

MRD

11-21-00

NO 21

12-15-2000



101553745

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 # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other _____
- Effective Date
Month Day Year
9-6-2000

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name ABERCROMBIE & KENT GROUP HOLDINGS S.A.

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization Luxembourg

Receiving Party

Mark if additional names of receiving parties attached

Name ABERCROMBIE & KENT GROUP OF COMPANIES S.A.

DBA/AK/TA _____

Composed of _____

Address (line 1) c/o Dr. Kamil Braxator, Professional Trust

Address (line 2) Austrasse 15, Postfach 154

Address (line 3) FL-9490 Vaduz Liechtenstein _____
City State/Country Zip Code

- Individual General Partnership Limited Partnership Association
- Corporation
- 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 Luxembourg

12/14/2000 BYON11 00000301 75346695

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 225.00 OP

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

TRADEMARK
REEL: 002195 FRAME: 0668

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name Thomas P. Arden, Esq.

Address (line 1) McBride Baker & Coles

Address (line 2) 500 W. Madison Street

Address (line 3) 40th Floor

Address (line 4) Chicago, Illinois 60661-2511

NOV 21

Correspondent Name and Address

Area Code and Telephone Number 312/715-5793

Name Deanne M. Van Natta

Address (line 1) McBride Baker & Coles

Address (line 2) 500 West Madison Street

Address (line 3) 40th Floor

Address (line 4) Chicago, Illinois 60661-2511

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 11

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)

75/346695 75/346697 75/924664

1,424,298

75/539839 76/014659

1,688,141

75/346696 76/146343

2,291,108

Number of Properties Enter the total number of properties involved. # 10

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 265.00

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: # 13-0045

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.

Deanne M. Van Natta
Name of Person Signing


Signature

November 17, 2000
Date Signed



ABERCROMBIE & KENT GROUP HOLDINGS S.A.
Société Anonyme Holding

Siège Social : L-2449 Luxembourg,
5, Boulevard Royal, Royal Rome II

R.C. Luxembourg N° B 39.766

EXTRAORDINARY GENERAL MEETING N°1071
OF SEPTEMBER 6, 2000

In the year two thousand, on the sixth of September.

Before us Maître André-Jean-Joseph SCHWACHTGEN, notary residing in Luxembourg.

Was held an Extraordinary General Meeting of the holding corporation (société anonyme holding) established in Luxembourg under the denomination of « ABERCROMBIE & KENT GROUP HOLDINGS S.A. », R. C. Number 39.766, having its registered office in Luxembourg, incorporated pursuant to a deed of the undersigned notary dated 28th February, 1992, published in the "Mémorial, Recueil Spécial des Sociétés et Associations" C N° 360 of 24th August 1992.

The Articles of Incorporation have been amended by the same notary following a deed of 11th December 1992, published in the "Mémorial, Recueil Spécial des Sociétés et Associations" C N° 114 of 17th March, 1993, and by one deed before the same notary on 6th December, 1993, published in the "Mémorial, Recueil Spécial des Sociétés et Associations" C N° 62 of 14th February, 1994.

The meeting begins at 14.15 p.m., Mr. Pierre NICOLAY, private employee, residing in Luxembourg, being in the chair.

The Chairman appoints as secretary of the meeting Mr. Raymond THILL, maître en droit residing in Luxembourg

The meeting elects as scrutiny, Mrs. Germaine SCHWACHTGEN, private employee, residing in Brouch/Mersch.

The Chairman then states that:

Premier illet

1. It appears from an attendance list established and certified by the members of the Bureau that the nine thousand seven hundred and fifty (9,750) shares of a par value of one hundred (100) US Dollars each, representing the total capital of nine hundred and seventy thousand (975,000) US Dollars, are duly represented at this meeting which is consequently regularly constituted and may deliberate upon the items on its agenda, hereinafter reproduced, without prior notice, all the persons present at the meeting having agreed to meet after examination of the agenda.

