

09-13-2001

Substitute Form PTO-1594
Attorney Docket No.: 05059-006001



SHEET

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101840369

Commissioner for Trademarks: Please record the attached copies of an original document.

1. Name of conveying party(ies):
 GN NETCOM/UNEX INC. **9-501**

Individual(s)
 Association
 General Partnership
 Limited Partnership
 Corporation—State of Delaware
 Other _____

Additional name(s) attached? Yes No

2. Name and address of receiving party(ies):
 GN NETCOM, INC.
 77 Northeastern Blvd.
 Nashua, NH 03062

Individual(s) Citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation—State of Delaware
 Other _____

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

Additional names/addresses attached? Yes No

3. Nature of conveyance:
 Assignment
 Merger
 Security Agreement
 Change of Name
 Other: _____

Execution Date: July 7, 1998

4. Application number(s) or trademark number(s):
 A. Trademark Application No(s):
 74/567,153 - FLEXPRO

Additional numbers attached? Yes No

B: Trademark No(s):
 1,919,444 - FLEXPRO

5. Name/address of party to whom correspondence concerning document should be mailed:
 TIMOTHY A. FRENCH, ESQ.
 Fish & Richardson P.C.
 225 Franklin Street
 Boston, Massachusetts 02110-2804

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR §3.41): 90.00
 Enclosed
 Authorized to charge Deposit Account.

8. Deposit Account No.: 06-1050
 Please apply any additionally charges, or any credits, to our Deposit Account No. 06-1050.

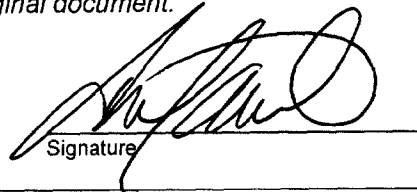
Reg'n. Ref: 09/13/2001 LNUELLER 0016292300
 DN#: 061050 Name/Number: 74567153
 FC: 704 \$25.00 CR

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 the attached is a true copy of the original document.*

Timothy A. French, Esq.

 Name of Person Signing



 Signature

September 5, 2001

 Date

Total number of pages including cover sheet, attachments, and document: 5

recording form cover sheet (patent) (first class).doc

09/13/2001 LNUELLER 00000062 74567153

01 FC:481
02 FC:482

40.00 DP
25.00 CR

CERTIFICATE OF MAILING BY EXPRESS MAIL

Express Mail Label No. **EL891802978 US**

I hereby certify under 37 CFR §1.10 that this correspondence is being deposited with the United States Postal Service as Express Mail Post Office to Addressee with sufficient postage on the date indicated below and is addressed to the Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513.

Sept 5, 2001 *Samantha Bell* *Samantha Bell*
 Date of Deposit Signature Typed Name of Person Signing Certificate

TRADEMARK
REEL: 002365 FRAME: 0138

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "GN NETCOM, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF JULY, A.D. 1998, AT 9:06 O'CLOCK A.M.

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Edward J. Freel

Edward J. Freel, Secretary of State

2667360 8100

981347144

AUTHENTICATION: 9288947

DATE: 09-04-98

TRADEMARK

REEL: 002365 FRAME: 0139

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF**

GN NETCOM, INC.

GN NETCOM, INC, originally incorporated under the name of GN Netcom/UNEX Inc., a corporation organized on the twenty-sixth day of September, 1996 and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify, pursuant to Section 242 and 245 of the General Corporation Law of the State of Delaware, that the Corporation's Certificate of Incorporation is hereby amended and restated as follows:

FIRST: The name of the Corporation is GN NETCOM, INC.

SECOND: The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended ("Delaware Law").

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 1,000, and the par value of each such share is \$1.00, amounting in the aggregate to \$1,000.

FIFTH: The Board of Directors shall have the power to adopt, amend or repeal the bylaws of the Corporation.

SIXTH: Election of directors need not be by written ballot unless the bylaws of the Corporation so provide.

07/07/1998 09:06 AM

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:06 AM 07/07/1998
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TRADEMARK

REEL: 002365 FRAME: 0140

SEVENTH: (1) A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director to the fullest extent permitted by Delaware Law.

(2) (a) Each person (and the heirs, executors or administrators of such person) who was or is a party or is threatened to be made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by Delaware Law. The right to indemnification conferred in this ARTICLE SEVENTH shall also include the right to be paid by the Corporation the expenses incurred in connection with any such proceeding in advance of its final disposition to the fullest extent authorized by Delaware Law. The right to indemnification conferred in this ARTICLE SEVENTH shall be a contract right.

(b) The Corporation may, by action of its Board of Directors, provide indemnification to such of the officers, employees and agents of the Corporation to such extent and to such effect as the Board of Directors shall determine to be appropriate and authorized by Delaware Law.

(3) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss incurred by such person in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under Delaware Law.


(4) The rights and authority conferred in the ARTICLE SEVENTH shall not be exclusive of any other right which any person may otherwise have or hereafter acquire.

(5) Neither the amendment nor repeal of the ARTICLE SEVENTH, nor the adoption of any provision of this Certificate of Incorporation or the bylaws of the Corporation, nor, to the fullest extent permitted by Delaware Law, any modification of law, shall eliminate or reduce the effect of this ARTICLE SEVENTH in respect of any acts or omissions occurring prior to such amendment, repeal, adoption or modification.

(NY) 08937/898/CLOSING/maia.charter.pdf

EIGHTH: The Corporation reserves the right to amend this Amended and Restated Certificate of Incorporation in any manner permitted by Delaware Law and, with the sole exception of those rights and powers conferred under the above ARTICLE SEVENTH, all rights and powers conferred herein on stockholders, directors and officers, if any, are subject to this reserved power.

IN WITNESS WHEREOF, I have hereunto signed my name this 7th day of July, 1998.



Dean G. Kacos
Chief Financial Officer and Secretary

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