

01-21-2000

MUD
12/20/99



101249060

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other
- Effective Date
Month Day Year
 / /

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year
 / /

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

01/20/2000 DCOATES 00000020 022555 75329883

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 75.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK

REEL: 002010 FRAME: 0526

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Timothy D. Pecsénye, Esq.

Name of Person Signing



Signature

12-16-99

Date Signed

RNC

FILED

DEC 15 1998

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

**James A. DiIorio, Jr.
State Treasurer**

OF

DALE, GESEK, McWILLIAMS & SHERIDAN, INC.

DALE, GESEK, McWILLIAMS & SHERIDAN, INC., a New Jersey corporation since December 18, 1974, hereby amends and restates its Restated Certificate of Incorporation, as amended to date, pursuant to the provisions of Section 14A:9-5 of the New Jersey Business Corporation Act ("NJBCA"), to read as follows:

ARTICLE FIRST

The name of the corporation is **DGM&S TELECOM, INC.** (the "Corporation").

ARTICLE SECOND

A. The current registered office of the Corporation within the State of New Jersey is 1025 Briggs Road, Suite 100, Mount Laurel, New Jersey, 08054 and the current registered agent is Shawn Osborne at such address

B. As of the date on which this Amended and Restated Certificate of Incorporation is filed by the Secretary of State of the State of New Jersey (the "Filing Time"), there are two directors constituting the Board of Directors of the Corporation. The names and addresses of such directors are as follows:

NAME

ADDRESS

Kobi Alexander

170 Crossways Park Drive
Woodbury, NY 11797

William F. Sorin

823 Park Avenue
New York, NY 10021

519807
993079

3391325000

ARTICLE THIRD

The Corporation is authorized to issue one hundred ten million (110,000,000) shares, with no par value, divided into: one hundred million (100,000,000) shares of common stock and ten million (10,000,000) shares of undesignated stock, which shares shall have the relative rights, preferences, and limitations required by applicable law and as set forth in this certificate of incorporation.

A. The Board of Directors of the Corporation is hereby expressly authorized to amend the certificate of incorporation to divide the undesignated shares of the Corporation into one or more classes of common or preferred stock, and to further divide any of those or any existing classes into series, and to determine the designations, numbers, relative rights, preferences and limitations thereof. The authority of the Board of Directors with respect to each class or series shall include, but shall not be limited to, determining the following:

(i) the designation of such class or series, the number of shares to constitute such class or series and the stated value if different from the par value thereof;

(ii) whether the shares of such class or series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights, which may be general or limited;

(iii) the dividends, if any, payable on such class or series, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, and the preference or relation which such dividends shall bear to the dividends payable on any shares of stock of any other class or any other series of common or preferred stock, as the case may be;

(iv) whether the shares of such class or series shall be subject to redemption either by the corporation or the holders thereof, and, if so, the times, prices and other conditions of such redemption;

(v) the amount or amounts payable to the holders of shares of such class or series upon, and the rights of the holders of such class or series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the corporation;

(vi) whether the shares of such class or series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and the manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such class or series for retirement or other corporate purposes and the terms and provisions relating to the operation thereof;

ARTICLE SIXTH

Officers and directors of the Corporation shall not be personally liable to the Corporation or its shareholders for damages for the breach of any duty owed to the Corporation or its shareholders except to the extent that an exemption from personal liability is not permitted by the NJBCA.

ARTICLE SEVENTH

Every person who is or was a director, officer, employee or agent of the Corporation or of any constituent corporation absorbed by the Corporation in a consolidation or merger or who is or was a director, officer, trustee, employee or agent of any other enterprise, serving as such at the request of the Corporation, or of any such constituent corporation, or the legal representative of any such director, officer, trustee, employee or agent (each such person a "Corporate Agent") shall be indemnified by the Corporation to the fullest extent allowed by law, including but not limited to the indemnification permitted by Section 14A:3-5(8) of the NJBCA, against all expenses and liabilities in connection with any proceeding involving such Corporate Agent by reason of his being or having been such a Corporate Agent. During the pendency of any such proceeding, the Corporation shall, to the fullest extent permitted by law, promptly advance expenses that are incurred, from time to time, by the Corporate Agent in connection with the proceeding, subject to the receipt by the Corporation of an undertaking as required by law.

IN WITNESS WHEREOF, the undersigned does hereby certify that this Amended and Restated Certificate of Incorporation, which both restates and amends the provisions of the Amended and Restated Certificate of Incorporation of the Corporation in effect immediately prior to the Filing Time, was duly adopted in accordance with the provisions of Sections 14A:9-2(4) and 14A:9-5 of the NJBCA and by written consent of the sole shareholder of the Corporation in accordance with Section 14A:5-6 of the NJBCA.

Dated: December 8, 1998

DGM&S TELECOM, INC.