The attendance list, signed by the shareholders all represented at the meeting and by the members of the Bureau, shall remain attached to the present deed and be filed at the same time with the registration authorities.

2. The agenda of the meeting is worded as follows :

- Change of the name of the Company into "ABERCROMBIE & KENT GROUP OF COMPANIES S.A."

- Subsequent amendment of Article 1 of the Articles of Incorporation to give it the following wording :

« ARTICLE 1: There hereby exists a holding corporation under the name of "ABERCROMBIE & KENT GROUP OF COMPANIES S.A." »

- Resignation of Mr. Pierre NICOLAY as a member of the Board.

- Election of Mr. Geoffrey KENT, Companies' Director, residing in Nairobi, Kenya, as a new Director of the Company.

- Management of the Company.

- Amendment of Article 6, paragraph 9.

- Miscellaneous.

After approval of the statement of the Chairman and having verified that it was regularly constituted, the meeting passed, after deliberation, the following resolutions by unanimous vote :

FIRST RESOLUTION

The General Meeting resolves to change the name of the Company into "ABERCROMBIE & KENT GROUP OF COMPANIES S.A."

SECOND RESOLUTION

Following the preceding resolution, Article 1 of the Articles of Incorporation is amended and shall henceforth read as follows :

« ARTICLE 1: There exists a holding corporation under the name of "ABERCROMBIE & KENT GROUP OF COMPANIES S.A." »

THIRD RESOLUTION

The General Meeting accepts the resignation of Mr. Pierre NICOLAY as a member of the Board of Directors and decides, by special vote, to grant him full discharge for the exercise of his mandate up to this day.

FOURTH RESOLUTION

The General Meeting resolves to elect Mr. Geoffrey KENT, Companies' Director, residing in Nairobi, Kenya, as a new Director of the Company.



FIFTH RESOLUTION

The General Meeting confirms that the Board of Directors is made of three Directors and resolves to appoint Mr. Geoffrey KENT, as CHIEF EXECUTIVE OFFICER (Managing Director) of the Company.

Mr. Kamil BRAXATOR, as second director of the Company is herewith appointed as Financial Manager and Mrs. Sabine PERRIER, as third Director is appointed as Administrative and Accounting Director.

The Directors are hereby authorized to bind the company by their sole signature.

For amounts exceeding 50,000 USD, Mrs. Perrier may bind the company jointly with either the signature of Mr. Kent or the signature of Mr. Braxator.

SIXTH RESOLUTION

The general meeting resolves to amend Article 6, paragraph 9 to give it the following wording:

“Article 6, paragraph 9 :

The Company is bound by the individual signature of any one of the Directors of the Board.”

Nothing else being on the agenda and nobody wishing to address the meeting, the meeting was closed at 14.45 p.m.

In faith of which we, the undersigned notary, set our hand and seal in Luxembourg-City.

On the day named at the beginning of this document.

The undersigned notary who understands and speaks English, states herewith that, on request of the above appearing persons, the present deed is worded in English, followed by a German version; on request of the same appearing persons and in case of differences between the English and the German texts, the English version will prevail.

The document having been read and translated to the persons appearing, said persons appearing signed with us, the notary, the present original deed.

DEUTSCHE ÜBERSETZUNG DES VORHERSTEHENDEN TEXTES

Im Jahre zwei tausend, am 6. September.

Vor dem unterzeichneten Notar André-Jean-Joseph SCHWACHTGEN, mit dem Amtssitz in Luxemburg.

Sind die Aktionäre der Aktiengesellschaft « ABERCROMBIE & KENT GROUP HOLDINGS S.A. », mit Sitz in Luxemburg, R.C. Nummer B 39.766, zu einer ausserordentlichen Generalversammlung zusammengetreten.

Die Gesellschaft wurde in der Form einer anonymen Gesellschaft gegründet laut Urkunde aufgenommen durch den instrumentierenden Notar am 28. Februar 1992.

Die Satzung der Gesellschaft wurde im « Mémorial, Recueil Spécial des Sociétés et Associations » C Nr. 360 vom 24. August 1992 veröffentlicht.

