

10-10-2001

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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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):

ViaSat, Inc.

☐ Individual(s)☐ Association☐ General Partnership☐ Limited Partnership☒ Corporation-State☐ 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: November 4, 1996

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

Name: ViaSat, Inc.

Internal

Address: \_\_\_\_\_

Street Address: 6155 El Camino Real

City: Carlsbad State: CA Zip: 92009

☐ 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  
(Designations 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)

B. Trademark Registration No.(s)

2,104,397 and 2,171,669

Additional number(s) attached ☐ Yes ☒ No

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

Name: Daniel Scott Schecter, Esq.

Internal Address: Latham &amp; Watkins

Street Address: 633 West Fifth Street  
Suite 4000

City: Los Angeles State: CA Zip: 90071

## 6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

☒ 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.

Rachel Pinto

Name of Person Signing

Signature

September 25, 2001

Date

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

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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02 FC:48240.00 OP  
25.00 OPTRADEMARK  
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FROM LATHAM &amp; WATKINS

(FRI) 2.14'97 10:21/ST. 10:10/NO. 4260383385 P 18

*State of Delaware*  
*Office of the Secretary of State*

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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 CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"VIASAT, INC.", A CALIFORNIA CORPORATION,  
WITH AND INTO "VIASAT, INC." UNDER THE NAME OF "VIASAT,  
INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF  
THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE  
FOURTH DAY OF NOVEMBER, A.D. 1996, AT 9:01 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO  
THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION: 8178794

DATE: 11-06-96

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FROM LATHAM &amp; WATKINS

(FRI) 2.14'97 10:21/ST. 10:10/NO. 4260383385 P 19

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:01 AM 11/04/1996  
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**CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
VIASAT, INC.  
(a California corporation)  
INTO  
VIASAT, INC.  
(a Delaware corporation)**

It is hereby certified that:

1. VIASAT, INC. (hereinafter referred to as the "Disappearing Corporation") is a business corporation of the State of California.
2. The Disappearing Corporation, as the owner of 100% of the outstanding shares of the stock of VIASAT, INC., hereby merges itself into VIASAT, INC., a corporation of the State of Delaware (the "Surviving Corporation").
3. The following is a copy of the resolutions adopted and approved on the 4th day of November, 1996, by the Board of Directors of the Disappearing Corporation to merge the Corporation into the Surviving Corporation:

"RESOLVED, that the Disappearing Corporation be merged into the Surviving Corporation pursuant to the laws of the State of Delaware as hereinafter provided, so that the separate existence of the Disappearing Corporation shall cease as soon as the merger shall become effective, and thereupon the Disappearing Corporation and the Surviving Corporation will become a single corporation, which shall continue to exist under, and be governed by, the laws of the State of Delaware.

RESOLVED that the terms and conditions of the proposed merger are as follows:

- (a) From and after the effective time of the merger, all of the estate, property, rights, privileges, powers, and franchises of the Disappearing Corporation shall become vested in and be held by the Surviving Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Disappearing Corporation, and the Surviving Corporation shall assume all of the obligations of the Disappearing Corporation.
- (b) No pro rata issuance of the shares of stock of the Surviving Corporation which are owned by the Disappearing Corporation immediately prior to the effective time of the merger shall be made, and such shares shall be surrendered and extinguished.
- (c) Each share of Common Stock of the Disappearing Corporation which shall be issued and outstanding immediately prior to the effective time of the merger shall be converted into 0.7335 issued and outstanding shares of Common Stock, \$.0001 per value, of the Surviving Corporation, and, from

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and after the effective time of the merger, the holders of all of said issued and outstanding shares of Common Stock of the Disappearing Corporation shall automatically be and become holders of shares of the Surviving Corporation upon the basis above specified, whether or not certificates representing said shares are then issued and delivered.

(d) Each share of Series A Convertible Preferred Stock of the Disappearing Corporation which shall be issued and outstanding immediately prior to the effective time of the merger shall be converted into one (1) issued and outstanding share of Series A Convertible Preferred Stock, \$1,000 par value, of the Surviving Corporation, and, from and after the effective time of the merger, the holders of all said issued and outstanding shares of Series A Convertible Preferred Stock of the Disappearing Corporation shall automatically be and become holders of shares of Series A Convertible Preferred Stock of the Surviving Corporation upon the basis above specified, whether or not certificates representing said shares are then issued and delivered.