By 
Name: Shawn Osborne
Title: President

**CERTIFICATE REQUIRED TO BE FILED
WITH THE
RESTATED CERTIFICATE OF INCORPORATION
OF
DALE, GESEK, McWILLIAMS & SHERIDAN, INC.**

Pursuant to Section 14A:9-5(5) of the New Jersey Business Corporation Act (the "NJBCA"), the undersigned corporation hereby executes following certificate:

1. The name of the corporation is Dale, Gesek, McWilliams & Sheridan, Inc.
2. The attached Amended and Restated Certificate of Incorporation (the "Restatement") was approved by the directors and thereafter duly adopted by the sole shareholder of the corporation on the 8th day of December, 1998.
3.
 - A. The number of shares outstanding and entitled to vote upon the Restatement was 1,000 shares of common stock.
 - B. In lieu of a meeting and vote of shareholders and in accordance with the provisions of Section 14A:5-6 of the NJBCA, the Restatement was adopted by the sole shareholder of the corporation without a meeting and by written consent.
4. The Restatement restates and integrates and further amends the Certificate of Incorporation of this corporation by:
 - A. changing the name of the corporation to "DGM&S TELECOM, INC.";
 - B. changing the registered agent to Shawn Osborne;
 - C. increasing the number of shares of common stock that the corporation is authorized to issue to one hundred million (100,000,000) and providing for ten million (10,000,000) shares of undesignated stock of which the Board of Directors is authorized to determine the designations, numbers, relative rights, preferences and limitations;
 - D. expressly providing that the Board of Directors may make, alter and repeal by-laws of the corporation;
 - E. providing for certain limitations on the liability of an officer or director to the corporation or its shareholders; and
 - F. providing for indemnification of certain persons by the corporation.

Dated this 8th day of December, 1998.

DALE, GESEK, McWILLIAMS &
SHERIDAN, INC.

By: 
Name: Shawn Osborne
Title: President

5519807
J 993079

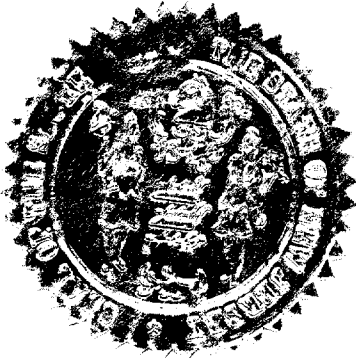
KL2:298441.1

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

ULTICOM, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Amended and Restated
filed December 15, 1998
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
14th day of December, 1999



Roland M Machold

Roland M Machold
Treasurer

RECEIVED IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

APPLICANT/REGISTRANT:

Ulticom, Inc.

MARK:

PROGRAMMABLE NETWORK, MISCELLANEOUS DESIGN
ULTIMATE CALL CONTROL

SERIAL NO./REG. NO./OPP. NO.:

75/254,841; 75/536,151; 75/561,035

DATE:

December 16, 1999

FEE:

FEE

DOCUMENT(S) FILED:

APPLICATION FOR REGISTRATION
AMENDMENT
SPECIMENS/FACSIMILE (3)
DRAWING
POWER OF ATTORNEY
AFFIDAVIT
ASSIGNMENT
EXTENSION OF TIME REQUEST

AFFIDAVIT - SECTION 8
AFFIDAVIT - SECTION 15
AFFIDAVIT - SECTION 12(c)
APPLICATION FOR RENEWAL
NOTICE OF OPPOSITION
STATEMENT OF USE
RESPONSE TO OFFICE ACTION
REQUEST FOR CORRECT FILING RECEIPT

COMMENTS:

CHANGE OF NAME; DEPOSIT ACCT. 02-2555

REPLY BRIEF OF APPLICANT IN SUPPORT OF REGISTRATION

Commissioner for Patents and Trademarks

December 16, 1999

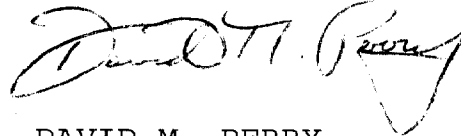
Page 2

Please charge all fees due in connection with the filing of the Change of Name to our Deposit Account Number 02-2555.

Should any questions arise concerning the recordation of these documents, kindly contact me at (215) 569-5619. Please send all correspondence and the original document stamped with reel and frame numbers to the following address:

Timothy D. Pecsénye, Esquire
BLANK ROME COMISKY & MCCAULEY LLP
One Logan Square
Philadelphia, PA 19103-6998

Sincerely yours,



DAVID M. PERRY

Enclosure

cc: G. Stephen Northridge
Mark I. Rabinowitz, Esquire
Timothy D. Pecsénye, Esquire

K:\PERRY\Ulticom, Inc\Letter.ChangeOfName1.12.99.wpd 027973-00100