Die Satzung der Gesellschaft wurde abgeändert durch eine Urkunde,

Deuxième feuillet

aufgenommen durch den instrumentierenden Notar, am 11. Dezember 1992, veröffentlicht im « Mémorial, Recueil Spécial des Sociétés et Associations » C Nr. 114 vom 17. März 1993, und durch eine Urkunde, aufgenommen durch den instrumentierenden Notar, am 6. Dezember 1993, veröffentlicht im « Mémorial, Recueil Spécial des Sociétés et Associations » C Nr. 62 vom 14. Februar 1994.

Die Versammlung beginnt um 14.15 Uhr unter dem Vorsitz von Herrn Pierre NICOLAY, Privatbeamter, wohnhaft in Luxemburg.

Derselbe ernennt zum Schriftführer Herrn Raymond THILL, Doktor der Rechte, wohnhaft in Luxemburg.

Zum Stimmzähler wird ernannt Frau Germaine SCHWACHTGEN, Privatangestellte, wohnhaft in Brouch/Mersch.

Sodann stellt der Vorsitzende fest :

1. dass aus einer Anwesenheitsliste, welche durch das Bureau der Versammlung aufgesetzt und für richtig befunden wurde, hervorgeht, dass die neun tausend sieben hundert fünfzig (9.750) Aktien mit einem Nennwert von je einhundert (100) US Dollars, welche das gesammte Stammkapital von neun hundert fünfundsiebzigtausend (975.000) US Dollars darstellen, hier in dieser Versammlung gültig vertreten sind, welche somit rechtskräftig zusammengestellt ist und demzufolge über alle in der Tagesordnung aufgeführten Punkte beraten kann, da alle anwesenden und vertretenen Aktionäre bereit waren, sich ohne vorherige Einberufung zu versammeln.

Die vorgenannte Anwesenheitsliste, welche die Unterschriften der anwesenden und vertretenen Aktionäre trägt, wird gegenwärtiger Urkunde zusammen mit den Vollmachten beigefügt bleiben um mit ihr einregistriert zu werden.

2. dass die Tagesordnung dieser Generalversammlung folgende Punkte umfasst :

- Umänderung der Bezeichnung der Gesellschaft in « ABERCROMBIE & KENT GROUP OF COMPANIES S.A. ».

- Diesbezügliche Abänderung des Artikels 1 der Satzung mit dem folgenden Wortlaut :

« Artikel 1: Es besteht hiermit eine Holdinggesellschaft mit der Bezeichnung « ABERCROMBIE & KENT GROUP OF COMPANIES S.A. ».

- Kündigung von Herrn Pierre NICOLAY als Verwaltungsratsmitglied.

- Ernennung von Herrn Geoffrey KENT, Gesellschaftsdirektor, wohnhaft in Nairobi, Kenia, zum neuen Mitglied des Verwaltungsrats.

- Verwaltung der Gesellschaft.

Umänderung von Artikel 6, Absatz 9.

- Verschiedenes.

ERSTER BESCHLUSS

Die Generalversammlung beschliesst, die Bezeichnung der Gesellschaft in « ABERCROMBIE & KENT GROUP OF COMPANIES S.A. » umzuändern.

ZWEITER BESCHLUSS

Gemäss dem vorherstehenden Beschluss wird Artikel 1 der Satzung abgeändert um folgenden Wortlaut zu haben :

« Artikel 1 : Es besteht eine Holdinggesellschaft mit der Bezeichnung « ABERCROMBIE & KENT GROUP OF COMPANIES S.A. ».

DRITTER BESCHLUSS

Die Generalversammlung nimmt die Kündigung von Herrn Pierre NICOLAY als Mitglied des Verwaltungsrates an und erteilt ihm hiermit, mit besonderer Abstimmung, volle Entlastung für die Ausführung seines Mandats bis zum heutigen Tag.

