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Expires 06/30/99
OMB 0651-0027

03-28-2001

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



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- New
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- Correction of PTO Error
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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 Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

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Name

DBA/AKA/TA

Composed of

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- 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

03/27/2001 TDIAZ1 00000137 75736551

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01 FC:481 40.00 DP
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REEL: 002259 FRAME: 0323

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)

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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="75736551"/>	<input type="text" value="75736692"/>	<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"/>	<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.

Allyn Taylor

Name of Person Signing



Signature

2/21/01

Date Signed



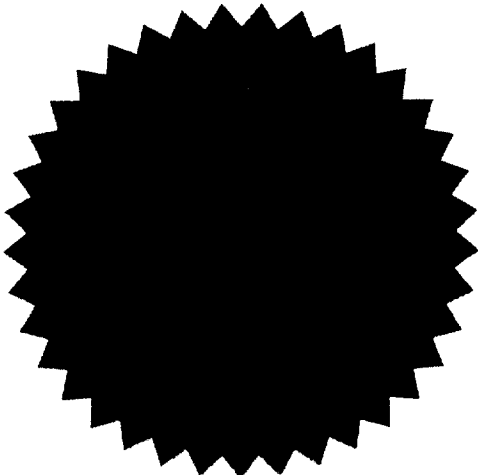
SECRETARY OF STATE

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

That the attached transcript of 3 page(s) has been compared with the record on file in this office, 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

JUL - 6 1999



Bill Jones

Secretary of State



02-22-2001

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #26

ENDORSED-FILED
In the office of the Secretary of State
of the State of California

JUN 30 1999

BILL JONES, Secretary of State

CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PROACTIVE NETWORKS, INC.

Ajay Singh and Atul Garg hereby certify that:

1. They are, respectively, the President and Secretary of Proactive Networks, Inc., a California corporation.

2. Article I of the Amended and Restated Articles of Incorporation is amended to read as follows:

“The name of this corporation shall be ProactiveNet, Inc.”

3. Article III of the Amended and Restated Articles of Incorporation is amended to read as follows:

[REDACTED]

4. Section 2 of Article IV of the Amended and Restated Articles of Incorporation is amended to read as follows:

2. [REDACTED]

5. The foregoing amendments of the Articles of Incorporation have been duly approved by the Board of Directors of this corporation.

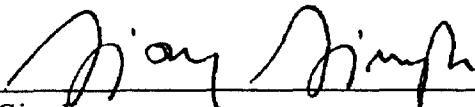
6. The foregoing amendments of the Articles of Incorporation have been duly approved by the required vote of the shareholders of this corporation in accordance with Sections 603 and 903 of the California Corporations Code. The total number of outstanding shares of this corporation entitled to vote with respect to the foregoing amendment was [REDACTED]

[REDACTED] The number of shares voting in favor of the amendment equaled or exceeded [REDACTED]

the vote required, such required vote being more than 50% of each of the outstanding shares of Common Stock and the outstanding shares of Series A Preferred Stock, the outstanding shares of Series B Preferred Stock and the outstanding shares of Preferred Stock, voting together as a class.

The undersigned further declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing certificate are true and correct of their own knowledge.

June 23, 1999



Ajay Singh



Atul Garg



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RECORDED: 02/22/2001

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REEL: 002259 FRAME: 0328