

01-04-1999



100935215

Tab settings

To the Honorable Commissioner of

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)

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

1,762,554

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-TM1203
 (Attach duplicate copy of this page if paying by deposit account.)

12/31/1998 DNGUYEN 00000180 1762554

01 FC:481

40.00 OP

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 12-21-98
 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

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

2306741 8100

981123684

AUTHENTICATION: 9003503

DATE: 03-31-98

TRADEMARK
REEL: 1834 FRAME: 0178

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.

ODMAVPCDOCS\QL246072111

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.

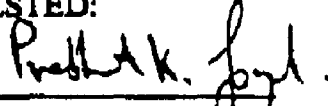
McAFEE ASSOCIATES, INC.

By 

Name: William L. Larson

Title: President and Chief Executive Officer

ATTESTED:

By 

Name: Prabhat K. Goyal

Title: Chief Financial Officer and Secretary

..ODMAVPCDOCSQJ3V60721V1

NO. 647 P003

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

RECORDED: 12/22/1998

TRADEMARK
REEL: 1834 FRAME: 0180