VIERTER BESCHLUSS

Die Generalversammlung beschliesst Herrn Geoffrey KENT, Direktor, wohnhaft in Nairobi, Kenya, zum neuen Verwaltungsratsmitglied der Gesellschaft zu ernennen.

FÜNFTER BESCHLUSS

Die Generalversammlung bestätigt, dass der Verwaltungsrat aus drei Mitgliedern besteht und ernennt Herrn Geoffrey KENT zum neuen Mitglied des Verwaltungsrats als Chief Executive Officer (Managing Director) der Gesellschaft.

Herr Kamil BRAXATOR, als zweites Verwaltungsratsmitglied, wird hier zum Financial Manager, und Frau Sabine PERRIER, als drittes Verwaltungsratsmitglied, zum Administrative and Accounting Director ernannt.

Die Verwaltungsratsmitglieder sind hiermit ermächtigt, die Gesellschaft mit ihrer einzelnen Unterschrift rechtskräftig zu binden.

Für Summen über 50.000 USD darf Frau Sabine PERRIER die Gesellschaft entweder mit der Unterschrift von Herrn BRAXATOR oder von Herrn KENT binden.

SECHSTER BESCHLUSS

Die Generalversammlung beschliesst Artikel 6, Absatz 9 abzuändern um ihm folgenden Wortlaut zu geben :

« Artikel 6, Absatz 9 :

Die Gesellschaft wird durch die Einzelunterschrift eines Mitglieds des Verwaltungsrates rechtskräftig verpflichtet. »

Da die Tagesordnung erschöpft ist und keiner das Wort fragt, erklärte der Vorsitzende die Versammlung um 14.45 Uhr für geschlossen.

WORÜBER URKUNDE

Aufgenommen zu Luxemburg, am Datum wie eingangs erwähnt. Der unterzeichnete Notar, welcher Englisch spricht und versteht, erklärt, dass die vorliegende Urkunde auf Wunsch der Komparenten in englischer und deutscher Sprache abgefasst ist und dass, im Falle eines Unterschiedes zwischen beiden Fassungen, die Englische massgebend sein wird.

Troisième et dernier feuillet

Und nach Vorlesung alles Vorherstehenden an die Komparenten, haben dieselben mit Uns, Notar, gegenwärtige Urkunde unterschrieben.

(signé) P. NICOLAY, R. THILL, G. SCHWACHTGEN.

A. SCHWACHTGEN.

Enregistré à Luxembourg A.C., le 7 septembre 2000.

Volume 6CS, Folio 45, Case 2.

Reçu cinq cents francs.

500.-

(signé) Le Receveur, MULLER.

POUR EXPEDITION

Luxembourg, le 18 septembre 2000

APOSTILLE

(Convention de la Haye du 5 octobre 1961)

1. Pays: Grand-Duché de Luxembourg

Le présent acte public

2. a été signé par Me André Schwachtgen

3. agissant en qualité de notaire

4. est revêtu du sceau/timbre de

Attesté

5. à Luxembourg 6. le 20 SEP. 2000

7. par Ministère

des Affaires Etrangères

8. sous N° 154048100

9. Sceau/timbre:

10. Signature:

[Signature]

Arlette SCHMIT-WEBER

1er Commis principal
Service des Passeports,
Visas et Légalisations



[Handwritten signature]

MCBRIDE BAKER & COLES

A Law Partnership Including Professional Corporations

Deanne M. Van Natta
Paralegal

312 715-5793
vannatta@mbc.com

500 West Madison Street, 40th Floor
Chicago, Illinois 60661-2511

312 715-5700
Fax 312 993-9350
www.mbc.com

One Mid America Plaza
Suite 1000
Oakbrook Terrace, IL 60181-4710
630 954-2100
Fax 630 954-2112

November 17, 2000

Commissioner of Patents and Trademarks
Box Assignments
Washington DC 20231

Re: RECORDATION OF NAME CHANGE

Dear Sir:

Enclosed for filing are the following:

1. Amendments reflecting the name change from Abercrombie & Kent Group Holdings S.A. to Abercrombie & Kent Group of Companies S.A. effective September 6, 2000 (with Apostille).
2. Recordation Form Cover Sheet for Trademarks.
3. A check in the amount of Two Hundred Sixty-Five Dollars (\$265.00) made payable to the Commissioner of Patents and Trademarks in payment of the required filing fees.
4. Return Postcard to Acknowledge Receipt.
5. Duplicate copy of this letter. The Commissioner is hereby authorized to charge any additional fee which may be due or credit any overpayment to Deposit Account No. 13-0045.

