

09-13-2000

8-15-00

FORM PTO-1594 RE (Rev. 6-93)



T U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks thereof.

101455665

attached original documents or copy

1. Name of conveying party(ies): JetCell, Inc.

Individual(s) Association

General Partnership Limited Partnership

Corporation-State (Delaware)

Other _____

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

3. Nature of conveyance:

Assignment Merger

Security Agreement Change of Name

Other _____

Execution Date: May 1, 2000

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

Name: Cisco Systems, Inc.

Internal Address: _____

Street Address: 170 West Tasman Drive

City: San Jose State: CA ZIP 95134-1706

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State California

Other _____

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

(Designation must be a separate document from Assignment).

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

75/592,605

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

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

Name: Cooley Godward LLP

Internal Address: Janet Cullum

Street Address: Five Palo Alto Square, 3000 El Camino Real

City: Palo Alto State: CA ZIP 94306

6. Total number of applications and registration involved: 1

7. Total fee (37 CFR 3.41):.....

\$ 40.00

Enclosed

Authorized to be charged to deposit account (to charge any deficiency or credit any overpayment)

8. Deposit account number: 03-3118

(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.

9/13/2000 MTHAI1 00000053 75592605

1 FC:481 Janet Cullum 8/10/00 Date

Total number of pages including cover sheet, attachments, and document: 11

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

State of California



SECRETARY OF STATE

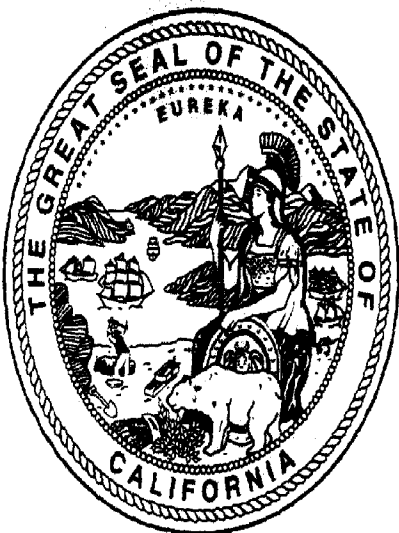
9

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

That the attached transcript of 9 page(s) was prepared by and in this office from the record on file, 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

JUL 03 2000



Bill Jones

Secretary of State

A0544633

1183477 Jun
AGREEMENT OF MERGER

OF
CISCO SYSTEMS, INC.

AND

JETCELL, INC.

FILED
In the office of the Secretary of State
of the State of California

MAY 01 2000

Bill Jones
FILE JONES, Secretary of State

This Agreement of Merger, dated as of the 1st day of May, 2000 ("Merger Agreement"), between Cisco Systems, Inc., a California corporation ("Acquiror"), and JetCell, Inc., a Delaware corporation ("Target").

RECITALS

A. Target was incorporated in the State of Delaware on February 6, 1998 and on the date hereof has outstanding 10,477,426 shares of Common Stock ("Target Common Stock"), 9,603,949 shares of Series A Preferred Stock (the "Target Series A Preferred Stock") and 2,827,773 shares of Series B Preferred Stock (the "Target Series B Preferred Stock"). The Target Series A Preferred Stock and the Target Series B Preferred Stock is hereinafter collectively referred to as the "Target Preferred Stock," and together with the shares of Target Common Stock as the "Target Shares."

B. Acquiror and Target have entered into an Agreement and Plan of Merger and Reorganization (the "Agreement and Plan of Reorganization") providing for certain representations, warranties, covenants and agreements in connection with the transactions contemplated hereby. This Merger Agreement and the Agreement and Plan of Reorganization are intended to be construed together to effectuate their purpose.

C. The Boards of Directors of Target and Acquiror deem it advisable and in their mutual best interests and in the best interests of the stockholders of Target, that Target be acquired by Acquiror through a merger ("Merger") of Target with and into Acquiror.

