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

1. Name of conveying Party(ies):
Belkin Components *7-22-02*

Individual(s) Association
 General partnership Limited Partnership
 Corporation-State California
 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: _____

2. Name and address of receiving Party(ies)
Name: Belkin Corporation.
Internal Address: Compton, California
Street Address: 501 West Walnut Street
City: Compton State: CA ZIP: 90220

Individual(s) Citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 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

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
76/421,701

Additional numbers attached? Yes No

B. Trademark Registration No's

FINAID SECTION
JUL 23 2002 PM 11 48

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Robin Kitzes Silk
Internal Address: Bryan Cave LLP
245 Park Avenue
New York, NY 10167-0034

Street Address:
245 Park Avenue

City: New York State: NY ZIP: 10167-0034

6. Total Number of applications and registrations involved: 188

7. Total fee (37 CFR 3.41): \$ 40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit Account number:
02-4467 - To be charged in the event of any deficiency in the fee presented herewith

(Attach) duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. State 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.

Robin Kitzes Silk *Robin Kitzes Silk* July 16, 2002
Name of Person Signing Signature Date

Total number of pages including this cover sheet and any attachments: 7

OMB No. 0651-0011 (exp. 4/94)
07/24/2002 INVELLER 00000022 76421701
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Mail documents to be recorded with required cover sheet information to:
**Commissioner of Patents 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.

**CERTIFICATE OF MERGER
OF
BELKIN COMPONENTS
WITH AND INTO
BELKIN CORPORATION**

**Pursuant to Section 252 of the
General Corporation Law of the State of Delaware**

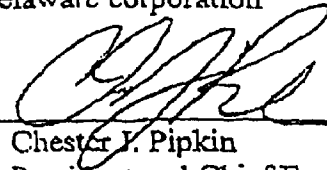
Belkin Corporation, a Delaware corporation ("Surviving Corporation"), does hereby certify to the following facts relating to the merger (the "Merger") of Belkin Components, a California corporation ("Disappearing Corporation"), with and into Surviving Corporation, with Surviving Corporation remaining as the surviving corporation of the Merger:

- FIRST:** Surviving Corporation is a Delaware corporation incorporated pursuant to the General Corporation Law of the State of Delaware. Disappearing Corporation is a California corporation incorporated pursuant to the General Corporation Law of the State of California. Surviving Corporation and Disappearing Corporation are the constituent corporations in the Merger.
- SECOND:** A Plan and Agreement of Merger between Surviving Corporation and Disappearing Corporation setting forth the terms and conditions of the Merger has been approved, adopted, certified, executed and acknowledged in accordance with the provisions of Section 252 of the General Corporation Law of the State of Delaware.
- THIRD:** The name of the Surviving Corporation shall be the name of the surviving corporation in the Merger.
- FOURTH:** Upon the effectiveness of the Merger, the certificate of incorporation of the Surviving Corporation shall be the certificate of incorporation of the surviving corporation.
- FIFTH:** The executed Plan and Agreement of Merger is on file at the principal place of business of the Surviving Corporation, located at 501 West Walnut Street, Compton, California 90220.
- SIXTH:** A copy of the executed Plan and Agreement of Merger will be furnished by Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation of the Merger.

IN WITNESS WHEREOF, Surviving Corporation has caused this Certificate to be duly executed as of June 20, 2002.

BELKIN CORPORATION,
a Delaware corporation

By: _____



Chester J. Pipkin
President and Chief Executive Officer

Delaware

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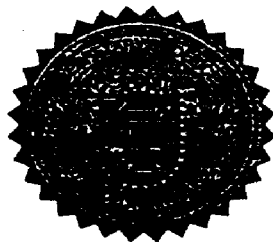
The First State

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 MERGER, WHICH MERGES:

"BELKIN COMPONENTS", A CALIFORNIA CORPORATION,

WITH AND INTO "BELKIN CORPORATION" UNDER THE NAME OF "BELKIN CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF JUNE, A.D. 2002, AT 1:45 O'CLOCK P.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

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AUTHENTICATION: 1843340

02 RECORDED: 07/22/2002

TRADEMARK
DATE: 06-29-02
REEL: 002548 FRAME: 0548