Sincerely,
McBride Baker & Coles


Deanne M. Van Natta
Trademark Paralegal

dmv
Enclosures
1128053

TRADEMARK
REEL: 002195 FRAME: 0676

MCBRIDE BAKER & COLES

A Law Partnership Including Professional Corporations

Deanne M. Van Natta
Paralegal

312 715-5793
vannatta@mbc.com

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One Mid America Plaza
Suite 1000
Oakbrook Terrace, IL 60181-4710
630 954-2100
Fax 630 954-2112

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4. Return Postcard to Acknowledge Receipt.
5. Duplicate copy of this letter. The Commissioner is hereby authorized to charge any additional fee which may be due or credit any overpayment to Deposit Account No. 13-0045.

Sincerely,
McBride Baker & Coles


Deanne M. Van Natta
Trademark Paralegal

dmv
Enclosures
1128053

TRADEMARK
REEL: 002195 FRAME: 0677



ABERCROMBIE & KENT GROUP HOLDIN
Société Anonyme Holding

Siège Social : L-2449 Luxembourg,
5, Boulevard Royal, Royal Rome II

R.C. Luxembourg N° B 39.766

EXTRAORDINARY GENERAL MEETING N°1071
OF SEPTEMBER 6, 2000

ETUDE
de
Maître André **SCHWACHTGEN**
notaire
à
LUXEMBOURG

DEPOSITAIRE DES MINUTES DES NOTAIRES

François-Joseph ALTWIES - Georges ALTWIES - Joseph KNAPP - Jean POOS

**AGREEMENT OF MERGER OF
ENRON BROADBAND ACQUISITION, INC.
WITH AND INTO
WARPSPEED COMMUNICATIONS**

FILED
1 - FILED
2000

APR 21 2000

WILLIAMS, Secretary of State

This Agreement of Merger (this "*Agreement*") is entered into on April 18, 2000, between Enron Broadband Acquisition, Inc., a Delaware corporation (the "*Disappearing Corporation*"), WarpSpeed Communications, a California corporation (the "*Surviving Corporation*," and, collectively with Disappearing Corporation, the "*Merging Entities*") and Enron Corp., an Oregon corporation (the "*Parent*").

1. The Disappearing Corporation shall be merged with and into the Surviving Corporation (the "*Merger*").
2. The name of the Surviving Corporation shall be "Enron WarpSpeed Services, Inc." and its state of incorporation shall be the State of California.
3. As of the Effective Time (as defined in Section 6), (i) by virtue of the Merger and without any action on the part of any holder of any shares of Company Capital Stock, the outstanding shares of the Surviving Corporation's capital stock issued and outstanding immediately prior to the Effective Time shall be converted into the right to receive, upon the surrender of the certificates formerly representing such shares, an aggregate of 616,778 shares of Common Stock, no par value, of Enron ("*Parent Common Stock*"), as follows:
 - (a) each issued and outstanding share of Series A Preferred Stock shall be converted into 0.007370333 of a share of Parent Common Stock;
 - (b) each issued and outstanding share of Series B Preferred Stock shall be converted into 0.017458448 of a share of Parent Common Stock;
 - (c) each issued and outstanding share of Series C Preferred Stock shall be converted into 0.060422979 of a share of Parent Common Stock;
 - (d) each issued and outstanding share of Series C-1 Preferred Stock shall be converted into 0.032580070 of a share of Parent Common Stock; and
 - (e) each issued and outstanding share of Company Common Stock shall be converted into 0.007370333 of Parent Common Stock;

and (ii) by virtue of the Merger and without any action on the part of the Parent, each share of the Disappearing Corporation's common stock shall be converted into and exchanged for one fully paid and nonassessable share of the Common Stock, \$.10 par value, of the Surviving Corporation. No fractional shares of Parent Common Stock shall be issued in the Merger. To the extent the application of the conversion rate to all shares of the Surviving Corporation's capital stock held by a shareholder would result in a fractional number of shares of Parent

