

U.S. DEPARTMENT OF COMMERCE
RECORDATION FORM CO
Patent and Trademark
TRADEMARKS ONLY



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

1. Name of Party(ies) conveying an interest:

VTEL Corporation
108 Wild Basin Road
Austin, Texas 78746

State of Incorporation: Delaware

Additional names of conveying party(ies) attached?
Yes No

Individual(s) Association
 General Partnership Limited Partnership
 Corporation
 Other

3-5-02

2. Name and Address of Party(ies) receiving an interest:

Forgent Networks, Inc.
108 Wild Basin Road
Austin, Texas 78746

State of Incorporation: Delaware

Individual Association
 General Partnership Limited Partnership
 Corporation
 Other
 Citizenship

OFFICE OF PUBLIC RECORDS
2002 MAR -5 PM 12:36
FINANCE SECTION

3. Interest Conveyed:

Assignment Change of Name
 Security Agreement Merger
 Other

If not domiciled in the United States, a domestic representative designation is attached:

Yes
 No

Effective Date: January 15, 2002

4. Application number(s) or registration number(s). Additional sheet attached? Yes No

A. Trademark Application No.(s)
76/336,092 (Attorney Docket No. 021556.0143)
76/336,013 (Attorney Docket No. 021556.0144)

B. Trademark Registration No.(s)

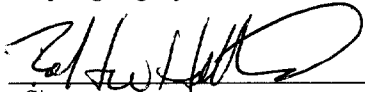
5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Robert W. Holland
Baker Botts L.L.P.
Street Address: 2001 Ross Avenue, Suite 600
City: Dallas
State: Texas Zip: 75201

6. Number of applications and registrations involved: 2
7. Amount of fee enclosed or authorized to be charged: \$80.00
8. Deposit account number (Attach duplicate copy of this form 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.

Robert W. Holland  Signature 28 Feb 2002 Date

Total number of pages including cover sheet 15

OMB No. 0651-0011 (exp.4/94)
Do not detach this portion

03/26/2002 TDI A Z I 00000194 76336092
01 FC:481 40.00 OP
02 FC:482 25.00 OP

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

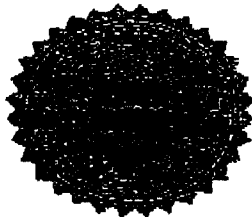
Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

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CHECK REFUND TOTAL: \$15.00
Refund Ref: 03/26/2002 TDI A Z I

The First 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 "VTEL CORPORATION", CHANGING ITS NAME FROM "VTEL CORPORATION" TO "FORGENT NETWORKS, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF JANUARY, A.D. 2002, AT 11 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: 1560005

DATE: 01-15-02

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**CERTIFICATE OF AMENDMENT
TO THE FOURTH AMENDED RESTATED
CERTIFICATE OF INCORPORATION
OF VTEL CORPORATION**

It is hereby certified that:

1. The name of the corporation (the "Corporation") is VTEL Corporation.

2. This amendment to the Corporation's Fourth Amended Restated Certificate of Incorporation (the "Certificate of Incorporation") hereby amends Article I of the Certificate of Incorporation to read as follows:

**"Article I
Name**


The name of the Corporation is **Forgeant Networks, Inc."**

3. The foregoing amendment (the "Amendment") has been approved by the Corporation pursuant to a resolution of its Board of Directors and thereafter, pursuant to a resolution of the Board of Directors, an annual meeting of the stockholders of the Corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of Amendment.

4. The Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

5. This Certificate of Amendment shall become effective on the date and at the time this Certificate of Amendment is duly filed with and accepted by the Secretary of State of the State of Delaware.

..... ~~IN WITNESS WHEREOF~~ this Certificate of Amendment has been executed for VTEL Corporation, by Jay Peterson, its Chief Financial Officer and Vice President, Finance, this 14 day of January, 2002.


Jay Peterson,
Chief Financial Officer and
Vice President, Finance

DALLAS 678452-1 23561-00001

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:00 AM 01/15/2002
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