

01-10-2003



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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

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

1. Name of conveying party(ies): Net-Hopper Systems, Inc. 330 Research Court, Suite 250 Norcross, GA 30092
4/20/02
Additional name(s) of conveying party(ies) attached? No

2. Name and address of receiving party(ies) Name: Spirent Communications of Rockville, Inc. Internal Address: Street Address: 15200 Omega Drive City: Rockville State: MD Zip: 20850-3240
If assignee is not domiciled in the United States, a domestic representative designation is attached: No
Additional name(s) & address(es) attached? No

3. Nature of conveyance: Merger Change of Name Change of Name Resulting from Merger
Execution Date: February 26, 2002 (merger and name change)

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75/918,936

B. Trademark Registration No.(s)

Additional number(s) attached No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Roger P. Furey Internal Address: KATTEN MUCHEN ZAVIS ROSENMAN Street Address: 1025 Thomas Jefferson Street, N.W. City: Washington State: DC Zip: 20007-5201

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00 Enclosed Authorized to be charged to deposit account

8. Deposit account number: 50-1877

DO NOT USE THIS SPACE

9. Signature: Sylvia D. Davis Name of Person Signing

Signature

11/19/02 Date

Total number of pages including cover sheet, attachments, and document: 15

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

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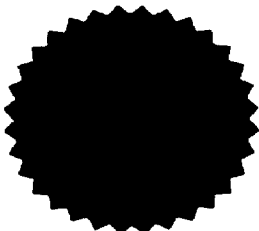
# Delaware

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 "SPIRENT COMMUNICATIONS OF ROCKVILLE, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 2002, AT 4:30 O'CLOCK P.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

2084786 8100

AUTHENTICATION: 1634895

020130448

DATE: 02-27-02

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**AGREEMENT AND PLAN OF MERGER  
OF  
SPIRENT COMMUNICATIONS OF ROCKVILLE, INC.  
(a Delaware corporation)  
AND  
NET-HOPPER SYSTEMS, INC.  
(a Georgia corporation)**

**AGREEMENT AND PLAN OF MERGER (this "Agreement") entered into as of February 26, 2002, by and between SPIRENT COMMUNICATIONS OF ROCKVILLE, INC. ("Rockville"), a Delaware corporation, and approved by resolution adopted by its Board of Directors and sole stockholder on said date, and NET-HOPPER SYSTEMS, INC. ("Net-Hopper"), a Georgia corporation, and approved by resolution adopted by its Board of Directors and sole stockholder on said date.**

**WHEREAS, the General Corporation Law of the State of Delaware permits a merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and**

**WHEREAS, the Business Corporation Code of the State of Georgia permits the merger of a business corporation of the State of Georgia with and into a business corporation of another jurisdiction; and**

**WHEREAS, Rockville and Net-Hopper and the respective Boards of Directors and sole stockholders thereof deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective sole stockholders to merge Net-Hopper with and into Rockville pursuant to the provisions of the General Corporation Law of the State of Delaware and pursuant to the provisions of the Business Corporation Code of the State of Georgia upon the terms and conditions hereinafter set forth;**

**NOW, THEREFORE, in consideration of the premises and of the mutual agreements of the parties hereto, being thereunto duly entered into by Rockville and approved by a resolution adopted by its Board of Directors and sole stockholder and being thereunto duly entered into by Net-Hopper and approved by a resolution adopted by its Board of Directors and sole stockholder, this Agreement and the terms and conditions thereof and the mode of carrying the same into effect together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth:**

**1. Rockville and Net-Hopper shall, pursuant to the provisions of the General Corporation Law of the State of Delaware and to the provisions of the Business Corporation Code of the State of Georgia, be merged with and into a single corporation,**

to wit, Rockville, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name. The separate existence of Net-Hopper, which is sometimes hereinafter referred to as the "terminating corporation," shall cease at said effective time in accordance with the provisions of the Business Corporation Code of the State of Georgia.

2. The present Certificate of Incorporation of Rockville will be the Certificate of Incorporation of the surviving corporation and will continue to be the Certificate of Incorporation of said surviving corporation until amended or changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

3. The present By-Laws of Rockville will be the By-Laws of the surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of Rockville at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their same directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-Laws of the surviving corporation.

5. Rockville has an authorized capital stock consisting of 20,000 shares of common stock, \$1.00 par value, of which 10,000 have been issued and are now outstanding. Net-Hopper has an authorized capital stock consisting of 20,000,000 shares of common stock, no par value, of which 100 have been issued and are now outstanding.

6. Each issued share of the terminating corporation shall, at the effective time of the merger, forthwith cease to exist and be cancelled, except as provided by law in respect of shares as to which holders may exercise any appraisal rights to which they may be entitled. At the effective time of the merger, Spirent Holdings Corporation, a Delaware corporation, the sole shareholder of the terminating corporation, shall be issued by the surviving corporation one (1) share of the common stock of the surviving corporation. The issued shares of Rockville shall not be converted or exchanged in any manner, but each said share which is issued as of the effective time of the merger shall continue to represent one issued share of the surviving corporation.

7. In the event that this Agreement shall have been fully approved and adopted on behalf of the terminating corporation in accordance with the provisions of the Business Corporation Code of the State of Georgia and on behalf of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Georgia and by the laws of the State of Delaware, and that they will cause to be

performed all necessary acts within the State of Georgia and the State of Delaware and elsewhere to effectuate the merger herein provided for.

8. The effective time of the merger shall be the last to occur of the close of business on (i) February 28, 2002, (ii) the date on which a Certificate of Merger is filed with the Secretary of State of the State of Georgia, and (iii) the date on which a Certificate of Merger is filed with the Secretary of State of the State of Delaware.

