

09-15-2000

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Submission Type☒ New☐ Resubmission (Non-Recordation)

Document ID #

☐ Correction of PTO Error

Reel #

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Frame #

Conveyance Type☐ Assignment☐ License☐ Security Agreement☐ Nunc Pro Tunc Assignment☒ MergerEffective Date
Month Day Year☐ Change of Name☐ Other**Conveying Party**☐ Mark if additional names of conveying parties attachedExecution Date
Month Day Year

Name VIASAT, INC.

11041996

Formerly

☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association☐ Other☒ Citizenship/State of Incorporation/Organization California**Receiving Party**☐ Mark if additional names of receiving parties attached

Name VIASAT, INC.

DBA/AKA/TA

Composed of

Address (line 1) 6155 El Camino Real

Address (line 2)

Address (line 3)

Carlsbad

City

California

State/Country

92009

Zip Code

☐ 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 Delaware**FOR OFFICE USE ONLY**

09/13/2000 JJALLAH2 00000002 1888961

FC:481

40.00 OP

FC:482

25.00 OP

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

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

<input type="text" value="1888961"/>	<input type="text" value="1996891"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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 ☐

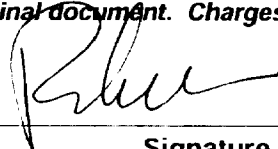
No ☐

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.

Richard K. Circuit, Esq.

Name of Person Signing

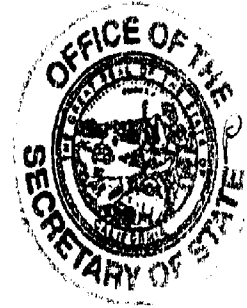


Signature

August 8, 2000

Date Signed

State of California



SECRETARY OF STATE

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

That the attached transcript of 7 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

AUG 7 2000



Bill Jones

Secretary of State

D531104

1530678 out

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

CERTIFICATE OF OWNERSHIP AND MERGER
OF
VIASAT, INC.
(a California corporation)
INTO
VIASAT, INC.
(a Delaware corporation)

NOV 0 6 1996

Bill Jones
L. JONES, Secretary of State

It is hereby certified that:

1. VIASAT, INC. (hereinafter referred to as the "Disappearing Corporation") is a business corporation of the State of California.
2. The Disappearing Corporation, as the owner of 100% of the outstanding shares of the stock of VIASAT, INC., a corporation of the State of Delaware (the "Surviving Corporation").
3. The following is a copy of the resolutions adopted and approved on the 4th day of November, 1996, by the Board of Directors of the Disappearing Corporation to merge the Corporation into the Surviving Corporation:

"RESOLVED, that the Disappearing Corporation be merged into the Surviving Corporation pursuant to the laws of the State of Delaware as hereinafter provided, so that the separate existence of the Disappearing Corporation shall cease as soon as the merger shall become effective, and thereupon the Disappearing Corporation and the Surviving Corporation will become a single corporation, which shall continue to exist under, and be governed by, the laws of the State of Delaware.

RESOLVED that the terms and conditions of the proposed merger are as follows:

(a) From and after the effective time of the merger, all of the estate, property, rights, privileges, powers, and franchises of the Disappearing Corporation shall become vested in and be held by the Surviving Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Disappearing Corporation, and the Surviving Corporation shall assume all of the obligations of the Disappearing Corporation.

(b) No pro rata issuance of the shares of stock of the Surviving Corporation which are owned by the Disappearing Corporation immediately prior to the effective time of the merger shall be made, and such shares shall be surrendered and extinguished.

(c) Each share of Common Stock of the Disappearing Corporation which shall be issued and outstanding immediately prior to the effective time of the merger shall be converted into 0.7335 issued and outstanding shares of Common Stock, \$.0001 par value, of the Surviving Corporation, and, from

and after the effective time of the merger, the holders of all of said issued and outstanding shares of Common Stock of the Disappearing Corporation shall automatically be and become holders of shares of the Surviving Corporation upon the basis above specified, whether or not certificates representing said shares are then issued and delivered.

(d) Each share of Series A Convertible Preferred Stock of the Disappearing Corporation which shall be issued and outstanding immediately prior to the effective time of the merger shall be converted into one (1) issued and outstanding share of Series A Convertible Preferred Stock, \$.0001 par value, of the Surviving Corporation, and, from and after the effective time of the merger, the holders of all said issued and outstanding shares of Series A Convertible Preferred Stock of the Disappearing Corporation shall automatically be and become holders of shares of Series A Convertible Preferred Stock of the Surviving Corporation upon the basis above specified, whether or not certificates representing said shares are then issued and delivered.

(e) After the effective time of the merger, each holder of record of any outstanding certificate or certificates theretofore representing Common Stock of the Disappearing Corporation may surrender the same to the Surviving Corporation at its office in Carlsbad, California and such holder shall be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing a number of shares of Common Stock of the Surviving Corporation as described in paragraph (c), above. Until so surrendered, each outstanding certificate which prior to the effective time of the merger represented one or more shares of Common Stock of the Disappearing Corporation shall be deemed for all corporate purposes to evidence ownership of an equal number of shares of Common Stock of the Surviving Corporation.

(f) After the effective time of the merger, each holder of record of any outstanding certificate or certificates theretofore representing Series A Convertible Preferred Stock of the Disappearing Corporation may surrender the same to the Surviving Corporation at its office in Carlsbad, California and such holder shall be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing an equal number of shares of Series A Convertible Preferred Stock of the Surviving Corporation. Until so surrendered, each outstanding certificate which prior to the effective time of the merger represented one or more shares of Series A Convertible Preferred Stock of the Disappearing Corporation shall be deemed for all corporate purposes to evidence ownership of an equal number of shares of Series A Convertible Preferred Stock of the Surviving Corporation.

(g) From and after the effective time of the merger, the Certificate of Incorporation and By-Laws of the Surviving Corporation shall be the Certificate of Incorporation and By-Laws of the Surviving Corporation as in effect immediately prior to such effective time.

(h) The members of the Board of Directors and officers of the Surviving Corporation shall be the members of the Board of Directors and the corresponding officers of the Disappearing Corporation as in office immediately before the effective time of the merger.

(i) From and after the effective time of the merger, the assets and liabilities of the Disappearing Corporation and of the Surviving Corporation shall be entered on the books of the Surviving Corporation in the amounts at which the same shall be carried at such time on the respective books of the Disappearing Corporation and of the Surviving Corporation, subject to such inter-corporate adjustments or eliminations, if any, as may be required to give effect to the merger; and, subject to such action as may be taken by the Board of Directors of the Surviving Corporation, in accordance with generally accepted accounting principles, the capital and surplus of the Surviving Corporation shall be equal to the capital and surplus of the Disappearing Corporation and of the Surviving Corporation.

RESOLVED that these resolutions to merge be submitted to a majority of the stockholders entitled to vote of the Disappearing Corporation to act in writing without a meeting pursuant to the appropriate provisions of the California Corporations Code; and, in the event that a majority of said stockholders shall consent in writing to the merger, the proposed merger shall be deemed to be approved.

RESOLVED that, in the event that the proposed merger shall not be terminated, the proper officers of the Disappearing Corporation be and they hereby are authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge itself into the Surviving Corporation and the date of adoption thereof, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the States of Delaware and California and in any other appropriate jurisdiction, necessary or proper to effect this merger".

4. The proposed merger herein certified has been adopted, approved, certified, executed and acknowledged by the Disappearing Corporation in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware and of Section 603 of the California Corporations Code.

Signed and attested to on November 4, 1996.

VIASAT, INC.

By: Mark D. Dankberg
Mark D. Dankberg
President

ATTEST:

Mark J. Miller
Mark J. Miller
Secretary


CERTIFICATE OF APPROVAL

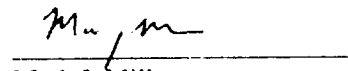
Mark D. Dankberg and Mark J. Miller certify that:

1. They are the president and secretary, respectively, of ViaSat, Inc., a California corporation.
2. The Certificate of Ownership and Merger in the form attached was duly approved by the Board of directors and a majority of the shareholders of the corporation.
3. The shareholder approval was by the holders of a majority of the outstanding shares of the corporation.
4. There are two classes of shares of the corporation and the number of respective shares outstanding is: 4,793,408 shares of common stock and 3,225,000 shares of Series A Convertible Preferred Stock.

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: November 1, 1996


Mark D. Dankberg
President


Mark J. Miller
Secretary


CERTIFICATE OF APPROVAL

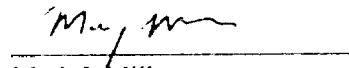
Mark D. Dankberg and Mark J. Miller certify that:

1. They are the president and secretary, respectively, of ViaSat, Inc., a Delaware corporation.
2. The Certificate of Ownership and Merger in the form attached was duly approved by the Board of directors and stockholder of the corporation.
3. The stockholder approval was by the holder of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 100.

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: November 1, 1996


Mark D. Dankberg
President


Mark J. Miller
Secretary



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
P.O. BOX 942857
SACRAMENTO, CALIFORNIA 94257-0540
TELEPHONE (916) 845-4124

**Tax Clearance
Certificate**

OCTOBER 28, 1996

21

-VIASAT, INC.
2290 COSMOS COURT
CARLSBAD, CA. 92009

ISSUED TO: VIASAT, INC.
CORP # : 1530678

THIS CERTIFICATE IS VALID ONLY UPON SIMULTANEOUS QUALIFICATION OF
THE VIASAT, INC. A DELAWARE CORPORATION.

This certificate expires on 1-15-97

THIS IS TO CERTIFY THAT all taxes imposed on the above-named corporation under the Bank
and Corporation Tax Law have been paid or are secured by bond, deposit or other security.

A copy of this Tax Clearance Certificate has been sent to the Office of the Secretary of State at
Sacramento, California. The original of this certificate may be retained for the files of the
corporation.

The required Secretary of State forms to dissolve, withdraw, or merge must be filed with the
Office of the Secretary of State at 1500 Eleventh St., Third Floor, Sacramento, CA 95814-5701
by the expiration date of this notice.

NOTE: If the above process is not completed with the Secretary of State by the expiration
date, the corporation will remain subject to the filing requirements of the Bank
and Corporation Tax Law.

FRANCHISE TAX BOARD

By Hastley Hernandez
Authorized Signature
Corporation Audit Tax Clearance Unit

357;CA;TC;HH