Common Stock being issued to such holder in the Merger, the number of shares of Parent Common Stock issuable to such holder in respect of all such shares in the Merger shall be rounded up to the next whole number of shares of Parent Common Stock.

4. The Articles of Incorporation of the Surviving Corporation shall be amended and restated in the form attached to this Agreement.
5. The effect of the Merger is as prescribed by law.
6. The Effective Time shall be the time when this Agreement is duly filed with the Secretary of State of California.
7. For the convenience of the parties, any number of counterparts of this Agreement may be executed and each such counterpart shall be deemed to be an original instrument.
8. This Agreement shall be binding upon and inure to the benefit of the parties to this Agreement and their respective successors and assigns.

IN WITNESS WHEREOF, each of the parties to this Agreement has caused this Agreement to be executed on the date first written above.

WARPSPEED COMMUNICATIONS,
a California corporation

By: *David J. Bell*
Name: DAVID J. BELL
Title: Secretary

ENRON BROADBAND ACQUISITION,
INC., a Delaware corporation

By: _____
Name: _____
Title: _____

ENRON CORP., an Oregon corporation

By: _____
Name: _____
Title: _____

Common Stock being issued to such holder in the Merger, the number of shares of Parent Common Stock issuable to such holder in respect of all such shares in the Merger shall be rounded up to the next whole number of shares of Parent Common Stock.

4. The Articles of Incorporation of the Surviving Corporation shall be amended and restated in the form attached to this Agreement.

5. The effect of the Merger is as prescribed by law.

6. The Effective Time shall be the time when this Agreement is duly filed with the Secretary of State of California.

7. For the convenience of the parties, any number of counterparts of this Agreement may be executed and each such counterpart shall be deemed to be an original instrument.

8. This Agreement shall be binding upon and inure to the benefit of the parties to this Agreement and their respective successors and assigns.

IN WITNESS WHEREOF, each of the parties to this Agreement has caused this Agreement to be executed on the date first written above.

WARPSPEED COMMUNICATIONS,
a California corporation

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

ENRON BROADBAND ACQUISITION,
INC., a Delaware corporation

By: Kate B. Cole
Name: Kate B. Cole
Title: Assistant Secretary

By: Mark R. Russ
Name: Mark R. Russ
Title: Vice President

PM

ENRON CORP., an Oregon corporation

By: Geneva K. Holland
Name: Geneva K. Holland
Title: Assistant Secretary

By: Robert H. Walls, Jr.
Name: Robert H. Walls, Jr.
Title: Senior Vice President


EA

Common Stock being issued to such holder in the Merger, the number of shares of Parent Common Stock issuable to such holder in respect of all such shares in the Merger shall be rounded up to the next whole number of shares of Parent Common Stock.

4. The Articles of Incorporation of the Surviving Corporation shall be amended and restated in the form attached to this Agreement.
5. The effect of the Merger is as prescribed by law.
6. The Effective Time shall be the time when this Agreement is duly filed with the Secretary of State of California.
7. For the convenience of the parties, any number of counterparts of this Agreement may be executed and each such counterpart shall be deemed to be an original instrument.
8. This Agreement shall be binding upon and inure to the benefit of the parties to this Agreement and their respective successors and assigns.

IN WITNESS WHEREOF, each of the parties to this Agreement has caused this Agreement to be executed on the date first written above.

