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Form PTO-1594

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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):

Global Converging Technologies, 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: February 4, 2000

2. Name and address of receiving party(ies)

Name: Broadband Gateways, Inc.

Internal

Address:

Street Address: 5055 W. Park Blvd., Suite 100

City: Plano State: TX Zip: 75093

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State Texas

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

12-26-2001

U.S. Patent & TMO/TM Mail Rpt Dt. #11

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2263401;

2338938;

2179306

Additional number(s) attached Yes No

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

Name: H. Lisa Koh, Esq.

Internal Address: THOMPSON & KNIGHT, L.L.P.

Street Address: 98 San Jacinto Blvd

Suite 1200

City: Austin State: TX Zip: 78701

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90

Enclosed

Authorized to be charged to deposit account
(If fee is deficient or missing)

8. Deposit account number:

20-0821

(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.

H. Lisa Koh

December 21, 2001

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 6

01/02/2002

DBYRNE

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01 FC:481
02 FC:482

40.00 OP
50.00 UP

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

TRADEMARK
REEL: 2415 FRAME: 0873



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT
OF

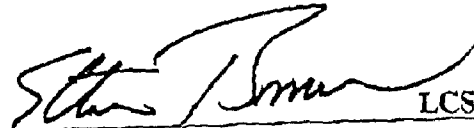
BROADBAND GATEWAYS, INC.
FORMERLY
GLOBAL CONVERGING TECHNOLOGIES, INC.

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Amendment for the above named entity have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Amendment.

Dated: February 11, 2000

Effective: February 11, 2000



LCS

Elton Bomer
Secretary of State

FEB 11 2000

ARTICLES OF AMENDMENT **Corporations Section**
TO THE AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GLOBAL CONVERGING TECHNOLOGIES, INC.

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, Global Converging Technologies, Inc., a Texas corporation (the "Corporation"), adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation.

ARTICLE I

The name of the Corporation is Global Converging Technologies, Inc.

ARTICLE II

The Amended and Restated Articles of Incorporation are hereby amended as set forth below.

1. ARTICLE I of the Amended and Restated Articles of Incorporation is hereby amended to read in its entirety as follows:

"The name of the Corporation is Broadband Gateways, Inc."

2. ARTICLE IV, Section A of the Amended and Restated Articles of Incorporation is hereby amended to read in its entirety as follows:

"A. GENERAL

The total number shares of all classes of capital stock that the Corporation shall have authority to issue is 26,000,000 of which (a) 18,000,000 shares are designated as Common Stock, par value \$0.01 per share, (b) 3,000,000 shares are designated as Class A Convertible Preferred Stock, par value \$0.87 per share, and (c) 5,000,000 shares are designated as Class B Convertible Preferred Stock, par value \$1.38 per share. The Class A Convertible Preferred Stock and the Class B Convertible Preferred Stock are hereafter collectively sometimes referred to as the "Preferred Stock."

3. ARTICLE IV, Section C(4)(d)(ix) of the Amended and Restated Articles of Incorporation is hereby amended to read in its entirety as follows:

"(ix) Certain Exceptions. Anything herein to the contrary notwithstanding, no adjustment will be made to the Conversion Number by reason of (A) the issuance of Preferred Stock pursuant to the Stock Purchase Agreement dated as of May 22, 1998 among the Corporation, Gregory Jones, Stephen Hansen, GCT Partners, L.P., DynaFund, L.P., and DynaFund International, L.P. (the "Investors") (as amended, modified, supplemented or restated from time to time, the "Stock Purchase Agreement"); (B) the issuance of shares of Class B Convertible Preferred Stock to the Investors (whether upon conversion of promissory notes payable by the Corporation to such Investors or otherwise), (C) the issuance of shares of Class B Convertible Preferred Stock to John F. McHale pursuant to that certain Subscription Agreement dated July 1999; (D) the issuance of shares of Common Stock into which the Preferred Stock is converted; (E) the issuance of shares of Common Stock upon the exercise of options to purchase Common Stock outstanding on or prior to April 20, 1998, and which are listed as outstanding in Schedule 3.6 of the Stock Purchase Agreement, (F) the issuance of shares of Common Stock, or the grant of options, rights or warrants to purchase Common Stock, to employees, officers, directors, advisors or consultants of the Corporation, and the issuance of shares of Common Stock pursuant to such options, rights or warrants; provided that any such issuance is approved by the Board of Directors, including not less than seventy-five percent (75%) of the directors of the Corporation who were elected by the holders of Preferred Stock, and further provided that the total number of such shares to be issued to employees, officers, directors, advisors or consultants shall not exceed 1,450,000, or (G) any other sale, grant or issuance of other securities of the Corporation if a majority of the Board of Directors, including not less than seventy-five percent (75%) of the directors of the Corporation who were elected by the holders of Preferred Stock, determine that such sale shall not trigger an adjustment pursuant to this Section 4."

