

9.20.00



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

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

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State California
 Other _____

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

2. Name and address of receiving party(ies):
Name: CenterBeam, Inc.
Internal Address: _____
Street Address: 2520 Mission College Blvd.
City: Santa Clara State: CA ZIP: 95054

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: August 1, 2000

4. Application number(s) or patent number(s):
A. Trademark Application No.(s)
75/808,446
CENTERBEAM

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: Jennifer A. Golinveaux
Internal Address: _____
Street Address: Wilson Sonsini Goodrich & Rosati
650 Page Mill Road
City: Palo Alto State: CA ZIP: 94304-1050

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-2415 Attn: 22817-TM1001
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

09/27/2000 MTHAIL 00000254 75808446

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.

Jennifer A. Golinveaux [Signature] 09/15/00
Name of Person Signing Signature Date

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

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

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:

"CENTERBEAM, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "CENTERBEAM, INC." UNDER THE NAME OF

"CENTERBEAM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF AUGUST, A.D. 2000, AT 9 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

3232394 8100M

001450039

AUTHENTICATION: 0659844

DATE: 09-06-00

TRADEMARK
REEL: 002149 FRAME: 0848

CERTIFICATE OF MERGER
OF
CENTERBEAM, INC.
INTO
CENTERBEAM, INC.

The undersigned corporation organized and existing under and by virtue of the Delaware General Corporation Law does hereby certify that:

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

<u>Name</u>	<u>State of Incorporation</u>
CenterBeam, Inc.	Delaware
CenterBeam, Inc.	California

2. An Agreement and Plan of Merger (the "Plan") 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 Delaware General Corporation Law and Section 1108 of the California General Corporation Law.

3. CenterBeam, Inc., Delaware corporation, shall continue in existence as the surviving corporation in the merger.

4. The Certificate of Incorporation of CenterBeam, Inc., a Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

5. The executed Plan is on file at the principal place of business of the surviving corporation, the address of which is 5302 Betsy Ross Drive, Santa Clara, California 95054.

6. A copy of the Plan will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

7. The authorized capital stock of the non-surviving corporation consists of 67,817,983 shares, 50,000,000 of which are designated "Common Stock," \$0.001 par value per share, 10,000,000 of which are designated "Series A Preferred Stock," \$0.001 par value per share, and 7,817,983 of which are designated "Series B Preferred Stock," \$0.001 par value per share.

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Dated: August 1, 2000

CENTERBEAM, INC. (a Delaware corporation)

By: 
Sheldon Laube, CEO

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