

10-18-1999

TRADEMARKS ONLY



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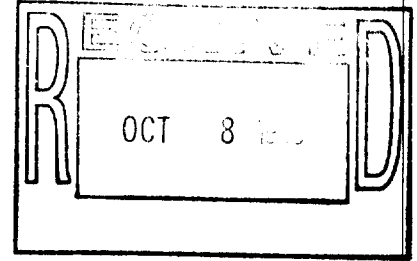
Trademarks
copy thereof.

101174724

1. Name of Party(ies) conveying an interest:
DGM&S Telecom, Inc.
1025 Briggs Rd., Suite 100
Mt. Laurel, New Jersey 08054

2. Name and Address of Party(ies) receiving an interest:
Name: Ulticom, Inc.
Address: 1020 Briggs Road
Mt. Laurel, New Jersey 08054

10-8-99



Entity:
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation - New Jersey
 Other

Entity:
 Individual(s) Association
 Corporation - New Jersey General Partnership Limited Partnership
 Other

3. Interest Conveyed:
 Assignment Change of Name
 Security Agreement Merger
 Other

Citizenship

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

(The attached document must not be an assignment)

Execution Date - May 14, 1999

4. Application number(s) or registration number(s). Additional sheet attached? Yes No

A. Trademark Application No.(s)
75/561,035
75/329,883

B. Trademark Registration No.(s)
2,231,206

5. Please mail documents back to:

Paul W. Kruse
Pillsbury Madison & Sutro LLP
1100 New York Avenue, N.W
Washington, D.C. 20005-3918

6. Number of applications and registrations involved: 3

7. Amount of fee enclosed: \$ 90.00

8. If above amount is missing or inadequate, charge deficiency to our Deposit Account No. 03-3975 under Order No. 71341 / 263721
C# M#

10/18/1999 DNGUYEN 00000052 75561035

DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:482 50.00 DP

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.

Total number of pages including cover sheet, attachments and document (excluding duplicate cover sheet)

3

Signature

Attorney: Paul W. Kruse

Date: October 8, 1999

Atty/Sec: PWK:teh

Tel: (202) 861-3613

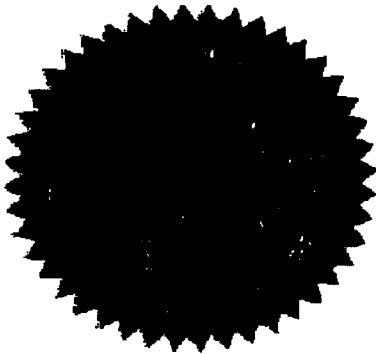
Fax: (202) 822-0944

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

ULTICOM, INC.
3391325000

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department a
a Certificate of Amendment on May 14th, 1999
and that the attached is a true copy of this
document as the same is taken from and compared
with the original(s) filed in this office and now
remaining on file and of record.*

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
19th day of May, 1999



James A. DiEleuterio, Jr.

James A DiEleuterio, Jr.
Treasurer

FILED

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
DGM&S TELECOM, INC.**

MAY 14 1999

James A. DiEleuterio, Jr.
State Treasurer

Pursuant to the provisions of Section 14A:9-2(4) and Section 14A:9-4(3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Amended and Restated Certificate of Incorporation:

1. The name of the corporation is DGM&S TELECOM, INC.
2. The following amendment to the Amended and Restated Certificate of Incorporation was approved by the directors and thereafter duly adopted by the sole shareholder of the corporation on the 14th day of May, 1999:

RESOLVED, that **ARTICLE FIRST** of the Amended and Restated Certificate of Incorporation of the Corporation shall be amended and restated in its entirety as follows:

"ARTICLE FIRST

The name of the corporation is Ulticom, Inc. (the "Corporation")."

3. The number of shares outstanding and entitled to vote upon the adoption of the amendment was 10,000,000 shares of common stock.
4. All 10,000,000 of the shares outstanding and entitled to vote upon the adoption of such amendment voted for the amendment.

Dated this 14th day of May, 1999.

DGM&S TELECOM, INC.

By: J. Alexander M. G.
Kobi Alexander
Chairman of the Board
of Directors

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