

08-12-1999



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MAS 8-9-99

To the Honorable Commissioner of

1. Name of conveying party(ies):

Fiberlane Communications, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership

X Corporation-State: Delaware

Other

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- X Change of Name
- Other:

Execution Date: June 19, 1998

4. Application Number(s) or Registration Number(s).

A. Trademark Application No(s): 75/472172

Name: Cerent Corporation

Internal Address:

Street Address: 1450 North McDowell Blvd.

City: Petaluma State: CA ZIP: 94954

Individual(s) citizenship

Association

General Partnership

Limited Partnership

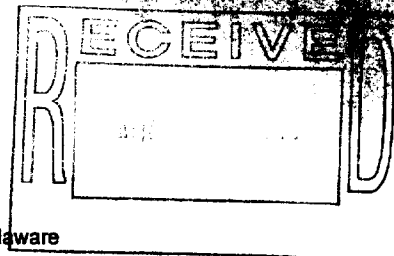
X Corporation-State: Delaware

Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)

Additional names and addresses attached? Yes No



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: Mark A. Steiner
TOWNSEND AND TOWNSEND AND CREW LLP
Two Embarcadero Center, 8th Floor
San Francisco, California 94111-3834
(415) 576-0200

6. Total number of applications and registrations involved 1

7. Total fee (37 CFR 3.41): \$40.00

Enclosed Charge Fees to Deposit Account

X Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.

8. Deposit account number: 20-1430

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

08/11/1999 DC0ATES 00000173 201430 75472172

01 FC:481 40.00 CH

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.

Mark A. Steiner
Name of Person Signing

Signature

8-4-99
Date

Total number of pages including cover sheet, attachments and document: 3

10. Change Correspondence Address to that of Part 5? X Yes No

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

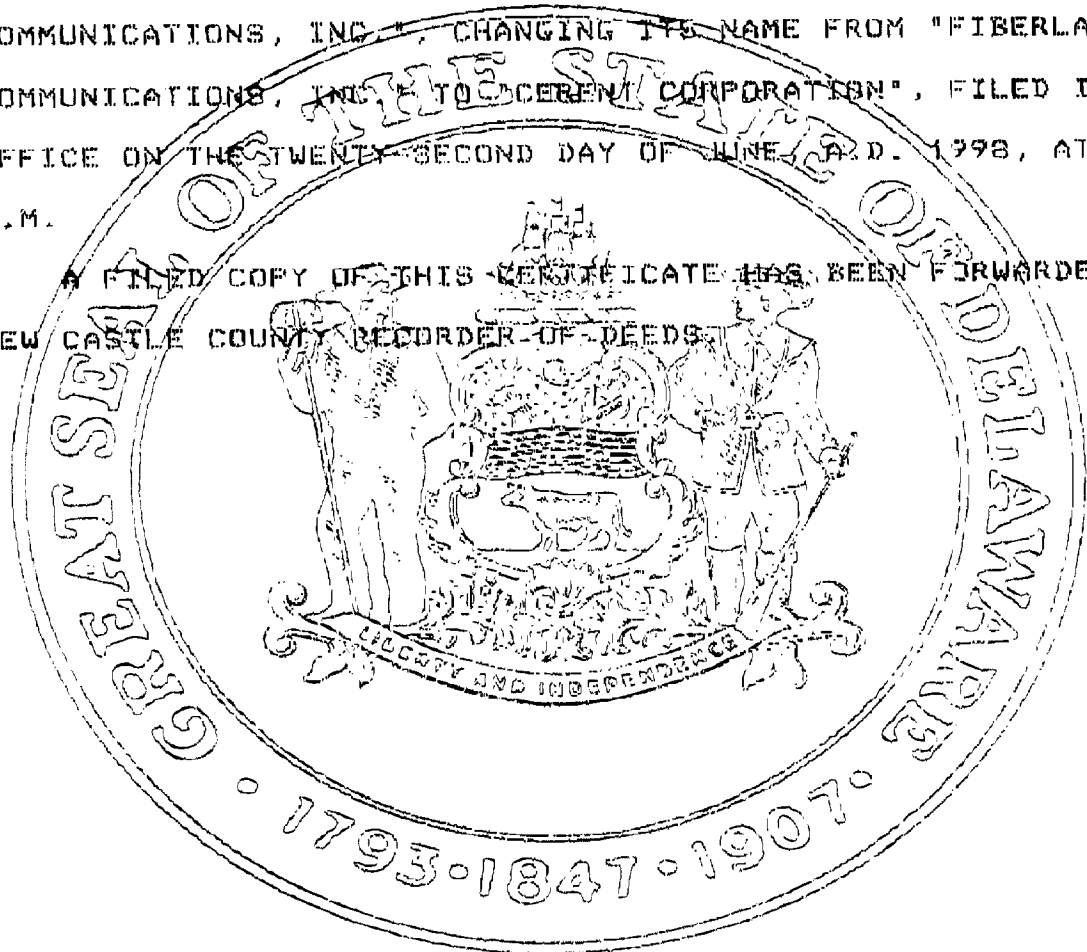
Mail documents to be recorded with required cover to:

Asst. Commissioner for Trademarks
Box: Assignments
Washington, D.C. 20231

State of Delaware
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 "FIBERLANE COMMUNICATIONS, INC.", CHANGING ITS NAME FROM "FIBERLANE COMMUNICATIONS, INC." TO "CERENT CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JUNE, A.D. 1998, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State



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981240248

AUTHENTICATION:

9156137

DATE:

06-23-98

JUN-09-98 TUE 04:40 PM
JUN. 9.1998 3:32PM

VENTURE LAW GROUP

FAX:

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**CERTIFICATE OF AMENDMENT OF
THE AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
FIBERLANE COMMUNICATIONS, INC.**

The undersigned, Carl Russo and Joshua L. Green, hereby certify that:

1. They are the duly elected and acting President and Secretary, respectively, of Fiberlane Communications, Inc., a Delaware corporation.
2. The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of Delaware on January 27, 1997.
3. Pursuant to Section 242 of the General Corporation Law of the State of Delaware, this Certificate of Amendment of the Amended and Restated Certificate of Incorporation amends Article I of this corporation's Amended and Restated Certificate of Incorporation to read in its entirety as follows:

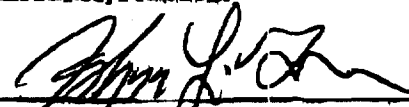
"The name of this corporation is Cerant Corporation."

4. The foregoing Certificate of Amendment has been duly adopted by this corporation's Board of Directors and stockholders in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware,

Executed at Petaluma, California, on June 19, 1998.



Carl Russo, President



Joshua L. Green, Secretary

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