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Secretary of State

PROFIT CORPORATION ANNUAL REPORT
1998

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F97000003997 (0)

1. Corporation Name
NEXTLEVEL SYSTEMS, INC.

Principal Place of Business	Mailing Address
8770 W. BYRN MAWR AVENUE CHICAGO IL 60631	8770 W. BYRN MAWR AVENUE CHICAGO IL 60631

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 07/30/1997

2. Principal Place of Business 21	2a. Mailing Address 26 8770 W. BRYN MAWR AVENUE	4. FEI Number 36-4134221	☐ Applied For ☐ Not Applicable
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27 SUITE 1300	5. Certificate of Status Desired ☐	**$8.75** Additional Fee Required
City & State 23	City & State 28 CHICAGO, IL	6. Election Campaign Financing Trust Fund Contribution ☐	**$5.00** May Be Added to Fees
Zip / Country 24 / 25	Zip / Country 29 60631-3515 / 30 US	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. ☐ Yes ☐ No	

9. Name and Address of Current Registered Agent	10. Name and Address of New Registered Agent
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324	81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City **FL** 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ DATE
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	V	☒ DELETE	1.1 TITLE	P/D	☐ Change ☒ Addition
NAME	BROWN, JOHN S		1.2 NAME	EDWARD D. BREEN	
STREET ADDRESS	8770 WEST BRYN MAWR AVENUE		1.3 STREET ADDRESS	2200 BYBERRY ROAD	
CITY-ST-ZIP	CHICAGO IL		1.4 CITY-ST-ZIP	HATBORO, PA 19040	
TITLE	P	☐ DELETE	2.1 TITLE	D	☒ Change ☐ Addition
NAME	DRENDEL, FRANK M		2.2 NAME		
STREET ADDRESS	8770 WEST BRYN MAWR AVENUE		2.3 STREET ADDRESS		
CITY-ST-ZIP	CHICAGO IL		2.4 CITY-ST-ZIP		
TITLE	S	☐ DELETE	3.1 TITLE	V	☒ Change ☐ Addition
NAME	MEYER, SUSAN M		3.2 NAME		
STREET ADDRESS	8770 WEST BRYN MAWR AVENUE		3.3 STREET ADDRESS		
CITY-ST-ZIP	CHICAGO IL		3.4 CITY-ST-ZIP		
TITLE	VT	☐ DELETE	4.1 TITLE		☐ Change ☐ Addition
NAME	SMITH, RICHARD C		4.2 NAME		
STREET ADDRESS	8770 WEST BRYN MAWR AVENUE		4.3 STREET ADDRESS		
CITY-ST-ZIP	CHICAGO IL		4.4 CITY-ST-ZIP		
TITLE	V	☒ DELETE	5.1 TITLE	V	☐ Change ☒ Addition
NAME	TUCKER, CLARK E		5.2 NAME	ERIC PILLMORE	
STREET ADDRESS	8770 WEST BRYN MAWR AVENUE		5.3 STREET ADDRESS	2200 BYBERRY ROAD	
CITY-ST-ZIP	CHICAGO IL		5.4 CITY-ST-ZIP	HATBORO, PA 19040	
TITLE	V	☐ DELETE	6.1 TITLE	V/AS	☒ Change ☐ Addition
NAME	ZAR, KEITH A		6.2 NAME		
STREET ADDRESS	8770 WEST BRYN MAWR AVENUE		6.3 STREET ADDRESS		
CITY-ST-ZIP	CHICAGO IL		6.4 CITY-ST-ZIP		

CR2E034 (10/97)

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: [illegible] C. PILLMORE 1/30/98 (773) 695-1000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone # 0504142