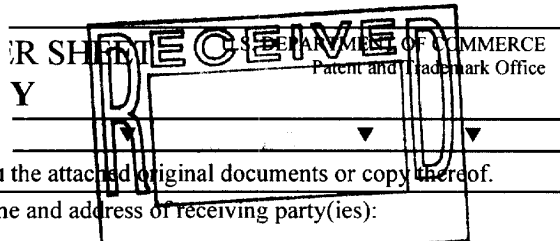


MED 6-28-98

07-09-1998

FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)



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Tab settings

To the Honorable Commissione.

Please record the attached original documents or copy thereof.

1. Name of conveying party (ies): McAfee Associates, Inc.
Individual(s) Association
General Partnership Limited Partnership
[X] Corporation-State Delaware
Other
Additional name(s) of conveying party(ies) attached? Yes [X] No

2. Name and address of receiving party(ies):
Name: Networks Associates, Inc.
Internal Address:
Street Address: 3965 Freedom Circle
City: Santa Clara State: CA ZIP: 95054
Individual(s) citizenship:
Association
General Partnership
Limited Partnership
[X] Corporation-State Delaware
Other
If assignment is not domiciled in the United States, a domestic representative designation is attached: Yes No [X]
(Designations must be a separate document from assignment)
Additional name(s) and addresses attached? Yes [X] No

3. Nature of conveyance:
Assignment Merger
Security Agreement [X] Change of Name
Other
Execution Date: December 1, 1997

4. Application number(s) or patent number(s):
A. Trademark Application No.(s)
Additional numbers attached? Yes No [X]

B. Trademark Registration No.(s)
1,765,102
Additional numbers attached? Yes No [X]

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Andrew P. Bridges
Internal Address: Wilson Sonsini Goodrich & Rosati
07/08/1998 DC0ATES 00000235 1765102
01 FC:481 40.00 OP
Street Address: 650 Page Mill Road
City: Palo Alto State: CA ZIP: 94304-1050

6. Total number of application and registrations involved: 1
7. Total fee (37 CFR 3.41) \$40.00
[X] Enclosed
Authorized to be charged to deposit account
If insufficient funds charge to:
8. Deposit account number: 23-2415 Attn: 18974-TM1012
(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.
Andrew P. Bridges Signature Date 21 June 1998
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 1749 FRAME: 0252

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 AMENDMENT OF "MCAFEE ASSOCIATES, INC.", CHANGING ITS NAME FROM "MCAFEE ASSOCIATES, INC." TO "NETWORKS ASSOCIATES, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF DECEMBER, A.D. 1997, AT 1:31 O'CLOCK P.M.



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

2306741 8100

971407231

AUTHENTICATION: 8782029

DATE: 12-11-97
TRADEMARK

REEL: 1749 FRAME: 0253

CERTIFICATE OF AMENDMENT
OF
SECOND RESTATED CERTIFICATE OF INCORPORATION
OF
McAFEE ASSOCIATES, INC.

McAFEE ASSOCIATES, INC., a Delaware corporation (the "Corporation"), hereby certifies as follows:

1. The current name of the Corporation is "McAfee Associates, Inc." The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on August 14, 1992 and the Corporation's Second Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on August 6, 1996.

2. The Second Restated Certificate of Incorporation of the Corporation is hereby amended by deleting, in its entirety, the current ARTICLE ONE thereof and inserting in place thereof a new ARTICLE ONE to read as follows:

FIRST: The name of the corporation is Networks Associates, Inc. (herein sometimes referred to as the "Corporation").

3. The Second Restated Certificate of Incorporation of the Corporation is hereby amended by deleting the first paragraph of ARTICLE FOUR thereof and inserting in place thereof a new first paragraph of ARTICLE FOUR to read as follows:

FOURTH: The Corporation is authorized to issue a total of three hundred and five million (305,000,000) shares of stock in two classes designated respectively "Preferred Stock" and "Common Stock." The total number of shares of Preferred Stock the Corporation shall have authority to issue is five million (5,000,000), par value one cent (\$.01) per share, and the total number of shares of Common Stock of the Corporation shall have authority to issue is three hundred million (300,000,000), par value one cent (\$.01) per share.

4. The Certificate of Amendment of the Second Restated Certificate of Incorporation was duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

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