9. The Board of Directors and the proper officers of the terminating corporation and the surviving corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement or of the merger herein provided for.

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IN WITNESS WHEREOF, this Agreement is hereby executed on behalf of each of the constitute corporations party hereto.

Dated: February 26, 2002.

SPIRENT COMMUNICATIONS OF  
ROCKVILLE, INC.

By: Jim Schleckser  
Name: Jim Schleckser  
Title: President

NET-HOPPER SYSTEMS, INC.

By: Jim Schleckser  
Name: Jim Schleckser  
Title: President

**CERTIFICATE OF AMENDMENT  
of the  
CERTIFICATE OF INCORPORATION  
of  
SPIRENT COMMUNICATIONS OF ROCKVILLE, INC.**

I, Jim Schleckser, President of Spirent Communications of Rockville, Inc., a Delaware corporation (the "Corporation"), do hereby certify as follows:

1. Section 4 of the Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

"4. The total number of shares of stock which the Corporation shall have the authority to issue is twenty thousand (20,000) and the par value of each of such shares is One Dollar (\$1.00), amounting in the aggregate to Twenty Thousand Dollars (\$20,000.00)."

2. The foregoing amendment to the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

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[SIGNATURE PAGE TO CERTIFICATE OF AMENDMENT]

Signed and attested to on February 26, 2002.

SPIRENT COMMUNICATIONS OF  
ROCKVILLE, INC.

By: Jim Schleckser  
Jim Schleckser  
President

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02/22/2002 2:00 PM



# 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 MERGER, WHICH MERGES:

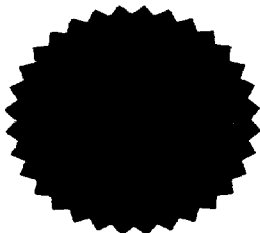
"NET-HOPPER SYSTEMS, INC.", A GEORGIA CORPORATION,

WITH AND INTO "SPIRENT COMMUNICATIONS OF ROCKVILLE, INC."

UNDER THE NAME OF "SPIRENT COMMUNICATIONS OF ROCKVILLE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2002, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2002.

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

2084786 8100M

AUTHENTICATION: 1638758

020133794

DATE: 02-28-02

TRADEMARK  
REEL: 002646 FRAME: 0602

**CERTIFICATE OF MERGER  
OF  
Net-Hopper Systems, Inc.  
INTO  
Spirent Communications of Rockville, Inc.**

Pursuant to Section 252(c) of the Delaware General Corporation Law, the undersigned surviving corporation submits the following Certificate of Merger for filing and certifies that:

1. The name and state or jurisdiction of incorporation of each of the entities that is a party to the merger are:

<u>Name</u>	<u>Jurisdiction</u>
Net-Hopper Systems, Inc.	Georgia
Spirent Communications of Rockville, Inc.	Delaware

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the foregoing corporations in accordance with the provisions of Section 252(c) of the Delaware General Corporation Law.
3. The name of the surviving corporation is Spirent Communications of Rockville, Inc. ("Rockville").
4. The present Certificate of Incorporation of Rockville shall be the Certificate of Incorporation of the surviving corporation.
5. The merger shall become effective upon the close of business on February 28, 2002.
6. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation which is located at 15200 Omega Drive Rockville, MD 20850-3240.
7. 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 Rockville or Net-Hopper Systems, Inc.
8. Net-Hopper Systems, Inc. has an authorized capital stock consisting of 20,000,000 shares of common stock, no par value.

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IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the  
26<sup>th</sup> day of February, 2002.

SPIRENT COMMUNICATIONS OF  
ROCKVILLE, INC.

By: Jim Schickel  
Name: JIM SCHICKEL  
Title: PRESIDENT

**CERTIFICATE OF MERGER  
OF  
Net-Hopper Systems, Inc.  
INTO  
Spirent Communications of Rockville, Inc.**

Pursuant to Section 14-2-1105(b) of the Georgia Business Corporation Code, the undersigned surviving corporation submits the following Certificate of Merger for filing and certifies that:

1. The name and state of incorporation of each of the entities that is a party to the merger are:

<u>Name</u>	<u>State of Incorporation</u>
Net-Hopper Systems, Inc.	Georgia
Spirent Communications of Rockville, Inc.	Delaware

2. The name of the surviving corporation is Spirent Communications of Rockville, Inc. ("Rockville").
3. The present Certificate of Incorporation of Rockville shall be the Certificate of Incorporation of the surviving corporation.
4. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation which is located at 15200 Omega Drive Rockville, MD 20850-3240.
5. 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 Rockville or Net-Hopper Systems, Inc.
6. The merger, and the Agreement and Plan of Merger, has been duly approved by the shareholders of each of the constituent corporations to the merger.
7. The merger shall become effective upon the last to occur of the close of business on (i) February 28, 2002, (ii) the date on which a Certificate of Merger is filed with the Secretary of State of the State of Georgia, and (iii) the date on which a Certificate of Merger is filed with the Secretary of State of the State of Delaware.
8. By signing below, the surviving corporation agrees that the request for publication of a notice of the filing of this Certificate of Merger and payment therefor will be made as required by Section 14-2-1105.1(b) of the Georgia Business Corporation Code.

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IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 26<sup>th</sup>  
day of February, 2002.

SPIRENT COMMUNICATIONS OF ROCKVILLE, INC.

By: Jim Schleckser  
Name: Jim Schleckser  
Title: President

SECRETARY OF STATE  
2002 FEB 28 A 11:31  
CORPORATIONS DIVISION