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6-6-00*



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To the Honorable Commissioner of Patents and Tr.

Documents or copy thereof

1. Name and address of conveying party(ies)

GN Netcom/UNEX Inc. and GN Netcom Inc.
77 Northeastern Blvd. 7688 Executive Drive
Nashua, New Hampshire Eden Prairie, Minnesota
U.S.A. U.S.A.

A Delaware Corporation a Minnesota corporation

Additional names(s) of conveying party(ies) Yes No

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

GN Netcom/UNEX Inc.
77 Northeastern Blvd.
Nashua, New Hampshire
U.S.A.

Individual General Partnership
 Limited Partnership Corporation
 Association Other

Citizenship/State of Incorporation/Organization: Delaware

Additional name(s) & addresses attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 License Nunc Pro Tunc Assignment
 Other

Execution Date: 31 December, 1996

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

A. Trademark Application Number(s) Trademark Registration Number(s)
74/625835

Additional numbers attached? Yes No

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

Name Michael B. Lasky
Address: Altera Law Group
10749 Bren Road East, Opus 2
Minneapolis, Minnesota 55343-9056

6. Total number of applications and registrations involved: 1

7. Total fee (37 C.F.R. §3.41) \$40.00
 Enclosed - Any excess or insufficiency should be credited or debited to deposit account
 Authorized to be charged to deposit account

8. Deposit Account number: 50-1038

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.

Michael B. Lasky
Name of Person Signing

Signature

2 June, 2000
Date

06/30/2000 DNGUYEN 00000051 74625835
01 EC:481 40.00 DP

Total number of pages including cover sheet, attachments, and document: 4

CERTIFICATE UNDER 37 C.F.R. 1.8: The undersigned hereby certifies that this Transmittal Letter and the paper, as described herein, are being deposited in the United States Postal Service, as first class mail, with sufficient postage, in an envelope addressed to: Commissioner for Patents and Trademarks, Washington, D.C. 20231 on 2 June, 2000

Michael B. Lasky
Name

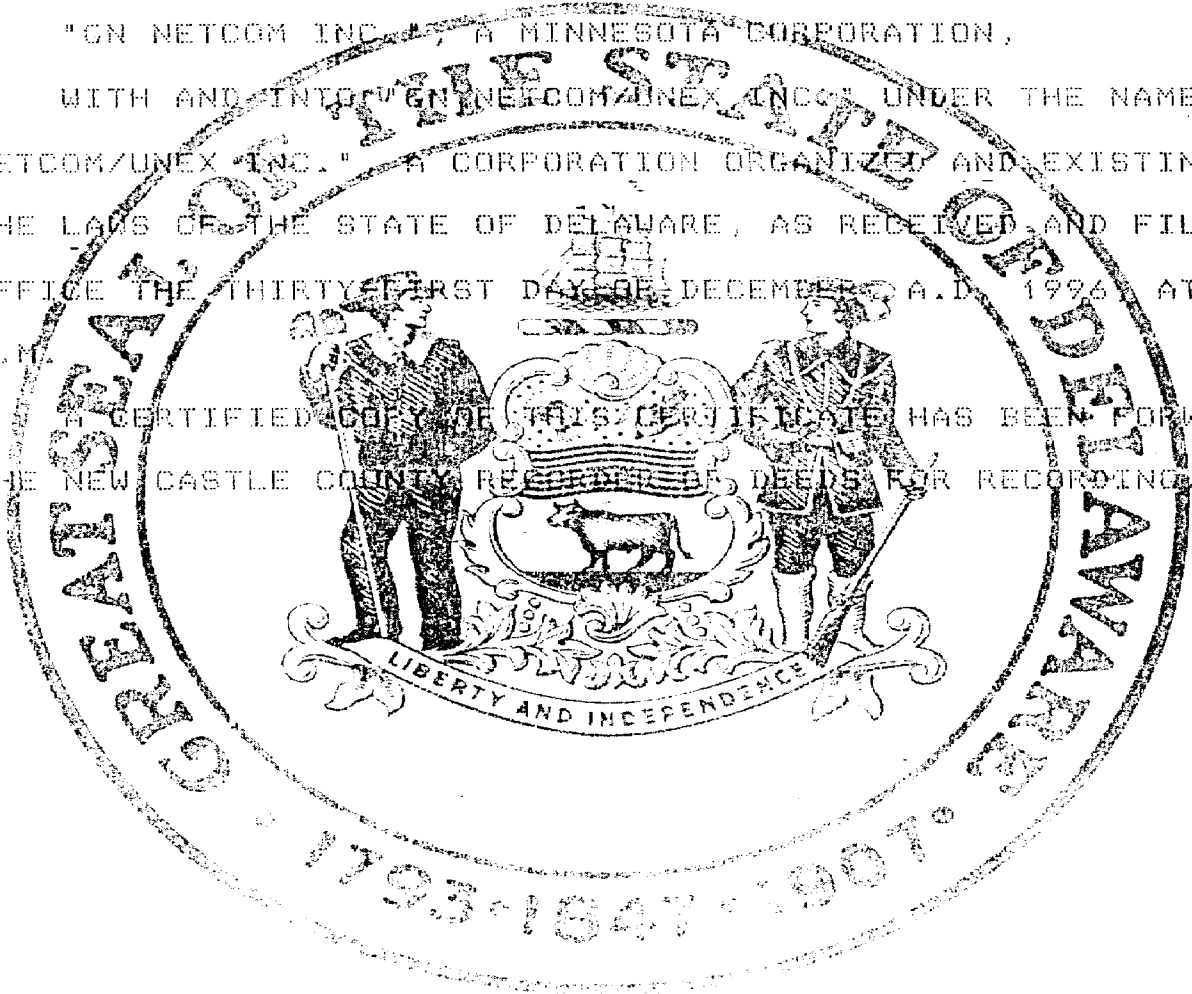
Signature

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 MERGER, WHICH MERGES:

"GN NETCOM INC.", A MINNESOTA CORPORATION, WITH AND INTO "GN NETCOM/UNEX INC." UNDER THE NAME OF "GN NETCOM/UNEX INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1996, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDS DEPARTMENT FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

2667360 8100N
960388734

AUTHENTICATION: 6266862
DATE: 12-31-96

TRADEMARK
REEL: 002094 FRAME: 0411

CERTIFICATE OF MERGER

of

GN NETCOM INC.

with and into

GN NETCOM/UNEX INC.

GN NETCOM/UNEX INC., a corporation organized and existing under the State of Delaware, does hereby certify that:

1. The name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
GN Netcom Inc.	Minnesota
GN Netcom/Unex Inc.	Delaware

2. A Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.
3. The name of the surviving corporation of the merger is GN Netcom/Unex Inc., a Delaware corporation.
4. The Certificate of Incorporation GN Netcom/Unex Inc., a Delaware corporation, which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.
5. The executed Plan of Merger is on file at the principal place of business of the surviving corporation which is 77 Northeastern Blvd., Nashua, NH 03062.
6. A copy of the Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

/dpm/cw/010/08937/005/CORP.DOCS/merger.cert


7. The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par Value per Share</u>
GN Netcom Inc.	Shares	2,500,000	\$0.01

8. This Certificate of Merger shall be effective on January 1, 1997.

Dated: December 31, 1996

GN NETCOM/UNEX INC.

By: 
Name: Mark D. Oshund
Title: Vice President

/dpm/cmr/010/01937/005/CCRP.DOC2/raeger.ocr1