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

FEB 14 2001 *me*

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CERTIFICATE OF OWNERSHIP
OF
Active Voice Corporation
INTO
Cisco Systems, Inc.

Bill Jones
Bill JONES Secretary of State

To the Secretary of State
State of California

Pursuant to the provisions of the General Corporation Law of the State of California, the undersigned officers of the parent corporation hereinafter named do hereby certify as follows:

FIRST: The name of the parent corporation, which is a business corporation of the State of California, and which is to be the surviving corporation under the merger herein certified, is Cisco Systems, Inc.

SECOND: The name of the subsidiary corporation, which is a business corporation of the State of Washington, and which is to be the terminating corporation under the merger herein certified, is Active Voice Corporation.

THIRD: Cisco Systems, Inc. owns 100% of the outstanding shares of Active Voice Corporation.

FOURTH: That the merger shall become effective 4:30 p.m. (pacific standard time) on the same day this Certificate of Ownership is filed with the Secretary of State of the State of California.

FIFTH: The following is a copy of the resolution to merge Active Voice Corporation into Cisco Systems, Inc. as adopted and approved by the Board of Directors of Cisco Systems, Inc.:

RESOLVED, that Cisco Systems, Inc., which is a business corporation of State of California and is the owner of all of the outstanding shares of Active Voice Corporation, which is a business corporation of the State of Washington, does hereby merge Active Voice Corporation into Cisco Systems, Inc. pursuant to the provisions of the General Corporation Law of the State of California and pursuant to the provisions of the Washington Business Corporation Act and does hereby assume all of the liabilities of Active Voice Corporation;

RESOLVED, that Active Voice Corporation shall be the terminating corporation upon the effective date of the merger herein provided for pursuant to the Washington Business Corporation Act and to the provisions of the General Corporation Law of the State of California, and Cisco Systems, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the General Corporation Law of the State of California;

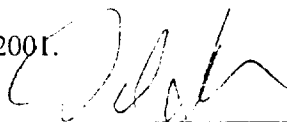
California Wholly Owned Subsidiary
Merger-Foreign Subsidiary into Domestic
Parent Corporation 3/00-1

RESOLVED, that the issued shares of Active Voice Corporation shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, inasmuch as Cisco Systems, Inc. is the owner of all outstanding shares of Active Voice Corporation, but each said share which is issued as of the complete effective date of the merger shall be surrendered and extinguished;

RESOLVED that, the Board of Directors and the proper officers of Cisco Systems, Inc. are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the merger herein provided for.

On the date set forth below, in the City of San Jose in the State of California, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

Executed on this 14th day of February, 2001.



Dan Scheinman
SR Vice President, Legal & Governmental Affairs

Larry Carter, Secretary

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Parent Corporation 3/00-2

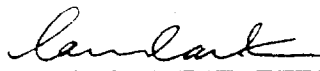
RESOLVED, that the issued shares of Active Voice Corporation shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, inasmuch as Cisco Systems, Inc. is the owner of all outstanding shares of Active Voice Corporation, but each said share which is issued as of the complete effective date of the merger shall be surrendered and extinguished;

RESOLVED that, the Board of Directors and the proper officers of Cisco Systems, Inc. are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the merger herein provided for.

On the date set forth below, in the City of San Jose in the State of California, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

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Dan Scheinman
SR Vice President, Legal & Governmental Affairs



Larry Carter, Secretary

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