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To the Honorable Commissioner of Patents and Trademarks: 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  
 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)

B. Trademark Registration No.(s)  
1,956,910

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 applications 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-TM1193  
(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.*

John L. Slafsky      John L. Slafsky      11-3-98  
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: 1812 FRAME: 0709

11/13/1998 JEFF KINGS 00000735 1956910 40.00  
FD-461

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".

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Edward J. Freel, Secretary of State

2306741 8100

971407231

AUTHENTICATION: 8782029

DATE: 12-01-97

TRADEMARK  
REEL: 1812 FRAME: 0710

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

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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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NO. 647 P003

12/01/97 08:30 WILSON SONSINI + 302 674 8340

RECORDED: 11/03/1998

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