

10.17.00

11-02-2000

Altera Docket No.

Form PTO-1618A



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U.S. Department of Commerce
Patent and Trademark Office

101503932

To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof

<p>1. Name and address of conveying party(ies)</p> <p>GN Netcom/UNEX Inc. 77 Northeastern Blvd. Nashua, New Hampshire U.S.A.</p> <p><input type="checkbox"/> Individual <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Association <input type="checkbox"/> Other</p> <p>Citizenship/State of Incorporation/Organization: Delaware</p> <p>Additional names(s) of conveying party(ies) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>GN NETCOM, INC. 77 Northeastern Blvd. Nashua, New Hampshire U.S.A.</p> <p><input type="checkbox"/> Individual <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Association <input type="checkbox"/> Other</p> <p>Citizenship/State of Incorporation/Organization: Delaware</p> <p>Additional name(s) & addresses attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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3. Nature of conveyance:

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

Execution Date:

NOV 17 2000

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

<p>A. Trademark Application Number(s)</p> <p>74/659254 74/659262 <u>75/667027</u></p>	<p>Trademark Registration Number(s)</p>
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Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Michael B. Lasky Address: Altera Law Group 10749 Bren Road East, Opus 2 Minneapolis, Minnesota 55343-9056</p>	<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 C.F.R. §3.41) \$90.00 <input checked="" type="checkbox"/> Enclosed – Any excess or insufficiency should be credited or debited to deposit account <input type="checkbox"/> Authorized to charged to deposit account</p> <p>8. Deposit Account number: 50-1038</p>
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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

11 Oct 00
Date

11/01/2000 BT0N11 00000155 74659254 Total number of pages including cover sheet, attachments, and document: 5

