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To the Honorable Commissioner of Patent

101229716

1 original documents or copy thereof.

1. Name of conveying party (ies):

GoDigital Telecommunications, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- Other _____

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

2. Name and address of receiving party(ies):

Name: **GoDigital Networks Corporation**

Internal Address: _____

Street Address: **41652 Boscell Road**

City: **Fremont** State: **California** ZIP: **94538**

- Individual(s) citizenship: _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State **California**
- 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: **October 28, 1999**

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,201,974

2,265,314

Additional numbers attached? Yes No

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

Name: **Andrew P. Bridges/John L. Slafsky**

Internal Address: _____

Wilson Sonsini Goodrich & Rosati

Professional Corporation

Street Address: **650 Page Mill Road**

City: **Palo Alto** State: **California** ZIP: **94304**

6. Total number of applications and registrations involved:..... 2

7. Total fee (37 CFR 3.41) **\$ 65.00**

Enclosed

Authorized to be charged to deposit account

If fee insufficient, please charge

8. Deposit account number:

23-2415 Attn.: 17069-900

(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

Name of Person Signing

Signature

12-1-99

Date

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

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments

Washington, D.C. 20231

12/21/1999 TTON11 00000050 2201974

01 FC:481

40.00 OP

25.00 OP

02 FC:482

LRSC:NRPORTBL/PALIBINDEI\1104893.1

TRADEMARK
REEL: 002002 FRAME: 0046



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of



OCT 29 1999

Bill Jones

Secretary of State

A533591

ENDORSED-FILED
IN THE OFFICE OF THE
SECRETARY OF STATE
OF THE STATE OF CALIFORNIA

OCT 28 1999

**CERTIFICATE OF AMENDMENT
OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

BILL JONES, SECRETARY OF STATE

The undersigned, Dennis Haar and T. Olin Nichols, certify that:

1. They are the duly elected and acting President and Chief Executive Officer and Secretary, respectively, of GoDigital Telecommunications, Inc., a California corporation.

2. Article FIRST of the Fourth Amended and Restated Articles of Incorporation of this corporation is amended to read as follows:

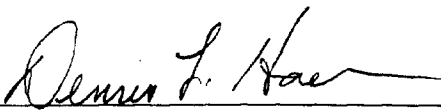
"FIRST. The name of the corporation is GoDigital Networks Corporation."

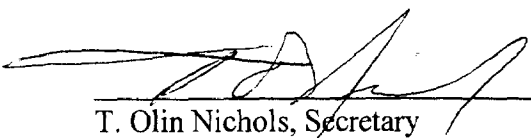
3. The foregoing amendment of Fourth Amended and Restated Articles of Incorporation has been duly approved by the board of directors.

4. The foregoing amendment of Amended and Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 10,077,509. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: October 26, 1999


Dennis Haar, President and Chief Executive Officer


T. Olin Nichols, Secretary

