

EXHIBIT A TO KUSSMAN DECLARATION  
IN SUPPORT OF NDS MOTION TO TRANSFER

# State of California

## SECRETARY OF STATE



I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR 15 2032



*Bill Jones*

Secretary of State

2205405

FILED  
in the office of the Secretary of State  
of the State of California

DEC 15 1999

ARTICLES OF INCORPORATION  
OF  
CANAL+ U.S. TECHNOLOGIES, INC.

*Bill Jones*  
BILL JONES, Secretary of State

The undersigned Incorporator hereby executes and acknowledges the following Articles of Incorporation for the purpose of forming a corporation under the General Corporation Law of the State of California:

I. The name of this corporation is:

Canal+ U.S. Technologies, Inc.

II. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III. The name and address in the State of California of this corporation's initial agent for service of process, in accordance with subdivision (b) of section 1502 of the General Corporation Law, is:

Jean-Marc Racine  
20230 Stevens Creek Boulevard  
Cupertino, California 95014

IV. This corporation is authorized to issue only one class of shares of stock, which shares shall be designated "Common Stock"; and the total number of shares which this corporation is authorized to issue is five million (5,000,000).

V. The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

VI. This corporation is authorized to provide indemnification of its agents (as such term is defined in section 317 of the California Corporation Code), through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors, or otherwise, to the fullest extent permissible under California law.

Dated: December 14, 1999

*Rick J. George*  
Rick J. George, Incorporator

**CANAL+**  
**U.S.****ROBERT CHAMBERLAIN**  
**CHIEF FINANCIAL OFFICER**

December 20, 1999

Secretary of State  
State of California  
1500 Eleventh Street, Third Floor  
Sacramento, California 95814-3701

Ladies and Gentlemen:

Canal+ (U.S.), a California corporation, does not object to the use of the name "Canal+ U.S. Technologies, Inc." by Rick J. George, the incorporator of the proposed corporation, in connection with the formation of a new California corporation using that name. We hereby request that the Secretary of State, State of California, declare no conflict with "Canal+ (U.S.)" arising from the incorporator's use of that name.

Very truly yours,

CANAL+ (U.S.)

By: *Robert Chamberlain*Its: *CEO, SVP*CIRLAQ11951VI  
201 N. CANON DRIVE, SUITE 228, BEVERLY HILLS, CALIFORNIA 90210  
TEL (310) 247-0998 FAX (310) 247-0999

TOTAL P.82

UCTO

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**CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
CANAL + U.S. TECHNOLOGIES, INC.**

**FILED** NO  
In the Office of the Secretary of State  
of the State of California

SEP 14 2001

*B. Jones*  
BILL JONES, Secretary of State

The undersigned certify that:

1. They are the President and Secretary, respectively, of Canal + U.S. Technologies, Inc., a California corporation.
2. Article I of the articles of incorporation of the corporation is amended to read as follows: "The name of this corporation is Canal + Technologies, Inc."
3. The amendment herein set forth has been duly approved by the Board of Directors of the corporation.
4. The amendment to the Articles of Incorporation set forth above has been duly approved by the required vote of the shareholders of the corporation in accordance with Section 902 of the California Corporations Code. The corporation has one class of stock, and the total number of outstanding shares of the corporation is 5,000,000 shares of Common Stock. The number of shares voting in favor of the amendment to the Articles of Incorporation set forth above equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%) of the outstanding shares of Common Stock.

The undersigned declare under penalty of perjury under the laws of the State of California that they have read the foregoing certificate and know the contents thereof and that the same is true of their own knowledge.

Executed at Cupertino, California on August 30\_\_\_\_, 2001.

*J. Racine*  
Jean-Marc Racine, President

*R. Kearns*  
Robert J. Kearns, III, Secretary

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