

01-31-2003

Docket No. 45675/KMO/B600

REC



102353082

Box Assignment
Commissioner of Patents and Trademarks
Washington, D.C. 20231

Post Office Box 7068
Pasadena, CA 91109-7068

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

<p>1. Name of conveying party(ies): ServerWorks Corp. <i>1-29-03</i></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other <input checked="" type="checkbox"/> Exists Under Laws of Delaware</p> <p>Additional name(s) of conveying party(ies) attached: NO</p>	<p>2. Name and address of receiving party(ies): Name: ServerWorks Corporation Street Address: 2251 Lawson Lane Santa Clara, California 95054</p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other: <input checked="" type="checkbox"/> Exists Under Laws of Delaware</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: (Designation must be a separate document from Assignment). Additional name(s) & address(es) attached? NO</p>
<p>3. Name of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: January 16, 2001</p>	<p>4. B. Trademark Registration No.(s)</p>
<p>4. A. Trademark Application No.(s) <u>75/841,146</u></p>	<p>Additional numbers attached? NO</p>
<p>5. Please return the recorded document and address all correspondence to: CHRISTIE, PARKER & HALE, LLP P.O. Box 7068 Pasadena, CA 91109-7068 Attention: Kathleen M. Olster</p>	<p>6. Total number of applications or registrations involved..... 1</p> <p>7. <input checked="" type="checkbox"/> Total fee enclosed (37 CFR 3.41): \$ 40.00</p> <p>8. <input checked="" type="checkbox"/> Any deficiency or overpayment of fees should be charged or credited to Deposit Account No. 03-1728, except for payment of issue fees required under 37 CFR § 1.18. Please show our docket number with any credit or charge to our Deposit Account.</p>
<p>10. <input type="checkbox"/> Explanatory letter is enclosed.</p>	
<p>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.</p> <p>Date: January 22, 2003</p> <p>I hereby certify that this correspondence is being deposited with the U.S. Postal Service as first class mail in an envelope addressed to Assistant Commissioner for Trademarks, 2900 Crystal Drive Arlington, VA 22202-3513 on: Date of Deposit: <u><i>1-22-03</i></u></p> <p>By <u><i>Kathleen M. Olster</i></u> Name: Kathleen M. Olster 626/795-9900</p> <p>Total number of pages including cover sheet, attachments, and document: 8</p>	

FINANCE SECTION
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State of Delaware
Office of the Secretary of State

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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:

"RCC ACQUISITION CORP.", A DELAWARE CORPORATION,
WITH AND INTO "SERVERWORKS CORP." UNDER THE NAME OF "SERVERWORKS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF JANUARY, A.D. 2001, AT 6 O'CLOCK P.M.

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



Harriet Smith Windsor

Secretary of State

2454606 8100M

AUTHENTICATION: 0917390

010024617

DATE: 01-16-01

TRADEMARK
REEL: 002662 FRAME: 0002

CERTIFICATE OF MERGER

OF

RCC ACQUISITION CORP.,
a Delaware corporation,

with and into

SERVERWORKS CORP.,
a Delaware corporation

Pursuant to Section 251 of the
Delaware General Corporation Law

ServerWorks Corp., a corporation organized and existing pursuant to the Delaware General Corporation Law ("DGCL"), does hereby certify that:

1. The name and the state and date of incorporation of each of the constituent corporations (the "Constituent Corporations") are as follows:

RCC Acquisition Corp. was incorporated on
November 27, 2000 in the State of Delaware pursuant to the
Delaware General Corporation Law ("DGCL").

ServerWorks Corp., was incorporated in the State of Delaware
on November 21, 1994 pursuant to the DGCL; and

2. A Merger Agreement and Plan of Reorganization has been approved, adopted, certified, executed, and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the DGCL.

3. ServerWorks Corp. shall be the surviving corporation in the merger (the "Surviving Corporation"). The name of the Surviving Corporation shall be "ServerWorks Corporation."

4. The Certificate of Incorporation of ServerWorks Corp., shall be amended and restated in the form of Annex 1 attached hereto as of the effective time of the Merger and as so amended and restated shall be the Certificate of Incorporation of the Surviving Corporation.

5. The executed Merger Agreement and Plan of Reorganization is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is:

2251 Lawson Lane
Santa Clara, California 95054

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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6. A copy of the Merger Agreement and Plan of Reorganization will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any of the Constituent Corporations.

The undersigned declares under penalty of perjury that the matters set forth herein are true and correct of his own knowledge.

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ANNEX I

RESTATED CERTIFICATE OF INCORPORATION
OF
SERVERWORKS CORPORATION

ARTICLE I

The name of this corporation is ServerWorks Corporation (hereinafter, the "Corporation").

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware and the County of Kent is 9 East Lockerman Street, Dover, Delaware 19901. The name of the Corporation's registered agent at such address is National Registered Agents, Inc.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

ARTICLE IV

The total number of shares of stock which the Corporation shall have authority to issue is 1000 shares of common stock, par value \$0.01 per share.

ARTICLE V

The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors (the "Board of Directors"). The Board of Directors shall consist of not less than one nor more than fifteen members, the exact number of which shall be determined by the Board of Directors.

ARTICLE VI

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to make, amend and repeal the Bylaws of the Corporation, as may be amended from time to time (the "Bylaws").

ARTICLE VII

The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Delaware. All rights herein conferred are granted subject to this reservation.

ARTICLE VIII

No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) pursuant to Section 174 of the DGCL or (d) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article VIII by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE IX

The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right to indemnification conferred by this Article IX shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article IX to directors and officers of the Corporation.

The rights to indemnification and to the advance of expenses conferred in this Article IX shall not be exclusive of any other right which any person may have or hereafter acquire under this Certificate of Incorporation, the Bylaws, any statute, agreement, vote of stockholders or disinterested directors or otherwise.

Any repeal or modification of this Article IX by the stockholders of the Corporation shall not adversely affect any rights to indemnification and to the advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

ARTICLE X

In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the DGCL, this Certificate of Incorporation, and any Bylaws adopted by the stockholders; *provided, however,* that no Bylaws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such Bylaws had not been adopted.