

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Rackable Corporation		12/23/2002	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Rackable Systems, Inc.
Street Address:	Four Embarcadero
Internal Address:	Suite 3350
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94111
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number
Registration Number:	2561285

CORRESPONDENCE DATA

Fax Number: (312)861-2200
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312-861-2000
 Email: christine_casey@chicago.kirkland.com
 Correspondent Name: Jeffery S. Norman
 Address Line 1: 200 East Randolph Drive
 Address Line 2: Suite 5300
 Address Line 4: Chicago, ILLINOIS 60601

NAME OF SUBMITTER:	Christine A. Casey
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Total Attachments: 3

900000305

**TRADEMARK
 REEL: 002650 FRAME: 0633**

CH \$40.00 2561285

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Delaware

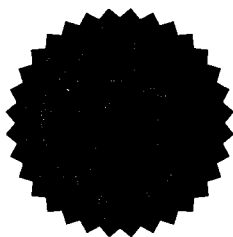
PAGE 1

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 "RACKABLE CORPORATION", CHANGING ITS NAME FROM "RACKABLE CORPORATION" TO "RACKABLE SYSTEMS, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2002, AT 2:16 O'CLOCK P.M.

3601107 8100

020793664



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2166541

DATE: 12-23-02

TRADEMARK

REEL: 002650 FRAME: 0635

CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
RACKABLE CORPORATION

Adopted in accordance with the provisions
of §242 of the General Corporation Law
of the State of Delaware

Marc Rubin, being the Vice President of
Rackable Corporation, a corporation duly organized and existing under and by virtue of
the General Corporation Law of the State of Delaware (the "Corporation"), does hereby
certify as follows:

FIRST: That the Amended and Restated Certificate of Incorporation
of the Corporation be, and hereby is, amended by deleting Article One in its entirety and
substituting in lieu thereof a new Article One to read as follows:

ARTICLE ONE

The name of the corporation is Rackable Systems, Inc.

SECOND: That the Board of Directors of the Corporation approved the
foregoing amendment by unanimous written consent pursuant to the provisions of
Section 141(f) and 242 of the General Corporation Law of the State of Delaware and
directed that such amendment be submitted to the stockholders of the Corporation
entitled to vote thereon for their consideration, approval and adoption thereof.

THIRD: That the stockholders entitled to vote thereon approved the
foregoing amendment by written consent in accordance with Section 228 and 242 of the
General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned does hereby certify under penalties of perjury that this Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation is the act and deed of the undersigned and the facts stated herein are true and accordingly has hereunto set his hand this 23rd day of December, 2002.

RACKABLE CORPORATION

By: 
Marc Rubin

Its: Vice President

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