WARPSPEED COMMUNICATIONS,
a California corporation

By: 
Name: TERRY STAIROPOULOS
Title: VICE PRESIDENT

By: _____
Name: _____
Title: _____

ENRON BROADBAND ACQUISITION,
INC., a Delaware corporation

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

ENRON CORP., an Oregon corporation

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

**CERTIFICATE OF MERGER OF
WARPSPEED COMMUNICATIONS
a California corporation**

In accordance with Section 1103 of the California Corporations Code the undersigned Archibald Cox, Jr. and David Boit hereby certify that:

1. They are the duly elected and acting Chairman and Secretary respectively of WarpSpeed Communications, a California corporation (this "*Corporation*").
2. This certificate is attached to the Agreement of Merger dated as of April 18, 2000 ("*Agreement of Merger*"), providing for the merger of Enron Broadband Acquisition, Inc. with and into this Corporation with this Corporation as the surviving corporation of such merger (the "*Merger*").
3. The Agreement of Merger in the form attached has been approved by the board of directors of this Corporation.
4. The total number of outstanding shares of capital stock of this Corporation whose holders are entitled to vote on the Merger, is as follows:

<u>Title of Class</u>	<u>Number of Shares</u>
Common Stock	4,207,258
Series A Preferred Stock	2,653,000
Series B Preferred Stock	3,773,712
Series C Preferred Stock	1,616,745
Series C-1 Preferred Stock	1,483,680

This Corporation has no outstanding class of voting securities other than as set forth above.

5. Each class of shares of the Corporation entitled to vote on the merger agreement, the percentage vote required by each class, and the number and percentage of affirmative votes cast by each class is as follows:

Class	Percentage Vote Required	Affirmative Votes Cast	Percentage Vote Obtained
Common	50% plus 1		
Series A Preferred	50% plus 1		
Series B Preferred	50% plus 1		
Series C Preferred	50% plus 1		
Series C-1 Preferred	50% plus 1		

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.

EXECUTED on April 18th, 2000.

By: 

Name: Archibald Cox, Jr.

Title: Chairman

By: 

Name: David Boit

Title: Secretary

OFFICER'S CERTIFICATE
ENRON BROADBAND ACQUISITION, INC.
a Delaware corporation

In accordance with Section 1103 of the California Corporations Code the undersigned Vice President and Assistance Secretary hereby certify that:

1. They are the duly elected and acting Vice President and Assistant Secretary, ~~Chief~~ KBC respectively of Enron Broadband Acquisition, Inc., a Delaware corporation (this "**Corporation**").
2. This certificate is attached to the Agreement of Merger dated as of April 18, 2000 ("**Agreement of Merger**"), providing for the merger of this Corporation with and into WarpSpeed Communications, a California corporation, with WarpSpeed Communications as the surviving corporation of such merger.
3. The Agreement of Merger in the form attached has been approved by the board of directors of this Corporation.
4. The Agreement of Merger was entitled to be and was approved by the board of directors alone under the provisions of Section 1201 of the California Corporations Code and applicable provisions of the Delaware General Corporation Law.

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.

EXECUTED on April 18, 2000.

By: Mark Russ
Name: Mark Russ
Title: Vice President KM

By: Kate B. Cole
Name: Kate B. Cole
Title: Assistant Secretary

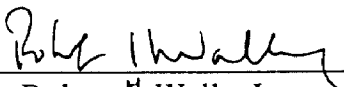
**OFFICER'S CERTIFICATE
ENRON CORP.,
an Oregon corporation**

In accordance with Section 1103 of the California Corporations Code the undersigned Robert H. Walls, Jr. and Kate B. Cole hereby certify that:


1. They are the duly elected and acting Senior Vice Present and Assistant Secretary, respectively, of Enron Corp., an Oregon corporation (this "*Corporation*").
2. This certificate is attached to the Agreement of Merger dated April 18, 2000 ("*Agreement of Merger*"), providing for the merger of Enron Broadband Acquisition, Inc., a Delaware corporation and 100% owned indirect subsidiary of this Corporation with and into WarpSpeed Communications, a California corporation, with WarpSpeed Communications as the surviving corporation of such merger.
3. The Agreement of Merger in the form attached has been approved by the board of directors of this Corporation.
4. The Agreement of Merger was entitled to be and was approved by the board of directors alone under the provisions of Section 1201 of the California Corporations Code and applicable provisions of the Oregon Corporation Law.
5. No vote of the shareholders of Enron Corp. was required to approve the issuance of shares of Enron Corp. in the merger.

