

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

12-23-1998



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Tab settings [icon] [icon] [icon] [icon]
To the Honorable Commissioner of Patents and Trademarks: Please record the attach

1. Name of conveying party (ies): McAfee Associates, Inc. **MAD**
12-21-98

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

OPR/FINANCE
1998 DEC 21 PM 2:01

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)
1,803,121

Additional numbers attached? Yes No

6. Total number of applications and registrations involved: 1

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

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-TM1016
(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 [Signature] 12-14-98
Name of Person Signing Signature Date

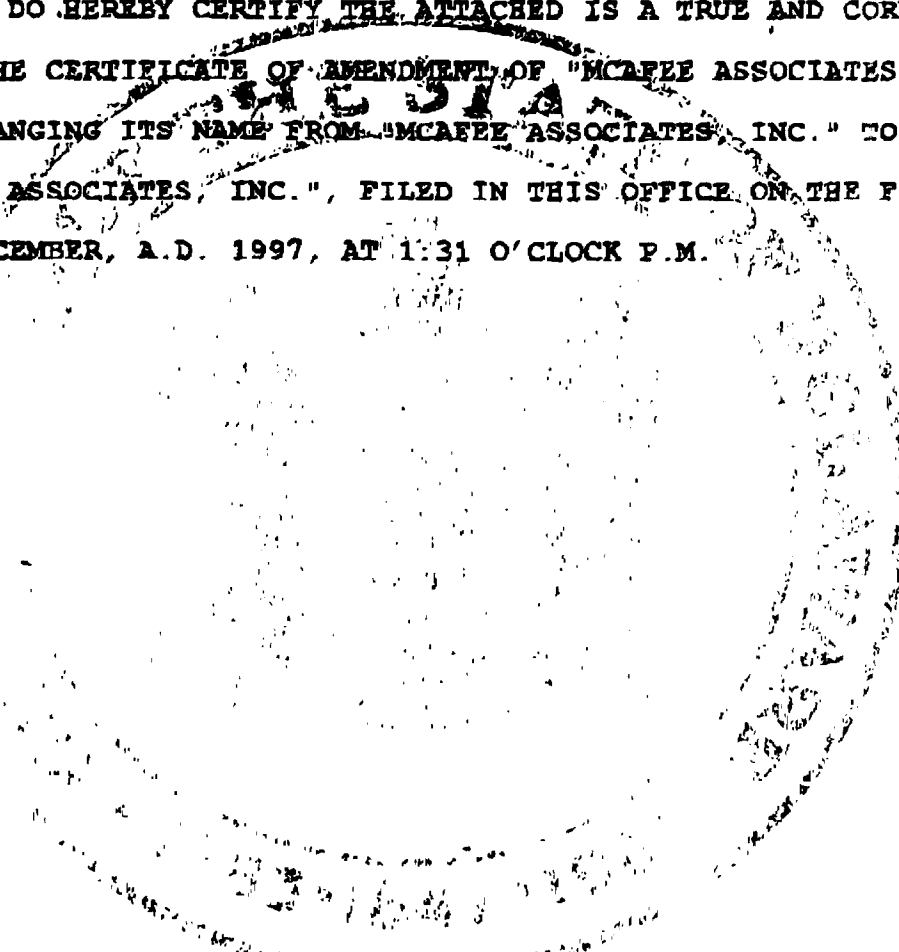
Total number of pages including cover sheet, attachments, and document: 4

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

TRADEMARK
REEL: 1831 FRAME: 0081

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 "MCAFFEE ASSOCIATES, INC.", CHANGING ITS NAME FROM "MCAFFEE 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.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

9320906

DATE:

98-24-98

2306741 8100

(FR1)09.25.98 10:45/ST.10:43/NO.3560870474 P 2/4

FROM CORPORATION TRUST DOVER 302-674-8340

WILSON SONSINI < 650 565 5100
650 493 6811

TRADEMARK

REEL: 1831 FRAME: 0082

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:31 PM 12/01/1997
971407231 - 2306741

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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