

State of California



SECRETARY OF STATE

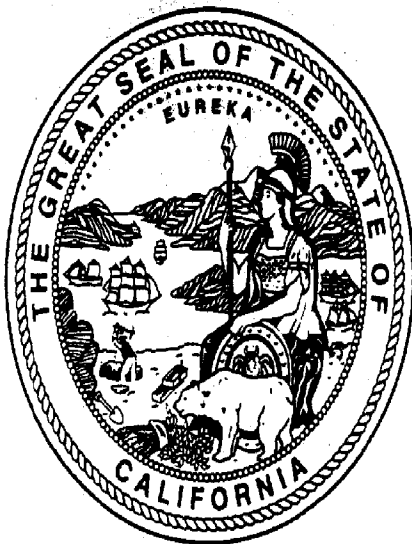
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I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 9 page(s) was prepared by and in this office from the record on file, 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 03 2000



Bill Jones

Secretary of State

A0544633

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

1183477 Jun
AGREEMENT OF MERGER

MAY 01 2000

OF

CISCO SYSTEMS, INC.

Bill Jones
FILED JUNES, Secretary of State

AND

JETCELL, INC.

This Agreement of Merger, dated as of the 1st day of May, 2000 ("Merger Agreement"), between Cisco Systems, Inc., a California corporation ("Acquiror"), and JetCell, Inc., a Delaware corporation ("Target").

RECITALS

A. Target was incorporated in the State of Delaware on February 6, 1998 and on the date hereof has outstanding 10,477,426 shares of Common Stock ("Target Common Stock"), 9,603,949 shares of Series A Preferred Stock (the "Target Series A Preferred Stock") and 2,827,773 shares of Series B Preferred Stock (the "Target Series B Preferred Stock"). The Target Series A Preferred Stock and the Target Series B Preferred Stock is hereinafter collectively referred to as the "Target Preferred Stock," and together with the shares of Target Common Stock as the "Target Shares."

B. Acquiror and Target have entered into an Agreement and Plan of Merger and Reorganization (the "Agreement and Plan of Reorganization") providing for certain representations, warranties, covenants and agreements in connection with the transactions contemplated hereby. This Merger Agreement and the Agreement and Plan of Reorganization are intended to be construed together to effectuate their purpose.

C. The Boards of Directors of Target and Acquiror deem it advisable and in their mutual best interests and in the best interests of the stockholders of Target, that Target be acquired by Acquiror through a merger ("Merger") of Target with and into Acquiror.

D. The Boards of Directors of Acquiror and Target and the stockholders of Target have approved the Merger.

AGREEMENTS

The parties hereto hereby agree as follows:

1. Target shall be merged with and into Acquiror, and Acquiror shall be the surviving corporation.

2. The Merger shall become effective at such time (the "Effective Time") as this Merger Agreement and the officers' certificate of Target is filed with the Secretary of State of the State of California pursuant to Section 1103 of the Corporations Code of the State of California.

REDACTED

7. At the Effective Time of the Merger, the separate existence of Target shall cease, and Acquiror shall succeed, without other transfer, to all of the rights and properties of Target and shall be subject to all the debts and liabilities thereof in the same manner as if Acquiror had itself incurred them. All rights of creditors and all liens upon the property of each corporation shall be preserved unimpaired, provided that such liens upon property of Target shall be limited to the property affected thereby immediately prior to the Effective Time of the Merger.

REDACTED

REDACTED

IN WITNESS WHEREOF, the parties have executed this Agreement of Merger as of the date first written above.

CISCO SYSTEMS, INC.

By: 
Mike Volpi, Vice President

By: 
Larry R. Carter, Secretary

JETCELL, INC.

By: _____
David J. McClure, President and Chief Executive Officer

By: _____
Jeffrey Suto, Secretary

[SIGNATURE PAGE TO AGREEMENT OF MERGER]


IN WITNESS WHEREOF, the parties have executed this Agreement of Merger as of the date first written above.


CISCO SYSTEMS, INC.

By: _____
Mike Volpi, Vice President

By: _____
Larry R. Carter, Secretary

JETCELL, INC.

By:  _____
David J. McClure, President and Chief Executive Officer

By:  _____
Jeffrey Suto, Secretary

[SIGNATURE PAGE TO AGREEMENT OF MERGER]