

04-02-2002

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office



102039310

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

4-2-02

1. Name of the conveying party(ies): iTopia, Inc. 1135 W. Sunset Blvd. Rocklin, CA 95765. [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State: Delaware [] Other. Additional name(s) of conveying party(ies) attached?: [] Yes [x] No

2. Name and address of receiving party(ies) Name: 5by5 Networks, Inc. Internal Address: Street Address: 1135 W. Sunset Blvd. City: Rocklin State: CA Zip: 95765. [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State: Delaware [] Other. If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [x] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [x] No

3. Nature of conveyance: [] Assignment [] Merger [] Security Agreement [x] Change of Name [] Other. Execution Date: February 7, 2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75746883 76361795 76361796 76366856. Additional number(s) attached [] Yes [x] No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Pamela A. Stone Internal Address: Orrick, Herrington & Sutcliffe LLP Street Address: 400 Capitol Mall, Suite 3000 City: Sacramento State: CA Zip: 95814

6. Total number of applications and registrations involved: 4. 7. Total fee (37 CFR 3.41): \$ 115 [x] Enclosed [] Authorized to be charged to deposit account. 8. Deposit account number: 15-0665 (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. Pamela A. Stone Name of Person Signing [Signature] Signature April 1, 2002 Date

Total number of pages including cover sheet, attachments, and document: 3

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

04/02/2002 6TON11 00000175 75746883 01 FC:481 40.00 OP 02 FC:482 75.00 OP

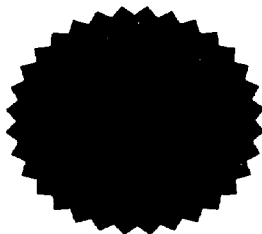
Delaware

PAGE 1

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 "ITOPIA, INC.", CHANGING ITS NAME FROM "ITOPIA, INC." TO "5BY5 NETWORKS, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF FEBRUARY, A.D. 2002, AT 9 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1602883

DATE: 02-08-02

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TRADEMARK
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**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION**

OF

ITOPIA, INC.

The undersigned hereby certifies that:

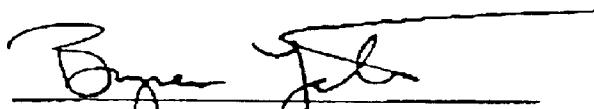
1. He is the duly elected and acting Secretary of iTopia, Inc., a Delaware corporation.
2. The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of Delaware on May 5, 2000, which was amended by that First Amended and Restated Certificate of Incorporation on July 24, 2000, which was further amended by that Second Amended and Restated Certificate of Incorporation on May 1, 2001 and which was further amended by that Third Amended and Restated Certificate of Incorporation on September 20, 2001.
3. Article I shall be deleted in its entirety and amended to read as follows:

"ARTICLE I

The name of the corporation is 5by5 Networks, Inc."

4. The foregoing amendment has been duly adopted by this corporation's Board of Directors and stockholders in accordance with the applicable provisions of Sections 141(f) and 228 and pursuant to Section 242 of the General Corporation Law of the State of Delaware.

Executed at Sacramento, California, on February 7, 2002.


Byren Yates, Secretary

DOCNO:1298537.2

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 02/07/2002
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RECORDED: 04/02/2002

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