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U.S. Department of Commerce
Patent and Trademark Office
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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commission 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
August 23, 1999

Conveying Party

- Mark if additional names of conveying parties attached
- Execution Date
Month Day Year
August 12, 1999

Name Fractal Networks, Inc.

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 Network Physics, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1076 East Meadow Circle, Suite B

Address (line 2) _____

Address (line 3) Palo Alto, CA 94303

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 to the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other Limited Liability Company
- Citizenship/State of Incorporation/Organization: Delaware

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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) _____

Correspondence Name and Address

Area Code and Telephone Number (714) 540-1235

Name Perry J. Viscounty, Esq.

Address (line 1) LATHAM & WATKINS

Address (line 2) 650 Town Center Drive, Suite 2000

Address (line 3) Costa Mesa, CA 92626

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)

75773421

Number of Properties Enter the total number of properties involved. # 1

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 40

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: # 500524

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.

ANNA KWAN



04/04/01

.....
Name of Person Signing

.....
Signature

.....
Date Signed

Office of the Secretary of State

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 "FRACTAL NETWORKS INC.", CHANGING ITS NAME FROM "FRACTAL NETWORKS INC." TO "NETWORK PHYSICS, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF AUGUST, A.D. 1999, AT 6 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1005998

DATE: 03-06-01

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REEL: 002274 FRAME: 0218

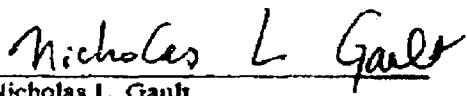
CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
FRACTAL NETWORKS INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Fractal Networks Inc. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on February 9, 1999 under the name TIFC, Inc. The Corporation filed a Certificate of Amendment changing the Corporation's name from TIFC, Inc. to FractalControl Inc. on March 1, 1999. The Corporation filed a Restated Certificate of Incorporation changing the Corporation's name from FractalControl Inc. to Fractal Networks Inc. on March 24, 1999.
2. The Certificate of Incorporation of the Corporation is hereby amended by striking out Article FIRST thereof and by substituting in lieu of said Article the following new Article:

"FIRST: The name of this corporation is Network Physics, Inc. (the "Company")."
3. The amendment of the Certificate of Incorporation hereby certified has been duly adopted and written consent has been given in accordance with the provisions of Section 228 and 242 of the General Corporation Law of the State of Delaware.

Signed: August 2, 1999



Nicholas L. Gault,
Chief Executive Officer and President