



04-02-2001

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

Submission Type MW 3-23-01

New

Resubmission (Non-Recordation)
Document ID # _____

Correction of PTO Error
Reel # _____ Frame # _____

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Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name Effective Date
Month Day Year
October 7, 1997

Other _____

Conveying Party Mark if additional names of conveying parties attached

Name Ajja, Inc. Execution Date
Month Day Year
October 7, 1997

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 SMC Networks, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 6 Hughes

Address (line 2) Irvine, CA 92618

Address (line 3) _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

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.)

04/02/2001 TDIAZI 00000151 1647282 FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 25.00 OP

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REEL: 002261 FRAME: 0347

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

Page 2

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office
TRADEMARK

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 (212) 309-6852

Name Gregory S. Shatan, Esq.

Address (line 1) C/o TMSU, MORGAN, LEWIS & BOCKIUS LLP

Address (line 2) 1800 M Street, N.W.

Address (line 3) Washington, D.C. 20036

Pages

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

5

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers are 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)

1,647,282

1,148,785

Number of Properties Enter the total number of properties involved. 2

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 65.00

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: 13-4520

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.

Gregory S. Shatan, Esq.

Name of Person Signing

Signature

March 22, 2001

Date Signed

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "AJJA INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 1997, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2798943 8100

AUTHENTICATION: 1034480

010137563

DATE: 03-21-01

TRADEMARK
REEL: 002261 FRAME: 0349

CERTIFICATE OF INCORPORATION

OF

AJJA INC.

The undersigned, for the purpose of forming a corporation pursuant to the General Corporation Law of Delaware, does hereby certify:

FIRST: The name of the corporation is AJJA INC. (the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is 15 East North Street, Dover, Delaware 19901, County of Kent, and the name of its registered agent at such address is United Corporate Services, Inc.

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 Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 1,500, and the par value of each of such shares shall be \$.01.

FIFTH: The name and mailing address of the incorporator is:

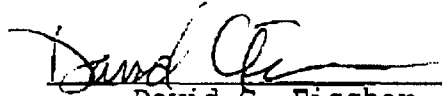
David C. Fischer
345 Park Avenue
New York NY 10154-0037

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

SEVENTH: No director shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of

Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.

IN WITNESS WHEREOF, the undersigned has signed this instrument this 22nd day of September, 1997.



David C. Fischer

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, 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 "AJJA INC.", CHANGING ITS NAME FROM "AJJA INC." TO "SMC NETWORKS, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF OCTOBER, A.D. 1997, AT 4 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1034481

DATE: 03-21-01

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TRADEMARK
REEL: 002261 FRAME: 0352

CERTIFICATE OF AMENDMENT
of
CERTIFICATE OF INCORPORATION
of
AJJA INC.

AJJA Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That by the unanimous written consent of the members of the Board of Directors of AJJA Inc., resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation and declaring said amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that in accordance with Section 242 of the General Corporation Law of the State of Delaware, the Certificate of Incorporation of this Corporation be amended by changing Article 1 so that, as amended said Article shall be read as follows:

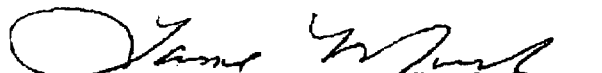
The name of the corporation is SMC Networks, Inc. (the "Corporation").

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the amendment was duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed by its President, and attested by its Secretary, this 7th day of October, 1997.


Lance Murrah, President

ATTEST: 
Eileen Conlon, Secretary