01 FC:481 40.00 OP
02 FC:482 50.00 OP

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 11 Oct 00

Michael B. Lasky
Name

Signature

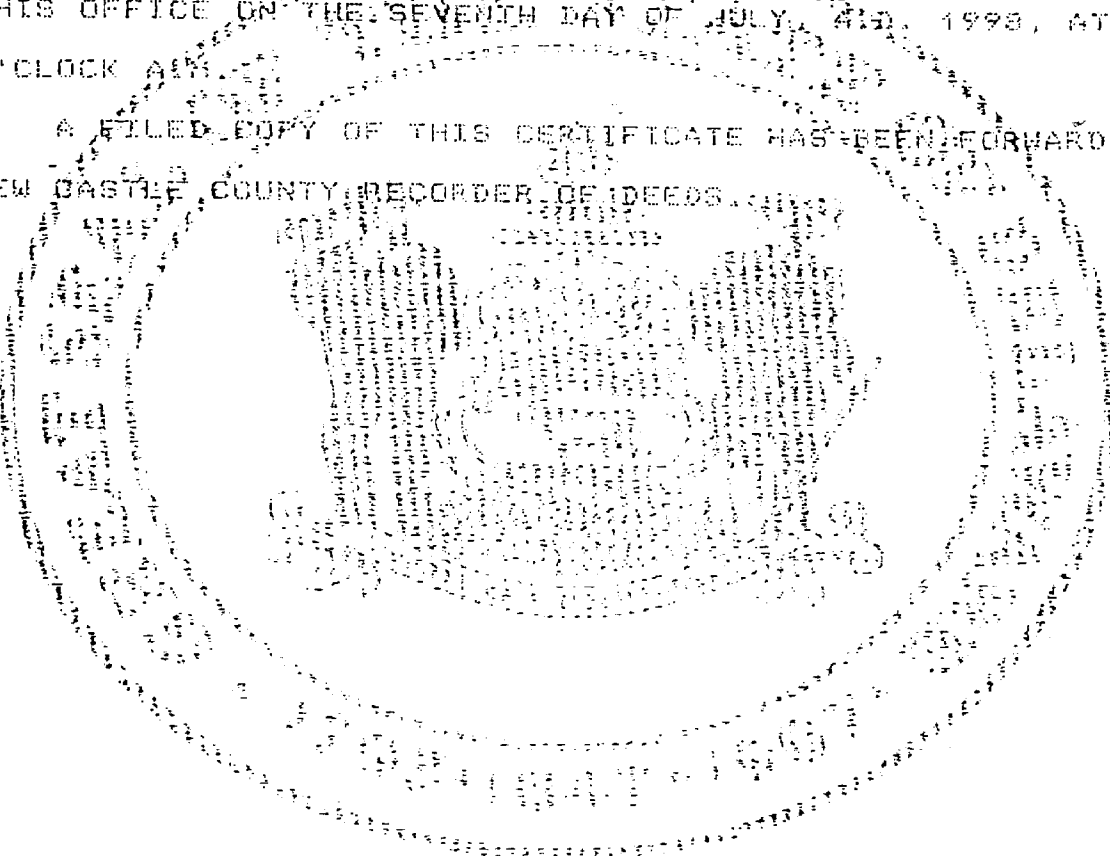
TRADEMARK
REEL: 002165 FRAME: 0830

State of Delaware
Office of the Secretary of State

PAGE 1

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 RESTATED CERTIFICATE OF INCORPORATION, INC., FILED IN THIS OFFICE ON THE SEVENTH DAY OF JULY, A.D. 1998, AT 9:06 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2667360 8100
981263214

DATE: 9122836
07-07-98

TRADEMARK
REEL: 002165 FRAME: 0831

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

OF

GN NETCOM, INC.

GN NETCOM, INC, originally incorporated under the name of GN Netcom/UNEX Inc., a corporation organized on the twenty-sixth day of September, 1996 and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify, pursuant to Section 242 and 245 of the General Corporation Law of the State of Delaware, that the Corporation's Certificate of Incorporation is hereby amended and restated as follows:

FIRST: The name of the Corporation is GN NETCOM, INC.

SECOND: The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended ("Delaware Law").

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 1,000, and the par value of each such share is \$1.00, amounting in the aggregate to \$1,000.

FIFTH: The Board of Directors shall have the power to adopt, amend or repeal the bylaws of the Corporation.

SIXTH: Election of directors need not be by written ballot unless the bylaws of the Corporation so provide.

(07) 03937/004/CLOSING/over charter.wpd

SEVENTH: (1) A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director to the fullest extent permitted by Delaware Law.

(2) (a) Each person (and the heirs, executors or administrators of such person) who was or is a party or is threatened to be made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by Delaware Law. The right to indemnification conferred in this ARTICLE SEVENTH shall also include the right to be paid by the Corporation the expenses incurred in connection with any such proceeding in advance of its final disposition to the fullest extent authorized by Delaware Law. The right to indemnification conferred in this ARTICLE SEVENTH shall be a contract right.

(b) The Corporation may, by action of its Board of Directors, provide indemnification to such of the officers, employees and agents of the Corporation to such extent and to such effect as the Board of Directors shall determine to be appropriate and authorized by Delaware Law.

(3) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss incurred by such person in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under Delaware Law.


(4) The rights and authority conferred in the ARTICLE SEVENTH shall not be exclusive of any other right which any person may otherwise have or hereafter acquire.

(5) Neither the amendment nor repeal of the ARTICLE SEVENTH, nor the adoption of any provision of this Certificate of Incorporation or the bylaws of the Corporation, nor, to the fullest extent permitted by Delaware Law, any modification of law, shall eliminate or reduce the effect of this ARTICLE SEVENTH in respect of any acts or omissions occurring prior to such amendment, repeal, adoption or modification.

(NY) 069377004.CLOSING-Genex charter.wpd

EIGHTH: The Corporation reserves the right to amend this Amended and Restated Certificate of Incorporation in any manner permitted by Delaware Law and, with the sole exception of those rights and powers conferred under the above ARTICLE SEVENTH, all rights and powers conferred herein on stockholders, directors and officers, if any, are subject to this reserved power.

IN WITNESS WHEREOF, I have hereunto signed my name this 7th day of July, 1998.


~~Dean G. Kacos~~ Dean G. Kacos
Chief Financial Officer and Secretary

(11) 06537/004KLC/ONG/Power.chen.wpd