D. The Boards of Directors of Acquiror and Target and the stockholders of Target have approved the Merger.

AGREEMENTS

The parties hereto hereby agree as follows:

1. Target shall be merged with and into Acquiror, and Acquiror shall be the surviving corporation.

2. The Merger shall become effective at such time (the "Effective Time") as this Merger Agreement and the officers' certificate of Target is filed with the Secretary of State of the State of California pursuant to Section 1103 of the Corporations Code of the State of California.

REDACTED

7. At the Effective Time of the Merger, the separate existence of Target shall cease, and Acquiror shall succeed, without other transfer, to all of the rights and properties of Target and shall be subject to all the debts and liabilities thereof in the same manner as if Acquiror had itself incurred them. All rights of creditors and all liens upon the property of each corporation shall be preserved unimpaired, provided that such liens upon property of Target shall be limited to the property affected thereby immediately prior to the Effective Time of the Merger.

REDACTED

REDACTED

IN WITNESS WHEREOF, the parties have executed this Agreement of Merger as of the date first written above.

CISCO SYSTEMS, INC.

By: 
Mike Volpi, Vice President

By: 
Larry R. Carter, Secretary

JETCELL, INC.

By: _____
David J. McClure, President and Chief Executive Officer

By: _____
Jeffrey Suto, Secretary

[SIGNATURE PAGE TO AGREEMENT OF MERGER]


IN WITNESS WHEREOF, the parties have executed this Agreement of Merger as of the date first written above.

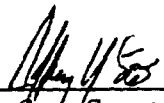
CISCO SYSTEMS, INC.

By: _____
Mike Volpi, Vice President

By: _____
Larry R. Carter, Secretary

JETCELL, INC.

By:  _____
David J. McGuire, President and Chief Executive Officer

By:  _____
Jeffrey Suto, Secretary

[SIGNATURE PAGE TO AGREEMENT OF MERGER]

OFFICERS' CERTIFICATE
OF
CISCO SYSTEMS, INC.

The undersigned, Mike Volpi and Larry R. Carter, hereby certify on behalf of Cisco Systems, Inc., a California corporation ("Acquiror"), that Mr. Volpi is the duly elected Vice President and Mr. Carter is the duly elected Secretary of Acquiror and they further certify on behalf of Acquiror that:

1. That they are duly elected, acting and qualified *Vice President* and Secretary, respectively, of Acquiror.

REDACTED

3. The Agreement of Merger in the form attached was approved by the Board of Directors of Acquiror in accordance with the California Corporations Code.

4. No vote of the stockholders of Acquiror was required pursuant to Section 1201(b) of the California Corporations Code.

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge. Executed in San Jose, California on May 1, 2000.

By: 
Mike Volpi, Vice President

By: 
Larry R. Carter, Secretary

[SIGNATURE PAGE TO OFFICERS' CERTIFICATE]

OFFICERS' CERTIFICATE
OF
JETCELL, INC.

David J. McClure, President and Chief Executive Officer, and Jeffrey Suto, Secretary, of JetCell, Inc. ("Target") a corporation duly organized and existing under the laws of the State of Delaware (the "Corporation"), do hereby certify:

1. That they are the duly elected, acting and qualified President and Chief Executive Officer and the Secretary, respectively, of Target.


REDACTED

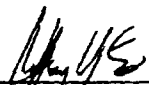
3. The Agreement and Plan of Merger and Reorganization attached hereto was duly approved by the board of directors of Target in accordance with the Delaware General Corporation Law.

4. Approval of the Agreement and Plan of Merger and Reorganization by the holders of at least a majority of the outstanding shares of Common Stock and by the holders of at least a 2/3 majority of the outstanding Preferred Stock (voting separately as a class) was required. The percentage of the outstanding shares of each class of Target's shares entitled to vote on the

Agreement and Plan of Merger and Reorganization which voted to approve the Agreement and Plan of Merger and Reorganization equaled or exceeded the vote required.

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge. Executed in Palo Alto, on May 1, 2000.

By: 
David J. McClure, President and Chief Executive Officer

By: 
Jeffrey Suto, Secretary

[SIGNATURE PAGE TO OFFICERS' CERTIFICATE]

