

State of Idaho

Department of State

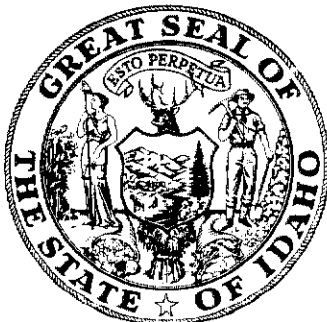
CERTIFICATE OF AUTHORITY OF

NEXTLEVEL SYSTEMS, INC.
File number C 120425

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of NEXTLEVEL SYSTEMS, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to NEXTLEVEL SYSTEMS, INC. to transact business in this State under the name NEXTLEVEL SYSTEMS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: August 5, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Natalie Lamb*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:

97 JUL 30 AM 11:08

1. The name of the corporation is NextLevel Systems, Inc.

SECRET
STATE OF IDAHO

2. The name which it shall use in Idaho is _____

3. It is incorporated under the laws of Delaware

4. Its date of incorporation is 1/6/97 and its duration, if other than perpetual, is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

1209 Orange Street, Wilmington, Delaware 19801

6. The address to which correspondence should be addressed, if different than item 5, is _____

Same

7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701

_____, and its registered agent in Idaho at that address is C T Corporation System

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.

9. The names and respective addresses of its directors and officers are:

Name

Office

Address

See attached list of directors and officers

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SECRET
STATE OF IDAHO

10. The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho

IDAHO SECRETARY OF STATE

Dated: JULY 24, 1997

07/30/1997 09:00

NextLevel Systems, Inc.

(Corporation name)

By

[Signature]
Its President, Vice President, Secretary or Assistant Secretary
(please specify)

Secretary of State
1 \$100.00 = 100.00 AUTH PRO CCAP

NextLevel Systems, Inc.

List of Officers and Directors

<u>Name</u>	<u>Title</u>
John Seely Brown	Director
Frank M. Drendel	Director, President
Lynn Forester	Director
Theodore J. Forstmann	Director
Richard S. Friedland	Chairman and CEO
Alex M. Mandl	Director
Susan M. Meyer	Vice President, Secretary
Richard C. Smith	Vice President, Business Development & Treasurer
Clark E. Tucker	Vice President, Human Resources
Keith A. Zar	Vice President, Assistant Secretary & General Counsel
Michael R. Bernique	Vice President
Edward D. Breen	Vice President
Thomas A. Dumit	Vice President

Address of all of the above Officers and Directors is:

8770 W. Bryn Mawr Avenue, Chicago, Illinois 60631

State of Delaware

Office of the Secretary of State

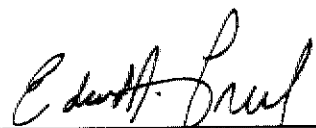
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STATE OF DELAWARE

97 JUL 30 AM 11:08
SECRETARY OF STATE
STATE OF DELAWARE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEXTLEVEL SYSTEMS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF JULY, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.




Edward J. Freel, Secretary of State

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AUTHENTICATION:

8576743

DATE:

07-25-97