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FORM PTO-1594  
1-31-92

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

Attorney Docket Nos: 5268T-808  
U.S. DEPARTMENT OF COMMERCE  
Patents and Trademark Office

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p>Nexant LLC <i>MFO 6.22.00</i></p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association</p> <p><input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership</p> <p><input checked="" type="checkbox"/> Corporation-State: Delaware</p> <p><input type="checkbox"/> Other</p> <p>Additional name(s) of conveying parties attached? <input type="checkbox"/> Yes    <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: Nexant, Inc.</p> <p>Internal Address:</p> <p>Street Address: 45 Fremont Street</p> <p>City: San Francisco State: California ZIP: 94105</p> <p>Individual(s) citizenship:</p> <p><input type="checkbox"/> Association</p> <p><input type="checkbox"/> General Partnership</p> <p><input type="checkbox"/> Limited Partnership</p> <p><input checked="" type="checkbox"/> Corporation-State</p> <p><input type="checkbox"/> Other</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes    <input type="checkbox"/> No</p> <p>(Designation must be a separate document from Assignment)</p> <p>Additional names and addresses attached? <input type="checkbox"/> Yes    <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment                      <input type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement              <input type="checkbox"/> Change of Name</p> <p><input checked="" type="checkbox"/> Other: Certificate of Conversion From A Limited Liability Company to a Corporation</p> <p>Execution Date: April 20, 2000</p>	

<p>4. Application Number(s) or Registration Number(s).</p> <p>A. Trademark Application No(s): 75/788,040</p>	<p>B. Trademark Registration No(s):</p> <p>Additional numbers attached? <input type="checkbox"/> Yes    <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: John A. Hughes TOWNSEND AND TOWNSEND AND CREW LLP Two Embarcadero Center, 8<sup>th</sup> Floor San Francisco, California 94111-3834 (415) 576-0200</p>	<p>6. Total number of applications and registrations involved 1</p> <p>7. Total fee (37 CFR 3.41): \$40.00</p> <p><input type="checkbox"/> Enclosed                      <input checked="" type="checkbox"/> Charge Fees to Deposit Account</p> <p><input checked="" type="checkbox"/> Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.</p> <p>8. Deposit account number: 20-1430</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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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.

John A. Hughes \_\_\_\_\_ Signature \_\_\_\_\_ Date 6/20/00  
Name of Person Signing

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

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

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

Do not detach this portion

Mail documents to be recorded with required cover to:

08/03/2000 DNGUYEN 00000047 201430 75788040

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

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "NEXANT LLC" TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF APRIL, A.D. 2000, AT 3 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

*Edward J. Freel, Secretary of State*

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AUTHENTICATION: 0400448

DATE: 04-25-00

TRADEMARK  
REEL: 002114 FRAME: 0313

NEXANT LLC

**CERTIFICATE OF CONVERSION  
FROM A LIMITED LIABILITY COMPANY TO  
A CORPORATION**

(Pursuant to Section 265 of the Delaware General Corporation Law)

Nexant LLC (hereinafter called the "Limited Liability Company"), a limited liability company organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware, does hereby certify:

1. The Limited Liability Company is formed under the jurisdiction of the State of Delaware.
2. The name of the Limited Liability Company immediately prior to the filing of this Certificate is Nexant LLC.
3. The date the Limited Liability Company was first formed is August 30, 1999.
4. The name of the corporation as set forth in the Certificate of Incorporation is Nexant, Inc.

The undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of his own knowledge. Executed on April 20, 2000.

Nexant LLC,  
a Delaware limited liability company

By:   
Name: Charles A. Webster  
Title: Chief Financial Officer