

11-13-2000



101512900

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

11-600

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year _____
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Metapath Software International (Bellevue), Inc.

Execution Date
Month Day Year
11/30/1999

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Metapath Software International (US), Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 777 - 108th Avenue, N.E., Suite 200

Address (line 2) _____

Address (line 3) Bellevue Washington U.S.A. 98004
City State/Country Zip Code

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

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)

Registration Number(s)

<input type="text" value="75220949"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75504940"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75481318"/>	<input type="text"/>	<input type="text"/>

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<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:

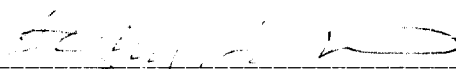
Yes No

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.

Stanley M. Schurgin

Name of Person Signing



Signature

11/3/02

Date Signed

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 CERTIFICATE OF AMENDMENT OF "METAPATH SOFTWARE INTERNATIONAL (BELLEVUE), INC.", CHANGING ITS NAME FROM "METAPATH SOFTWARE INTERNATIONAL (BELLEVUE), INC." TO "METAPATH SOFTWARE INTERNATIONAL (US), INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2000, AT 12 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0711627

2463712 8100

001484555

DATE: 10-02-00

TRADEMARK
REEL: 002172 FRAME: 0401

**CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF**

METAPATH SOFTWARE INTERNATIONAL (BELLEVUE), INC.

METAPATH SOFTWARE INTERNATIONAL (BELLEVUE), INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Board of Directors of said Corporation, duly adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

Article I shall be amended to read in its entirety as follows:

"The name of the Corporation shall be Metapath Software International (US), Inc."

SECOND: The Corporation does, by this Amendment to the Amended and Restated Certificate of Incorporation (such Amendment to the Amended and Restated Certificate of Incorporation being effective upon its filing with the Secretary of State of the State of Delaware), change its name from Metapath Software International (Bellevue), Inc. to Metapath Software International (US), Inc.

THIRD: This amendment does not in any manner effect a change in the stated capital of the Corporation.

FOURTH: That in accordance with Section 228 of the General Corporation Law of the State of Delaware, the resolution adopted by the Board of Directors was proposed to the sole stockholder of the Corporation and duly adopted by the written consent of the sole stockholder as an amendment to the Amended and Restated Certificate of Incorporation of the Corporation.

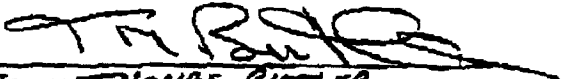
FIFTH: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware. That the effective time of this Certificate of Amendment to the Amended and Restated Certificate of Incorporation shall be as set forth in Article Second above.

* * * * *

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:00 PM 01/27/2000
001044283 - 2463712

IN WITNESS WHEREOF, Metapath Software International (Bellevue), Inc.
has caused this certificate to be executed the 30th day of November, 1999.

METAPATH SOFTWARE INTERNATIONAL
(BELLEVUE), INC.

By: 
Name: THOMAS BUTLER
Title: PRESIDENT + CEO