4. ARTICLE IV, Section C(5)(b)(ii) of the Amended and Restated Articles of Incorporation is hereby amended to read in its entirety as follows:

"(ii) the authorization, issuance or sale, directly or indirectly, of (A) any capital stock or other equity securities or obligations, or (B) any rights, options or warrants to purchase any such capital stock, securities or obligations, or (C) any securities of any type whatsoever that are, or may become, convertible into any such capital stock, securities or obligations; provided, however, that the Corporation may issue or sell, or grant options, rights or warrants to purchase, up to 1,450,000 shares of Common Stock to employees, officers, directors, consultants

and advisors of the Corporation pursuant to one or more plans which are approved by a majority of the Board of Directors, including not less than seventy-five percent (75%) of the directors of the Corporation who were elected by the holders of the Preferred Stock"

ARTICLE III

These Articles of Amendment to the Amended and Restated Articles of Incorporation and each amendment effected hereby were duly adopted by the shareholders of the Corporation by written consents dated the 4th day of February, 2000.

ARTICLE IV

The number of shares of Common Stock of the Corporation outstanding at the time of such adoption was 3,380,148 and the number of shares entitled to vote on the Articles of Amendment to the Amended and Restated Articles of Incorporation was 3,380,148. The number of shares voting for the Articles of Amendment to the Amended and Restated Articles of Incorporation was 2,341,850. The number of shares voting against the Articles of Amendment to the Amended and Restated Articles of Incorporation was zero. Shareholders holding 2,341,850 shares of Common Stock have signed a written consent to the adoption of such Articles of Amendment to the Amended and Restated Articles of Incorporation pursuant to Article 9.10, and the written notice required by Article 9.10 has been sent to the shareholders who did not sign such written consent.


The number of shares of Class A Convertible Preferred Stock and the number of shares of Class B Convertible Preferred Stock of the Corporation outstanding at the time of such adoption was 6,291,573 and the number of such shares entitled to vote together as a class on the Articles of Amendment to the Amended and Restated Articles of Incorporation was 6,291,573. The number of shares of Class A Convertible Preferred Stock and Class B Convertible Preferred Stock voting for the Articles of Amendment to the Amended and Restated Articles of

Incorporation was 5,021,113. The number of shares voting against the Articles of Amendment to the Amended and Restated Articles of Incorporation was zero. Shareholders holding 5,021,113 shares of Class A Convertible Preferred Stock and Class B Convertible Preferred Stock voting together as a class have signed a written consent to the adoption of such Articles of Amendment to the Amended and Restated Articles of Incorporation pursuant to Article 9.10, and the written notice required by Article 9.10 has been sent to the shareholders who did not sign such written consent.

The amendment effected hereby does not provide for an exchange, reclassification or cancellation of any issued shares of capital stock and does not effect a change in the amount of stated capital.

IN WITNESS WHEREOF, and in accordance with Article 4.07D of the Texas Business Corporation Act, the undersigned has executed these Articles of Amendment to the Amended and Restated Articles of Incorporation as of this 4th day of February, 2000.

GLOBAL CONVERGING TECHNOLOGIES,
INC.

By 

Gregory M. Joties, President

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