

CERTIFICATE OF MERGER

OF

iPASS INC.
a California corporation

INTO

iPASS MERGER CORPORATION
a Delaware corporation

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify that:

1. The name and state of incorporation of each of the constituent corporations of the merger is as follows:

Name	State of Incorporation
iPass Inc.	California
iPass Merger Corporation	Delaware

2. An Agreement and Plan of Merger dated as of June 5, 2000 (the "Agreement of Merger") between iPass Inc. and iPass Merger Corporation has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

3. The surviving corporation in the merger is iPass Merger Corporation.

4. Upon the effectiveness of the filing of this Certificate of Merger, Article I of the Amended and Restated Certificate of Incorporation of iPass Merger Corporation shall be amended to state:

"The name of this corporation is iPass Inc."

5. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 3800 Bridge Parkway, Redwood Shores, California 94065.

6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

7. The authorized capital stock of iPass Inc. consists of (a) 60,000,000 shares of Common Stock, no par value per share and (b) 30,000,000 shares of Preferred Stock, no par value per share.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 06/09/2000
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IN WITNESS WHEREOF, this Certificate of Merger is hereby executed on behalf of the surviving corporation, iPass Merger Corporation, and attested to by its officers thereunto duly authorized.

Dated as of June 5, 2000.

iPASS MERGER CORPORATION,
a Delaware corporation

By:



Michael H. Mansouri
President

ATTEST:

By:



Brett D. White
Secretary