

06-23-1998

IT

OMB No. 0651-0011 (exp. 4/94)



To the Honorable Commi

100745199

the attached original documents or copy thereof

1. Name of conveying party(ies):

Arnet Corporation

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: September 29, 1995

2. Name and address of receiving party(ies)

Name: Digi International Inc

Internal Address: _____

Street Address: 11001 Bren Road East

City: Minnetonka State: MN ZIP: 55343

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,663,848

Additional numbers attached? Yes No

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

Name: Marsha Stolt, Esq.

Internal Address: Dorsey & Whitney LLP

Street Address: 220 South Sixth Street

City: Minneapolis State: MN ZIP 55402

6. Total Number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:
N/A
(Attach duplicate copy of this page if paying by deposit account)

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.

Marsha Stolt
Name of person Signing

Marsha Stolt
Signature

June 4, 1998
Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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:

"ARNET CORPORATION", A DELAWARE CORPORATION,

"MILAN TECHNOLOGY CORPORATION", A DELAWARE CORPORATION,

"STAR GATE TECHNOLOGIES, INC.", A DELAWARE CORPORATION,

WITH AND INTO "DIGI INTERNATIONAL INC." UNDER THE NAME OF "DIGI INTERNATIONAL INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 1995, AT 9 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

TRADEMARK DATE: 0619

REEL: 1743 FRAME: 0619 09-29-95

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 09/29/1995
950223693 - 2200845

**CERTIFICATE OF OWNERSHIP AND MERGER OF
STAR GATE TECHNOLOGIES, INC.,
MILAN TECHNOLOGY CORPORATION and
ARNET CORPORATION,
each a Delaware corporation,
with and into
DIGI INTERNATIONAL INC.,
a Delaware corporation**

The undersigned corporation, Digi International Inc., a corporation organized and existing under the laws of the State of Delaware (the "Parent"), hereby certifies as follows:

1. This Certificate of Ownership and Merger (the "Certificate") is executed pursuant to Section 253 of the General Corporation Law of the State of Delaware to effect the merger (the "Merger") of Star Gate Technologies, Inc., a Delaware corporation ("Star Gate"), MiLAN Technology Corporation, a Delaware corporation ("MiLAN"), and Arnet Corporation, a Delaware corporation ("Arnet") (Star Gate, MiLAN and Arnet being sometimes referred to herein as the "Subsidiaries"), with and into the Parent.

2. The Parent owns all of the issued and outstanding capital stock of the Subsidiaries.

3. At a meeting duly held on September 27, 1995, the Board of Directors (the "Board") of the Parent approved the Merger and adopted the following resolutions:

WHEREAS, it is proposed that Star Gate, MiLAN and Arnet be merged with and into the Parent, substantially on the terms set forth in the Agreement and Plan of Merger (the "Merger Agreement") presented to the Board with these resolutions;

WHEREAS, upon consummation of the Merger, all of the Subsidiaries' estates, properties, rights, privileges, powers and franchises will be transferred to and become the property of the Parent and the Parent will succeed to all of the liabilities and obligations of the Subsidiaries as the surviving corporation in the Merger; and

WHEREAS, after review of the Merger Agreement, the Board has determined that it is advisable and in the best interests of the Parent and its stockholders to effect the Merger substantially on the terms and conditions set forth in the Merger Agreement, and therefore to authorize the execution, delivery and performance thereof.

NOW, THEREFORE, BE IT RESOLVED, that the Parent merge each of Star Gate, MiLAN and Arnet with and into the Parent, such transaction to be substantially in accordance with the terms and conditions set forth in the following resolutions and in the form of Merger Agreement presented with these resolutions, which form, terms and conditions are hereby approved in all material respects;

RESOLVED FURTHER, that the Parent enter into the Merger Agreement with each of Star Gate, MiLAN and Arnet which Merger Agreement shall provide, among other things, that as a result of the Merger, the separate existence of the Subsidiaries shall cease and the Parent shall be the surviving corporation and continue operations as a Delaware corporation under the name "Digi International Inc.";

RESOLVED FURTHER, that the appropriate officers of the Parent be, and each of them hereby is, authorized, directed and empowered, for and on behalf of the Parent, to execute, verify and deliver the Merger Agreement, with such changes therein as the officers executing the same shall approve, the execution and delivery thereof by such officers to be conclusive evidence of approval by the Board of the Merger Agreement as so executed and delivered; and

RESOLVED FURTHER, that the appropriate officers of the Parent be, and each of them hereby is, authorized, directed and empowered, for and on behalf of the Parent, to execute all documents and take such further action, including, but not limited to, the filing of a certificate of ownership and merger with the Secretary of State of the State of Delaware, as they may deem necessary, appropriate or advisable to effect the Merger and the purposes of each of the foregoing preambles and resolutions.

4. Upon effectiveness of the Merger, by virtue of the Merger and without any action on the part of the holders thereof, all issued and outstanding capital stock of each of the Subsidiaries shall be cancelled.

5. The Merger Agreement and the Merger contemplated thereby have been adopted, approved, certified, executed and acknowledged by the Parent in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF, this Certificate of Ownership and Merger has been executed by the Parent as of this 29th day of September, 1995

DIGI INTERNATIONAL INC.,
a Delaware corporation

By: *Gerald A. Wall*
Gerald A. Wall, Vice President,
Chief Financial Officer and Treasurer

ATTEST:

James E. Nicholson
James E. Nicholson,
Secretary

M1-0055605.01