

03-13-2002



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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

U.S. Department of Commerce  
Patent and Trademark Office  
OFFICE OF PATENT RECORDS  
RECEIVED 03 AM 10:35  
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EXAMINATION

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New 2-22-02
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger Effective Date  
Month Day Year  
10162001
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year  
10162001

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  Association
- Corporation
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

03/13/2002 TDI A Z1 00000003 100435 76304630

FOR OFFICE USE ONLY

01 FC:481 40.00 CH  
02 FC:482 50.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 002460 FRAME: 0041

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

<input type="text" value="76304630"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="76302546"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="76233954"/>	<input type="text"/>	<input type="text"/>

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**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

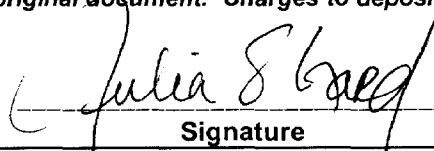
Yes

No

**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. Charges to deposit account are authorized, as indicated herein.

Name of Person Signing



Signature

Date Signed

*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 AMENDMENT OF "ZYOPTICS, INC.", CHANGING ITS NAME FROM "ZYOPTICS, INC." TO "AOPTIX TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF OCTOBER, A.D. 2001, AT 9 O'CLOCK A.M.

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



*Harriet Smith Windsor*  
 Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1396468

DATE: 10-17-01

3191384 3100

010513879

## WRITTEN CONSENT OF A MAJORITY

## OF THE STOCKHOLDERS OF

ZYOPTICS, INC.,

a Delaware corporation

The undersigned, constituting the holders of a majority of the outstanding shares of stock of Zyoptics, Inc., a Delaware corporation (this "Corporation"), in accordance with the authority contained in Section 228 of the Delaware General Corporation Law and Article II, Section 9 of the Amended Bylaws (the "Bylaws") of the Corporation, in lieu of a special meeting of the stockholders, without prior notice, and without a vote, consent in writing to the adoption of the following resolutions as of September \_\_\_, 2001.

Approval of Amendment to Second Amended and Restated Certificate of Incorporation. The following resolutions approving an amendment to the Corporation's Second Amended and Restated Certificate of Incorporation as amended on August 7, 2001 (the "Certificate of Incorporation") are adopted:

WHEREAS, the Board of Directors of the Corporation has deemed it to be advisable and in the best interest of the Corporation and its stockholders that the Certificate of Incorporation be amended to change the name of the Corporation to AOptix Technologies, Inc.;

NOW, THEREFORE, BE IT RESOLVED, that the amendment of Article I of the Certificate of Incorporation to read as follows be, and it hereby is, approved:

"1. The name of the corporation is AOptix Technologies, Inc. (the "Company")."

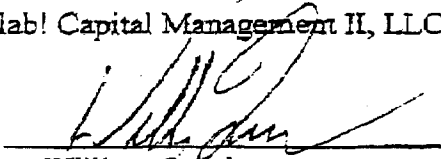
IN WITNESS WHEREOF, the undersigned have executed this Written Consent of Stockholders as of the date first set forth above, thereby agreeing that the foregoing recitals and resolutions shall be of the same force and effect as if regularly adopted at a meeting of stockholders of this Corporation held upon due notice.

(Signature page(s) follow)

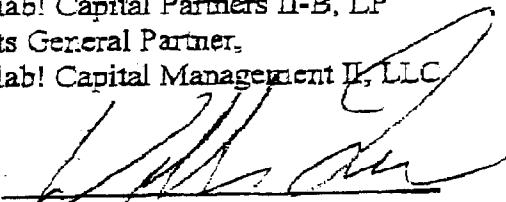
This written consent may be executed in one or more counterparts, any of which may be executed and transmitted by facsimile, and each of which will be deemed to be an original of this written consent and all of which, when taken together, will be deemed to constitute one and the same instrument.

The undersigned, as the stockholders of a majority of the outstanding shares of voting stock of the Corporation with respect to the foregoing actions, do hereby consent to the foregoing action as of the date set forth above.

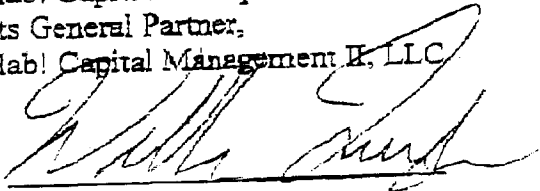
idealab! Capital Partners II-A, LP  
By its General Partner,  
idealab! Capital Management II, LLC

By:   
William Quigley  
Managing Director

idealab! Capital Partners II-B, LP  
By its General Partner,  
idealab! Capital Management II, LLC

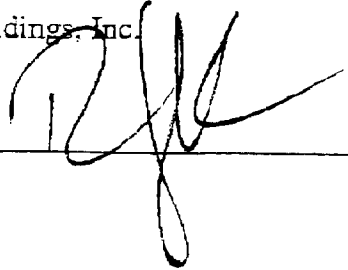
By:   
William Quigley  
Managing Director

idealab! Capital Principals Fund, LP  
By its General Partner,  
idealab! Capital Management II, LLC

By:   
William Quigley  
Managing Director

KPCB Holdings, Inc.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_



\_\_\_\_\_  
Richard Rosenblatt

\_\_\_\_\_  
Ed Cespedes

\_\_\_\_\_  
Martin T. Goldblum

\_\_\_\_\_  
Brian Ross

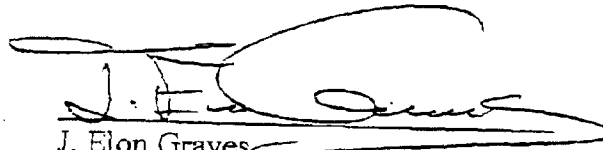
\_\_\_\_\_  
Andy Kieffer

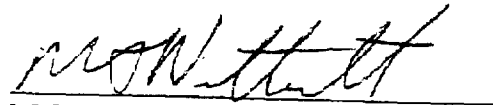
\_\_\_\_\_  
Chris Ripley

\_\_\_\_\_  
Mel Tang

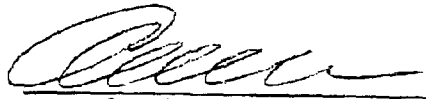
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Joe Ruskiewicz

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Tony Hsu

  
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J. Elon Graves

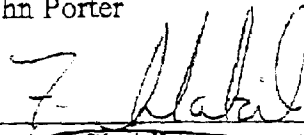
  
\_\_\_\_\_  
Malcolm Northcott

EDGEWATER VENTURES, L.L.C.

By   
Name: Anthony Mazzarella  
Title: Managing member

\_\_\_\_\_  
John Mazza

\_\_\_\_\_  
John Porter

  
\_\_\_\_\_  
Farshad Shakib



\_\_\_\_\_  
Joe Ruskiewicz

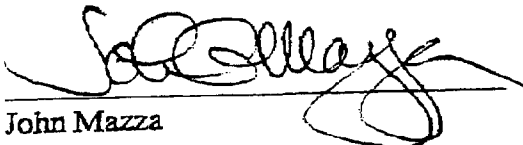
\_\_\_\_\_  
Tony Hsu

\_\_\_\_\_  
J. Elon Graves

\_\_\_\_\_  
Malcolm Northcott

EDGEWATER VENTURES, L.L.C.

By \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

  
\_\_\_\_\_  
John Mazza

\_\_\_\_\_  
John Porter

\_\_\_\_\_  
Farshad Shakib