

08-21-1998

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To the Honorable Commissioner

the attached original documents or copy thereof.

1. Name of conveying party (ies): McAfee Associates, Inc.

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

Additional name(s) of conveying party(ies) attached? Yes 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, Corporation-State Delaware, Other

If assignment 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) and addresses attached? Yes No

3. Nature of conveyance:

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

Execution Date: December 1, 1997

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

A. Trademark Application No.(s)

75/354746

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: John L. Slafsky Internal Address: Wilson Sonsini Goodrich & Rosati 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 Enclosed Authorized to be charged to deposit account

If insufficient funds charge to:

8. Deposit account number: 23-2415 Attn: 18974-TM1091

(Attach duplicate copy of this page if paying by deposit account.)

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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.

John L. Slafsky Name of Person Signing

Signature

8-5-98 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

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, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8782029

DATE: 12-01-97

TRADEMARK

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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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IN WITNESS THEREOF, the Corporation has caused this Certificate of Amendment of the Second Restated Certificate of Incorporation to be signed as of the 1st day of December 1997, by William L. Larson, its President and Chief Executive Officer, and attested by Prabhat K. Goyal, its Chief Financial Officer and Secretary, who hereby affirm and acknowledge, under penalties of perjury, that this Certificate is the act and deed of the Corporation and that the facts stated herein are true.

McAFEE ASSOCIATES, INC.

By 
Name: William L. Larson
Title: President and Chief Executive Officer

ATTESTED:

By: 
Name: Prabhat K. Goyal
Title: Chief Financial Officer and Secretary

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RECORDED: 08/05/1998

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