

Resub

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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

Tab settings

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

1. Name of conveying party(ies):

ACT Networks, Inc.

07/23/01

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-California, Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: 04/29/95

2. Name and address of receiving party(ies)

Name: ACT Networks, Inc.

Internal Address:

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 (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)

2190378 2041016 1944956 1898680 2242378 2072183 1952253 1952252

Additional number(s) attached Yes No

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

Name: Mary C. O'Connor

Internal Address:

Street Address: c/o Cooley Godward LLP

Five Palo Alto Square, 3000 El Camino Real

City: Palo Alto State: CA Zip: 94306

6. Total number of applications and registrations involved:

8

7. Total fee (37 CFR 3.41) \$215.00 was previously paid (see copy of attached check)

- 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 Name of Person Signing

Mary C. O'Connor Signature

October 8, 2001 Date

Total number of pages including cover sheet, attachments, and document 9

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

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, 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:

"ACT NETWORKS, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "ACT NETWORKS, INC." UNDER THE NAME OF "ACT NETWORKS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF MAY, A.D. 1995, AT 10 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1200671

DATE: 06-20-01

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REEL: 002386 FRAME: 0365

CERTIFICATE OF OWNERSHIP AND MERGER
OF
ACT NETWORKS, INC.,
a California corporation,
WITH AND INTO
ACT NETWORKS, INC.
a Delaware corporation

The undersigned corporation, ACT Networks, Inc., a corporation organized and existing under the laws of the State of California, hereby certifies as follows:

1. This Certificate of Ownership and Merger (the "Certificate") is executed pursuant to Section 253 of the General Corporation Law of the State of Delaware to effect the merger (the "Merger") of ACT Networks, Inc., a California corporation ("ACT California"), with and into ACT Networks, Inc., a Delaware corporation and a wholly-owned subsidiary of ACT California ("ACT Delaware").


2. ACT California owns all of the issued and outstanding capital stock of ACT Delaware.

3. Through an Action by Unanimous Written Consent dated as of January 19, 1995, the Board of Directors (the "Board") of ACT California approved the Merger and adopted the following resolutions:

RESOLVED, that, subject to and conditioned upon the approval by the shareholders of the Company, the appropriate officers of the Company be, and each of them hereby is, authorized, directed and empowered, for and on behalf of ACT California, to execute and deliver such agreements, documents and instruments and to take such actions as such officers, or any of them, shall deem necessary or appropriate in order to consummate the reincorporation of ACT California in the State of Delaware (the "Reincorporation"), including, but not limited to, the formation, incorporation and initial capitalization in exchange for the issuance to ACT California the capital stock of ACT Delaware and the negotiation, execution and delivery of an Agreement and Plan of Merger between ACT California and ACT Delaware (the "Merger Agreement") with respect to the Merger, pursuant to which, among other things, upon consummation of the Merger (the "Effective Date"), the separate existence of ACT California shall cease and ACT Delaware, under the name "ACT Networks, Inc.", as the surviving corporation in the Merger, (i) will continue to possess all of its assets, rights, powers and property as constituted immediately before the Effective Date, (ii) will be subject to all actions previously taken by the Board of Directors of both ACT California and ACT Delaware, (iii) will succeed, without transfer, to all assets, rights, powers and property of ACT California in the manner more fully set forth in Section 259 of the Delaware General Corporation Law, (iv) will

IN WITNESS WHEREOF, this Certificate of Ownership and Merger has been signed by and under the seal of ACT Networks, Inc., a California corporation, this 29th day of April, 1995.

ACT NETWORKS, INC.
a California corporation

By: 
Martin Shum
Chairman, President and Chief Executive Officer

ATTEST:


Martin Shum
Secretary