



TO THE ASSISTANT COMMISSIONER OF PATENTS AND TRADEMARKS

prints or copy thereof.

101682713

1. Name of conveying party(ies): (If multiple assignors, list numerically)

Dolphin-Safe Software, Inc., d/b/a Pacific Coast Software

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State: California
- Other:

Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies):

Name: Smith Micro Software, Inc.
Internal Address:
Street Address: 51 Columbia
City: Aliso Viejo State: CA ZIP: 92656

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State: Delaware
- Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)
Additional name(s) and address(es) attached?
 Yes No

3. Nature of conveyance:

- Assignment
- Merger Agreement and Plan of Reorganization
- Security Agreement
- Change of Name
- Other:

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above)
September 3, 1999

4. Application number(s) or registration number(s):

- a. Trademark Application No(s):
75/581,056
- b. Trademark Registration No(s):

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Marguerite L. Gunn
KNOBBE, MARTENS, OLSON & BEAR, LLP
Customer No. 20,995
Internal Address: Sixteenth Floor
Street Address: 620 Newport Center Drive
City: Newport Beach State: CA ZIP: 92660
Attorney's Docket No.: SMICRO.038T

7. Total fee (37 CFR 3.41): \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved: 1

9. 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.

Marguerite L. Gunn
Name of Person Signing

Signature

4/12/01
Date

Total number of pages including cover sheet, attachments and document: 8

Mail documents to be recorded with required cover sheet information to:

04/20/2001 6TON11 00000235 75581056
01 FC:481 40.00 OP

U.S. Patent and Trademark Office
Attn: Assignment Division
Crystal Gateway-4
1213 Jefferson Davis Highway, Suite 320
Arlington, VA 22202

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A0531097



SECRETARY OF STATE

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

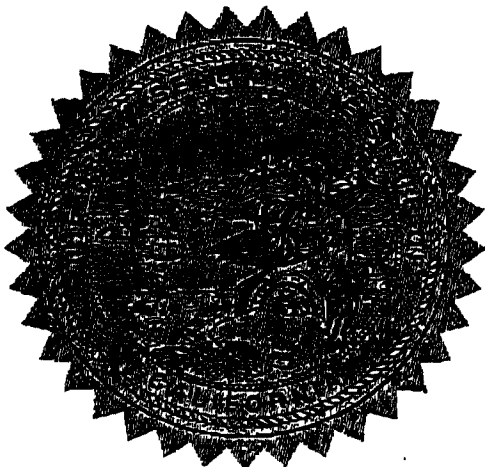
That the attached transcript of 67 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

SEP 14 1999

Bill Jones

Secretary of State




CERTIFICATE OF APPROVAL
OF
MERGER AGREEMENT AND PLAN OF REORGANIZATION
OF
DOLPHIN-SAFE SOFTWARE, INC.
a California corporation

Jay Van Vark certifies that:

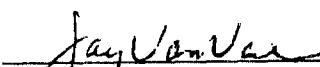
1. He is the duly elected and acting President and Secretary, respectively, of Dolphin-Safe Software, Inc., a California corporation (the "Company").
2. This certificate is attached to the Merger Agreement and Plan of Reorganization (the "Agreement"), dated as of September 3, 1999, by and among the Company, Smith Micro Software, Inc., a Delaware corporation (the "Parent") and Super Acquisition Corp., a Delaware corporation and wholly-owned subsidiary of Parent (the "Merger Sub"), pursuant to which Merger Sub will be merged with and into the Company.
3. The Agreement in the form attached hereto has been approved by the Board of Directors of the Company.
4. The authorized capital stock of the Company consists of 5,000,000 shares of Common Stock, without par value, of which 4,787,235 shares are issued and outstanding (including 287,235 shares of Series A Preferred Stock converted to Common Stock immediately prior to the closing of the merger) and 287,235 shares of Series A Preferred Stock, all of which converted to Common Stock immediately prior to the closing of the merger.
5. The principal terms of the Agreement in the form attached hereto were required to be approved by the holders of more than fifty percent (50%) of the issued and outstanding shares of the Company's Common Stock and more than fifty percent of the Company's Series A Preferred Stock voting as a separate class. The vote of the holders of the Common Stock and the Series A Preferred Stock exceeded the vote required to approve the principal terms of the Agreement in the form attached hereto.

I 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: September 3, 1999



Jay Van Vark, President



Jay Van Vark, Secretary

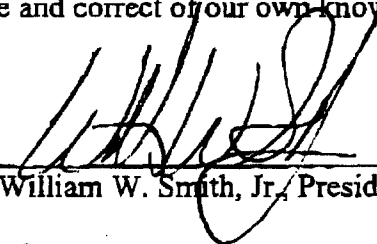
CERTIFICATE OF APPROVAL
OF
MERGER AGREEMENT AND PLAN OF REORGANIZATION
OF
SUPER ACQUISITION CORP.
a Delaware corporation

William W. Smith, Jr. and Rhonda Smith certify that:


1. They are the duly elected and acting President and Secretary, respectively, of Smith Micro Software, Inc., a Delaware corporation (the "Merger Sub").
2. This certificate is attached to the Merger Agreement and Plan of Reorganization (the "Agreement"), dated as of September 3, 1999, by and among the Smith Micro Software, Inc., a Delaware corporation (the "Parent"), Dolphin-Safe Software, Inc., a California corporation (the "Company") and the Merger Sub, pursuant to which Merger Sub will be merged with and into the Company.
3. The Agreement in the form attached hereto has been approved by the Board of Directors of the Merger Sub.
4. The authorized capital stock of the Company consists of 1,000 shares of Common Stock, par value \$0.001, of which 100 shares are issued and outstanding.
5. The principal terms of the Agreement in the form attached hereto were approved by the Parent, which is the holder of 100% of the outstanding shares of the Merger Sub. No vote of the holders of the outstanding capital stock of the Parent was required to approve the Agreement.

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: September 3, 1999



William W. Smith, Jr., President



Rhonda Smith, Secretary



**ACTION BY UNANIMOUS WRITTEN CONSENT OF
THE SHAREHOLDERS OF
DOLPHIN-SAFE SOFTWARE, INC.**

Pursuant to Section 603(a) of the California Corporations Code and the Bylaws of Dolphin-Safe Software, Inc., dba Pacific Coast Software (the "Company"), a California corporation, the undersigned, being all of the shareholders (the "Shareholders") of the Company's capital stock, do hereby take the following actions by written consent, waiving notice and without a meeting, with the intention that such actions will have the same force and effect as if taken by a vote of the Shareholders at a meeting duly called and held:

APPROVAL OF MERGER AGREEMENT AND PLAN OF REORGANIZATION

WHEREAS, the Board of Directors of the Company has approved and submitted for a vote of the Shareholders a Merger Agreement and Plan of Reorganization, by and among the Company, on the one hand, and Smith Micro Software, Inc., a Delaware corporation, and Super Acquisition Corp., a Delaware corporation on the other hand (the "Agreement") a copy of which is attached hereto as Exhibit A;

WHEREAS, the Shareholders are aware that any shareholder who votes against the Agreement, and who perfects dissenter's rights under Chapter 13 of the California Corporations Code, is entitled to certain rights, but will be treated for purposes of the Agreement, in accordance with Section 1.7 therein, and that any shareholder who intends to exercise dissenter's rights as a result of the Agreement may notify and contact the Company to receive additional information.

NOW THEREFORE BE IT RESOLVED, that the Shareholders of the Company, after due consideration, find that the Agreement is in the best interests of the Company and hereby ratify and approve the Agreement as substantially set forth in Exhibit A, with such changes and modifications thereto, as the officers or directors of the Company deem reasonable, necessary or appropriate in order to carry out the purposes of the foregoing resolutions, such approval to be evidenced by the execution and delivery thereof by such officers and directors; and

RESOLVED FURTHER, that each of the Shareholders hereby waives any dissenter's rights as set forth under Chapter 13 of the California Corporations Code; and

RESOLVED FURTHER, that the Shareholders of the Company hereby approve and adopt any actions by officers or directors of the Company and the execution and delivery of any documents they deem reasonable, necessary or appropriate in order to carry out the purposes of the

foregoing resolutions, including any documents or modifications thereto, such approval to be evidenced by the execution and delivery thereof by such officers and directors.

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized to execute and deliver in the name and on behalf of the Company, the Agreement, any instruments, statements and writings as the officer or officers executing the same may deem desirable or necessary in connection with the consummation of the transactions contemplated by the Agreement, including filing certificates of merger in substantially the forms attached as Exhibits C and D with the Delaware and California Secretary of State, respectively with such changes and modifications thereto, as the officers or directors of the Company deem reasonable, necessary or appropriate in order to carry out the purposes of the foregoing resolutions, such approval to be evidenced by the execution and delivery thereof by such officers and directors.

CALIFORNIA CORPORATIONS CODE SECTION 310

WHEREAS, the directors of the Company have, from time to time, entered into transactions between the Company and such directors, as more particularly disclosed in the Agreement; and

WHEREAS, all material terms of such transactions have been fully disclosed to the Shareholders and the Shareholders have reviewed the terms of such transactions.

NOW THEREFORE BE IT RESOLVED, that pursuant to Section 310 of the California Corporations Code, the Shareholders have determined that the terms of such transactions were, at the time of such transactions, and are deemed to be fair, just and reasonable to the Company and the Shareholders and such transactions are hereby authorized, approved and ratified.

GENERAL AUTHORIZING RESOLUTION

WHEREAS, it is deemed to be in the best interests of the Company that the officers of the Company be authorized and directed to take all actions they deem necessary, advisable or appropriate in order to carry out the purposes of the foregoing resolutions;

NOW THEREFORE BE IT RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed by the Shareholders to execute and deliver in the name and on behalf of the Company, any instruments, statements and writings as the officer or officers executing the same may deem desirable or necessary in connection with the purpose of the foregoing resolutions; and

RESOLVED, FURTHER, that any instruments and writings executed in the name and on behalf of the officers shall be presumed conclusively to be the instruments, the execution of which is authorized by these resolutions; and

RESOLVED, FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed by the Shareholders to attest to the execution by the Company of the

documents signed pursuant to these resolutions and to certify the adoption of these resolutions.

IN WITNESS WHEREOF, the undersigned Shareholders have caused this Action by Unanimous Written Consent of the Shareholders of Dolphin-Safe Software, Inc. to be executed September 2, 1999.

By: Jay Van Vark
Jay Van Vark, shareholder
Common Shares owned:
Common Shares outstanding:

By: Grant Hulbert
Grant Hulbert, shareholder
Common Shares owned:
Common Shares outstanding:

By: John Hill
John Hill, shareholder
Common Shares owned:
Common Shares outstanding:

THE JACKSON LIVING TRUST, DTD JULY 15, 1992

By: Charles H. Jackson IV, Trustee
Charles H. Jackson IV, Co-Trustee

By: _____
Hallie Jackson, Co-Trustee

Series A Preferred Shares owned:
Series A Preferred Shares outstanding:
Company Preferred Shares outstanding: