and existing under and by virtue of the laws of the State of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

<b>NAME</b>	<b>STATE OF INCORPORATION</b>
Arris Group, Inc.	Delaware
Arris International, Inc.	Delaware

**SECOND:** That Arris Group, Inc., a Delaware corporation (the "Parent Corporation"), is the owner of all of the issued and outstanding shares of common stock, par value \$0.01 per share (the "Common Stock"), of Arris International, Inc., a Delaware corporation (the "Subsidiary"), having no class of outstanding stock other than the Common Stock.

**THIRD:** That a merger of the Subsidiary with and into the Parent Corporation, with the Parent Corporation as the surviving corporation of the merger, has been approved by the Parent Corporation in accordance with the requirements of Section 253 of the Delaware General Corporation Law (the "DGCL"), and that a copy of the resolutions adopted by the Board of Directors of the Parent Corporation as of October 31, 2006, approving the merger is attached hereto as Exhibit A.

**FOURTH:** That the name of the surviving corporation of the merger, which shall be a Delaware corporation, is Arris Group, Inc.

**FIFTH:** That the Certificate of Incorporation of the Parent Corporation shall be the Certificate of Incorporation of the surviving corporation.

**SIXTH:** That this Certificate of Ownership and Merger is filed in accordance with Sections 253 and 103 of the DGCL and that the merger shall become effective at 12:01 a.m. on November 1, 2006.

IN WITNESS WHEREOF, the undersigned has caused this certificate to be signed by its Executive Vice President this 31<sup>st</sup> day of October, 2006.

ARRIS GROUP, INC.

  
Lawrence Margolis, Executive Vice President

**EXHIBIT A**  
**RESOLUTIONS OF THE BOARD OF DIRECTORS OF**  
**ARRIS GROUP, INC.**

WHEREAS, Arris Group, Inc., a Delaware corporation (the "Corporation") is the legal and beneficial owner of all of the issued and outstanding shares of capital stock (the "Common Stock") of Arris International, Inc., a Delaware corporation (the "Subsidiary");

WHEREAS, the Common Stock is the only issued and outstanding class of stock of the Subsidiary; and

WHEREAS, it is deemed in the best interests of the Corporation that the Board of Directors approve a merger of the Subsidiary with and into the Corporation pursuant to Section 253 of the Delaware General Corporation Law (the "Merger").

NOW, THEREFORE, BE IT RESOLVED, that the Merger is hereby approved on the terms and conditions outlined below and that the officers of the Corporation be, and each of them is, hereby authorized and directed to execute the and deliver a Certificate of Ownership and Merger (the "Certificate") to the Secretary of State of the State of Delaware;

FURTHER RESOLVED, that effective at 12:01 a.m. on November 1, 2006, following the filing of the Certificate with the Secretary of State of the State of Delaware, the Subsidiary shall merge with and into the Corporation, which will assume all of the obligations of the Subsidiary;

FURTHER RESOLVED, that Certificate of Incorporation and Bylaws of the Corporation in effect on the effective date of the Merger shall be the Certificate of Incorporation and Bylaws of the surviving corporation;

FURTHER RESOLVED, that each share of the Common Stock issued and outstanding immediately prior to the effective time of the Merger, by virtue of the Merger and without any action on the part of the stockholder thereof, shall be canceled and shall cease to exist;

FURTHER RESOLVED, that each share of stock of the Corporation issued and outstanding immediately prior to the effective date of the Merger shall be an identical share of stock of the surviving corporation after the effective date of the Merger;

FURTHER RESOLVED, that the officers of the Corporation are, and each of them is, hereby authorized to execute, deliver and/or file such documents, contracts, certificates and other instruments, under the seal of the Corporation if required, and to take such other action, as they, or any of them, may deem necessary, advisable, convenient or appropriate to carry out the foregoing resolutions and to fully perform the provisions of any and all documents, contracts, certificates and instruments executed and delivered on behalf of the Corporation pursuant to the foregoing resolutions; and

FURTHER RESOLVED, that any and all actions heretofore taken by any director or officer in furtherance of the foregoing resolutions are hereby affirmed, ratified and adopted as the acts of the Corporation.