(e) After the effective time of the merger, each holder of record of any outstanding certificate or certificates theretofore representing Common Stock of the Disappearing Corporation may surrender the same to the Surviving Corporation at its office in Carlsbad, California and such holder shall be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing a number of shares of Common Stock of the Surviving Corporation as described in paragraph (e), above. Until so surrendered, each outstanding certificate which prior to the effective time of the merger represented one or more shares of Common Stock of the Disappearing Corporation shall be deemed for all corporate purposes to evidence ownership of an equal number of shares of Common Stock of the Surviving Corporation.

(f) After the effective time of the merger, each holder of record of any outstanding certificate or certificates theretofore representing Series A Convertible Preferred Stock of the Disappearing Corporation may surrender the same to the Surviving Corporation at its office in Carlsbad, California and such holder shall be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing an equal number of shares of Series A Convertible Preferred Stock of the Surviving Corporation. Until so surrendered, each outstanding certificate which prior to the effective time of the merger represented one or more shares of Series A Convertible Preferred Stock of the Disappearing Corporation shall be deemed for all corporate purposes to evidence ownership of an equal number of shares of Series A Convertible Preferred Stock of the Surviving Corporation.

(g) From and after the effective time of the merger, the Certificate of Incorporation and By-Laws of the Surviving Corporation shall be the Certificate of Incorporation and By-Laws of the Surviving Corporation as in effect immediately prior to such effective time.

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(h) The members of the Board of Directors and officers of the Surviving Corporation shall be the members of the Board of Directors and the corresponding officers of the Disappearing Corporation as in office immediately before the effective time of the merger.

(i) From and after the effective time of the merger, the assets and liabilities of the Disappearing Corporation and of the Surviving Corporation shall be entered on the books of the Surviving Corporation in the amounts at which the same shall be carried at such time on the respective books of the Disappearing Corporation and of the Surviving Corporation, subject to such inter-corporate adjustments or eliminations, if any, as may be required to give effect to the merger; and, subject to such action as may be taken by the Board of Directors of the Surviving Corporation, in accordance with generally accepted accounting principles, the capital and surplus of the Surviving Corporation shall be equal to the capital and surplus of the Disappearing Corporation and of the Surviving Corporation.

RESOLVED that these resolutions to merge be submitted to a majority of the stockholders entitled to vote of the Disappearing Corporation to act in writing without a meeting pursuant to the appropriate provisions of the California Corporations Code; and, in the event that a majority of said stockholders shall consent in writing to the merger, the proposed merger shall be deemed to be approved.

RESOLVED that, in the event that the proposed merger shall not be terminated, the proper officers of the Disappearing Corporation be and they hereby are authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge itself into the Surviving Corporation and the date of adoption thereof, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the States of Delaware and California and in any other appropriate jurisdiction, necessary or proper to effect this merger.

4. The proposed merger herein certified has been adopted, approved, certified, executed and acknowledged by the Disappearing Corporation in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware and of Section 603 of the California Corporations Code.

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Signed and attested to on November 4, 1996.

VIASAT, INC.  
(a California corporation)

By:   
Mark D. Dankberg  
President

ATTEST:

  
Mark I. Miller  
Secretary

FROM LAPHAM &amp; WATKINS

(FRI) 2.14'97 10:16/ST. 10:10/NO. 4260383385 P 3

**CERTIFICATE OF INCORPORATION****OF****VIASAT, INC.**

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 9 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

**FIRST:** The name of the corporation (hereinafter the "Corporation") is

**VIASAT, INC.**

**SECOND:** The address, including street, number, city and county, of the registered office of the Corporation in the State of Delaware is 1013 Centre Road, City of Wilmington, County of New Castle; and the name of the registered agent of the Corporation in the State of Delaware is The Premice-Hall Corporation System, Inc.

**THIRD:** The nature of the business and of the purposes to be conducted and promoted by the Corporation shall be to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**FOURTH:** The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000). The par value of each such share is One Cent (\$.01). All such shares are of one class and are shares of Common Stock.

**FIFTH:** The name and the mailing address of the incorporator are as follows:

**NAME****MAILING ADDRESS**

Daniel Howard

701 "B" Street, Suite 2100  
San Diego, California 92101

**SIXTH:** The Corporation is to have perpetual existence.

**SEVENTH:** In furtherance and not in limitation of the powers conferred by statute, the board of directors shall have the power, without the vote or assent of the stockholders to adopt, amend or repeal the by-laws of the Corporation.

**EIGHTH:** The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

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**NINTH:** The Corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

**TENTH:** From time to time any of the provisions of this certificate of incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this certificate of incorporation are granted subject to the provisions of this Article NINTH.

Signed on October 25, 1996.

  
Daniel Howard, Incorporator

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