

07-30-2001

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



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

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

1. Name of conveying party(ies): 7-2001 Beeline Networks, Inc. Individual(s) Association General Partnership Limited Partnership Corporation-State Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Andes Networks, Inc. Internal Address: Street Address: 2025 Stierlin Court City: Mountain View State: CA Zip: 94043 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State California 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) & address(es) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: January 29, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 78/014639, 78/014641, 78/021102, 78/021107, 78/037115, 78/044995, 78/046068, B. Trademark Registration No.(s) Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 7

5. Name and address of party to whom correspondence concerning document should be mailed: Roy S. Gordet Name: Attorney at Law Internal Address: Street Address: 1095 Market St, Ste. 606 San Francisco CA 94103 City: State: Zip:

7. Total fee (37 CFR 3.41) \$190.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number: (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. Roy S. Gordet Name of Person Signing Signature Date July 18, 2001

07/27/2001 LUMILLER 00000113 78014639

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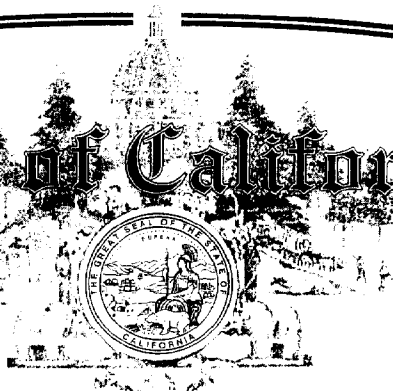
40.00/OP 150.00/OP

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

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TRADEMARK REEL: 2335 FRAME: 0686

State of California



SECRETARY OF STATE

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

That the attached transcript of 1 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

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Secretary of State

**CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION OF
BEELINE NETWORKS, INC.**

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

JAN 29 2001

BILL JONES, Secretary of State

The undersigned, Paul Gordon and Glen R. Anderson, hereby certify that:

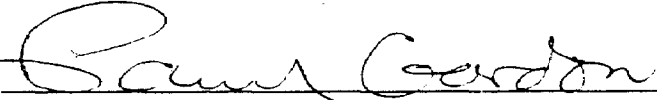
1. They are the duly elected President and Secretary of BeeLine Networks, Inc., a California corporation.
2. That Article I of the Articles of Incorporation of this corporation is amended in its entirety to read as follows:

“The name of this corporation is Andes Networks, Inc.”

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors of this corporation.
4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of the shareholders of this corporation in accordance with Sections 902 of the California Corporations Code. The authorized number of shares of Common Stock of the corporation is 20,000,000, of which 9,744,001 shares are issued and outstanding. The authorized number of shares of Series A Preferred Stock of the corporation is 3,612,500, of which 3,500,000 shares are issued and outstanding. The authorized number of shares of Series B Preferred Stock of the corporation is 5,350,000, of which 5,119,021 shares are issued and outstanding. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the Common Stock, more than 50% of the Series A Preferred Stock and more than 50% of the Series B Preferred Stock.

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 my own knowledge.

Dated: January 25, 2001



Paul Gordon, President



Glen R. Anderson, Secretary

