

RECORDAT

10.19.01

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DEC 19

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

1. Name of conveying party(ies):

Cabletron Systems, Inc.

Individual(s) Association
General Partnership Limited Partnership
x Corporation-State (DE)
Other

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

3. Nature of conveyance:

Assignment x Merger
Security Agreement x Change of Name
Other

Execution Date: August 2, 2001

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

Name: Enterasys Networks, Inc.

Internal Address: Building 36

Street Address: 35 Industrial Way

City: Rochester State: NH ZIP: 03867

Individual(s) citizenship

Association

General Partnership

Limited Partnership

x Corporation State - DE

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)

B. Trademark Registration No.(s) 1,927,017

Additional numbers attached? Yes x No

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

Name: Leslie Arnold

Internal Address:

Street Address:

Palmer & Dodge LLP
111 Huntington Avenue at Prudential Center

10/29/2001 TBIAZ1 00000120 1927017

01 FC:481

40.00 DP

City: Boston State: MA ZIP: 02199-7613

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

x Enclosed
Authorized to be charged to deposit account

8. Deposit account number:

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

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.

John Swan

Name of Person Signing

Signature

10/16/01

Date

Total number of pages comprising cover sheet attachments and document:

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:

"ENTERASYS NETWORKS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "CABLETRON SYSTEMS, INC." UNDER THE NAME OF "ENTERASYS NETWORKS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF AUGUST, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE SIXTH DAY OF AUGUST, A.D. 2001, AT 12:01 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2182956 8100M

AUTHENTICATION: 1349075

010464258

DATE: 09-19-01

TRADEMARK
REEL: 002395 FRAME: 0047

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
ENTERASYS NETWORKS, INC.
INTO
CABLETRON SYSTEMS, INC.**

Cabletron Systems, Inc., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the capital stock of Enterasys Networks, Inc., a Delaware corporation ("Enterasys").

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 12th day of July, 2001, determined to merge Enterasys into itself on the conditions set forth in such resolutions:

RESOLVED: That, effective August 6, 2001 at 12:01 a.m., the Corporation merge (the "Merger") into itself its subsidiary, Enterasys; that the Corporation be the surviving corporation in the merger; that all of the estate, property rights, privileges, powers and franchises of Enterasys be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Enterasys in its own name; and that the Corporation shall assume all of the liabilities and obligations of Enterasys.

RESOLVED: That, upon the effectiveness of the Merger, the Corporation's name shall be changed to "Enterasys Networks, Inc.";

RESOLVED: That the officers of the Corporation be and they hereby are directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolutions to merge said Enterasys into this Corporation and to assume Enterasys' liabilities and obligations and the date of adoption thereof and to file the same in the office of the Secretary of State of Delaware; and that the officers of the Corporation be and they hereby are authorized to execute, deliver, acknowledge and file any other documents necessary or desirable for the consummation of the Merger.

FOURTH: That this Certificate of Ownership and Merger shall become effective on August 6, 2001 at 12:01 a.m.

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