

MRD
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02-17-1999



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To the Honorable Commissioner
Please record the attached original documents or copy thereof.

1. Name of conveying party(ies)
Nexus Systems, Inc.
 Individual(s)
 General Partnership
 Corporation-State **DE**
 Association
 Limited Partnership
 Other

2. Name and address of receiving party(ies):
OPR/FINANCE
 Name: **Octave Communications, Inc.**
 Address: **5 Industrial Way**
 City: **Salem** State: **NH** Zip: **03079**

- Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **DE** _____
 Other _____

Additional name(s) of
 conveying party attached?
 Yes No

3. Nature of Conveyance:
 Assignment
 Merger
 Security Agreement
 Change of Name
 Other: _____

If assignee is not domiciled in the United States, a domestic
 representative designation is attached:
 Yes No **N/A**
 Additional name(s) address(es) attached?
 Yes No

Execution Date: **October 2, 1998**

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

A. Application No.(s)
75-566546

B. Registration No.(s)

Additional numbers attached? Yes No

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

Name: **Donald S. Burnham**
 Address: **Peabody & Arnold LLP**
50 Rowes Wharf
 City: **Boston** State: **MA** Zip: **02110**

6. Total number of applications
 and registrations involved: 1

7. Total Fee (37 CFR 3.41) **\$40.00**
 Enclosed

8. Statement of my 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.

Donald S. Burnham
 Name of Person Signing

Signature Date 2/9/99

Total number of pages comprising cover sheet: 1

PARISZ 759-2075M.1

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TRADEMARK
 REEL: 1855 FRAME: 0106

Office of the Secretary of State

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 "NEXUS SYSTEMS, INC.", CHANGING ITS NAME FROM "NEXUS SYSTEMS, INC." TO "OCTAVE COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF OCTOBER, A.D. 1998, AT 12 O'CLOCK P.M.



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9374825

DATE: 10-27-98

TRADEMARK
REEL: 1855 FRAME: 0107

102-98

Nexus Systems, Inc.

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

(Changing the name of the corporation to Octave Communications, Inc.)

Nexus Systems, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Board of Directors of the Corporation, by unanimous written consent pursuant to the applicable provisions of the General Corporation Law of the State of Delaware, adopted a resolution setting forth a proposed amendment to the Certificate of Incorporation of the Corporation changing the name of the Corporation to "Octave Communications, Inc." and declared said amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

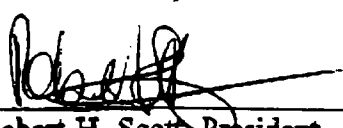
RESOLVED: That the Board of Directors of the Corporation does hereby declare it advisable that the Certificate of Incorporation of the Corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read in its entirety as follows:

"FIRST: The name of the Corporation is Octave Communications, Inc."

SECOND: That the holders of the requisite number of outstanding shares of the capital stock of the Corporation entitled to vote thereon have adopted said amendment by written consent in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware, and that written notice of such action has been given to those stockholders who have not consented in writing, as provided in Section 228(d) of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Nexus Systems, Inc. has caused this Certificate to be signed, under penalties of perjury, by Robert H. Scott, its President, this 1st day of October, 1998.

NEXUS SYSTEMS, INC.

By: 
Robert H. Scott, President

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