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.

EXECUTED on April 18, 2000.

By: 
Name: Robert H. Walls, Jr.
Title: Senior Vice President

cm

By: 
Name: Kate B. Cole
Title: Assistant Secretary

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WARPSPEED COMMUNICATIONS, a California Corporation

This AMENDED AND RESTATED ARTICLES OF INCORPORATION of WarpSpeed Communications, dated April 18, 2000, is adopted, executed and agreed to.

Mark Russ and Kate B. Cole certify that they are the Vice President and Assistant Secretary, respectively of WarpSpeed Communications, a California corporation, (the "Corporation"). The Articles of Incorporation are amended and restated in their entirety to read as follows:

FIRST: The name of the corporation is Enron WarpSpeed Services, Inc.

SECOND: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

THIRD: This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock.

FOURTH: The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

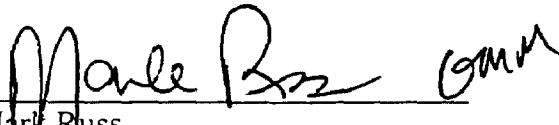
FIFTH: The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, to the fullest extent permissible under California law.

The foregoing amendment and restatement of the Articles of Incorporation as set forth herein have been duly approved by the Board of Directors.


The foregoing amendment and restatement of the Articles of Incorporation as set forth herein have been approved by the required vote of shareholders in accordance with Section 902 and Section 903(a) of the California Corporation Code. The total number of outstanding shares of the Corporation is Ten Thousand (10,000) shares of Common Stock, and the number of shares voting in favor of the amendment was Ten Thousand (10,000).

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.

Dated on April 18, 2000.



Mark Russ
Vice President



Kate B. Cole
Assistant Secretary



UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office

ASSISTANT SECRETARY AND COMMISSIONER
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FEBRUARY 13, 1998

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PILLSBURY MADISON & SUTRO LLP
DAVID A. JAKOPIN
1100 NEW YORK AVENUE, N.W.
NINTH FLOOR, EAST TOWER
WASHINGTON, DC 20005-3918



100601681A

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

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RECORDATION DATE: 12/24/1997

REEL/FRAME: 8867/0767
NUMBER OF PAGES: 3

BRIEF: ASSIGNMENT OF ASSIGNOR'S INTEREST (SEE DOCUMENT FOR DETAILS).

ASSIGNOR:
GOLDEN, MICHAEL E.

DOC DATE: 11/07/1997

ASSIGNOR:
COBB, RICHARD E.

DOC DATE: 11/07/1997

ASSIGNOR:
GRENLEY, GEORGE R.

DOC DATE: 11/13/1997

ASSIGNOR:
RUNDQUIST, WILLIAM ANDREW

DOC DATE: 11/07/1997

ASSIGNOR:
CHU, TODD DAO-LING

DOC DATE: 11/13/1997

ASSIGNOR:
WOODYATT, JAMES H.

DOC DATE: 11/07/1997

ASSIGNOR:
JEX, JESSICA DASHA

DOC DATE: 11/07/1997

TRADEMARK
REEL: 002195 FRAME: 0689

ASSIGNOR:

DEAVILA, MIGUEL J.

DOC DATE: 11/13/1997

ASSIGNEE:

WARPSPEED COMMUNICATIONS
6683 OWENS DRIVE
PLEASANTON, CALIFORNIA 94588

SERIAL NUMBER: 08966634
PATENT NUMBER:

FILING DATE:
ISSUE DATE:

SHIRLIE SIMON, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS