

07-06-2001

FORM PTO-1594
(Rev. 6-93)



SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101769307

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Clarent Corporation

UUD 7/2/01

- Individual(s) Association
 - General Partnership Limited Partnership
 - Corporation-State - California
 - Other _____
- Additional name(s) of conveying party(ies) attached? Yes
 No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: June 24, 1999

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

Name: Clarent Corporation

Internal Address: _____

Street Address: 700 Chesapeake Drive

City: Redwood City State: CA ZIP 94063

- Individual(s) citizenship _____
- 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

(Designation must be a separate document from Assignment).
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

75/647,276

75/647,069

B. Trademark Registration No.(s)

2,391,119

2,232,795

Additional numbers attached? Yes No

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

Name: Cooley Godward LLP

Internal Address: Five Palo Alto Square

Street Address: 3000 El Camino Real

City: Palo Alto State: CA ZIP 94306-2155

6. Total number of applications and registration involved: 4

7. Total fee (37 CFR 3.41):.....
\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

03-3118

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Mary C. O'Connor June 27, 2001
Mary C. O'Connor Date

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

07/05/2001 TDIAZI 00000089 75647276

01 FC:481 40.00 OP
02 FC:482 75.00 OP

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CBDQ011.DOC

TRADEMARK
REEL: 002324 FRAME: 0389

State of California



SECRETARY OF STATE

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

That the attached transcript of 4 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

JUN 20 2001



Bill Jones

Secretary of State

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CERTIFICATE OF MERGER

OF

CLARENT CORPORATION
a Delaware corporation

AND

CLARENT CORPORATION
a California corporation

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

JUN 24 1999

Bill Jones
BILL JONES, Secretary of State

Pursuant to the provisions of Sections 251 and 252 of the General Corporation Law of the State of Delaware (the "GCL"), Clarent Corporation a California corporation, and Clarent Corporation, a Delaware corporation, do hereby adopt the following Certificate of Merger for the purpose of merging the California corporation with and into the Delaware corporation, and hereby certify as follows:

It is hereby certified that:

1. The constituent business entities participating in the merger herein certified are:
 - (i) Clarent Corporation, which is incorporated under the laws of the State of California; and
 - (ii) Clarent Corporation, which is incorporated under the laws of the State of Delaware.
2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent entities in accordance with the provisions of 252 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation in the merger herein certified is Clarent Corporation, a Delaware corporation.
4. The Certificate of Incorporation of Clarent Corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the Delaware General Corporation Law.
5. The executed Agreement and Plan of Merger between the aforesaid constituent entities is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows: Clarent Corporation, 700 Chesapeake Drive, Redwood City, California 94063.

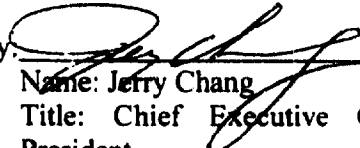
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060899

6. The authorized capital stock of Clarent Corporation is 50,000,000 shares of common stock, \$0.001 par value, of which 100 shares are issued and outstanding, and 8,000,000 shares of preferred stock, \$0.001 par value.

7. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of any constituent corporation.

Dated: June 24, 1999.

CLARENT CORPORATION

By: 
Name: Jerry Chang
Title: Chief Executive Officer and
President

ATTEST:


Richard Heaps, Chief Financial Officer and Secretary



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
PO BOX 1468
SACRAMENTO CA 95812-1468

TAX CLEARANCE CERTIFICATE

June 17, 1999

EXPIRATION DATE: September 15, 1999

COOLEY GODWARD
ATTN A MAGPAYO
3000 EL CAMINO REAL
PALO ALTO CA 94306

ISSUED TO : CLARENT CORPORATION
ENTITY ID : 1973157

THIS CERTIFICATE IS VALID ONLY UPON THE SIMULTANEOUS QUALIFICATION OF
CLARENT CORPORATION, (DELAWARE).

This is to certify that all taxes imposed under the Bank and
Corporation Tax Law on this corporation have been paid, assumed, or are
secured by other means.

If a final return has not been filed, one should be filed within two months
and 15 days after the close of the month in which the dissolution or
withdrawal takes place. If the corporation was inactive, a statement to
that effect should be attached to the tax forms. All returns remain
subject to audit until the expiration of the normal statutory period.
Failure to file required returns may result in additional assessments.

A copy of this Tax Clearance Certificate has been sent to the Office of the
the Secretary of State. This original Tax Clearance Certificate
may be retained in the files of the corporation.

By the Expiration Date noted above, this corporation must have filed
the documents required by the Secretary of State to dissolve, withdraw
or merge. Requests for the appropriate documents must be directed to:
Office of the Secretary of State at 1500 11th Street, 3rd Floor, Sacramento
CA. 95814, or by telephone, (916) 657-5448.

NOTE: If the required documents are not filed with
the Secretary of State prior to the Expiration
Date noted above, the corporation will remain

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REEL: 002324 FRAME: 0393

June 17, 1999
COOLEY GODWARD
ENTITY ID : 1973157
Page 2

subject to the filing requirements of the Bank
and Corporation Tax Law.

By H. Hermansen
Tax Clearance Unit
Special Audit Section
Telephone (916) 845-4124



COPY

~~TRADEMARK~~

RECORDED: 07/02/2001

REEL: 002324 FRAME: 0394