

RECORDATION FORM COVER SHEET

02-13-2003

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office



Y

To the Honorable Commissioner of Patents &

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original documents or copy thereof.

1. Name of conveying party(ies):

1-24-03

Keylabs, Inc.

- Individual(s)
- General Partnership
- Corporation-State of Utah
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: January 7, 2000

2. Name and address of receiving party(ies):

Name: Exodus Communications, Inc.

Internal Address: 385 South 520 West

City: Lindon State: UT Zip: 84042

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Utah
- 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

OFFICE OF PATENT RECORDS
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FINANCIAL SECTION

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) B. Trademark registration No.(s) 76/259,943; 76/259,939; 1,978,062

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Preston C. Regehr

Internal Address: PARSONS BEHLE & LATIMER

Street Address: 201 South Main Street, Suite 1800

City: Salt Lake City State: Utah Zip: 84111

6. Total number of applications and registrations involved: 3

7. Total Fee (37 CFR 3.41): \$90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-0581

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

02/13/2003 TBI021 00000002 500581 76259943
FC:8521 40.00 CH
FC:8522 50.00 CH

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.

Preston C. Regehr
Name of Person Signing

Preston C. Regehr Signature Jan 23/03 Date

Total number of pages comprising cover sheet: 1

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ARTICLES OF MERGER

FOR THE MERGER

OF

EKLI ACQUISITION CORP.

(a Utah corporation)

WITH AND INTO

KEYLABS, INC.

(a Utah corporation)

Pursuant to the provisions of Section 16-10a-1105 of the Utah Revised Business Corporation Act (the "Utah Act"), EKLI Acquisition Corp, a Utah corporation ("EKLI"), and KeyLabs, Inc., a Utah corporation ("KeyLabs"), adopt and execute the following Articles of Merger in connection with the merger (the "Merger") to be effected between KeyLabs and EKLI. The Merger shall be effected upon the filing of these Articles of Merger with the Utah Department of Commerce, Division of Corporations and Commercial Code (the "Division").

ARTICLE 1

The Plan of Merger is as follows:

(a) Parties to the Merger; Surviving Corporation; Effects of the Merger. Upon the filing of these Articles of Merger with the Division (the "Effective Time"), the following shall occur: (i) the separate existence of EKLI will cease and EKLI will be merged with and into KeyLabs and KeyLabs will be the surviving corporation (the "Surviving Corporation"); (ii) the Articles of Incorporation and Bylaws of EKLI will remain the Articles of Incorporation and Bylaws of the Surviving Corporation until thereafter amended in accordance with applicable law; (iii) each share of KeyLabs Preferred Stock, each share of KeyLabs Common Stock, and each of the KeyLabs Options (all as defined herein) will be converted as provided in this Article 1 into the right to receive shares or options of Exodus Communications, Inc., a Delaware corporation and the sole shareholder of EKLI immediately prior to the Merger ("Exodus"); (iv) the directors and executive officers of EKLI will become the directors and executive officers of the Surviving Corporation; and (v) the Merger will, at and after the Effective Time, have all of the effects provided by the Utah Act.

(b) Manner and Basis of Converting Shares.

(i) Conversion of KeyLabs Preferred Stock. Each share of Series A Preferred Stock of KeyLabs, par value \$0.01 per share (the "KeyLabs Preferred Stock"), that is issued and outstanding immediately prior to the Effective Time (other than those shares of KeyLabs Preferred Stock as to which the holders have complied with all requirements for perfecting shareholders' dissenters' rights, as set forth in Section 16-10a-1301 et seq. of the Utah Act), will,

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by virtue of the Merger and at the Effective Time, and without any action on the part of any holder thereof, be canceled and converted into the right to receive .372875 of a share of common stock, \$.001 par value, of Exodus ("Exodus Common Stock").

(ii) Conversion of KeyLabs Common Stock. Each share of KeyLabs common stock, par value \$0.01 per share (the "KeyLabs Common Stock") issued and outstanding immediately prior to the Effective Time (other than shares of KeyLabs Common Stock as to which the holders have complied with all requirements for perfecting shareholders' dissenters' rights, as set forth in Section 16-10a-1301 et seq. of the Utah Act) will, by virtue of the Merger and at the Effective Time, and without any action on the part of any holder thereof, be canceled and converted into the right to receive .340586 of a share of validly issued, fully paid and nonassessable Exodus Common Stock.

(iii) Conversion of KeyLabs Options. Exodus will assume all outstanding options (whether vested or unvested) to purchase KeyLabs Common Stock (the "KeyLabs Options"). Each KeyLabs Option shall be converted into an option (an "Exodus Option") to purchase that number of shares of Exodus Common Stock that is equal to the number of shares of KeyLabs Common Stock that could be purchased pursuant to the KeyLabs Option immediately prior to the Effective Time multiplied by .340586, rounded down to the nearest whole share. The exercise price per share of Exodus Common Stock purchasable under each such Exodus Option shall be equal to the exercise price per share of KeyLabs Common Stock under the corresponding KeyLabs Option divided by .340586, rounded up to the nearest tenth of a cent. All of the other terms and conditions of each Exodus Option will be the same in all material respects to the corresponding KeyLabs Option, subject to and except as provided in paragraph (c) of Article 1 hereof. There will be no acceleration of options as a result of the Merger and all options will continue to vest on the current schedule. No cash will be paid in lieu of fractional shares, which are rounded down pursuant to this paragraph (b)(iv) of Article 1.

(iv) Conversion of EKLI Common Stock. Each share of EKLI common stock which is issued and outstanding immediately prior to the Effective Time shall be converted into and exchanged for one fully paid and non-assessable share of the Common Stock of the Surviving Corporation.

(v) Fractional Shares. No fractional shares of Exodus Common Stock will be issued in connection with the Merger, but in lieu thereof, the holder of any shares of KeyLabs Common Stock or KeyLabs Preferred Stock who would otherwise be entitled to receive a fraction of a share of Exodus Common Stock will receive from Exodus, promptly after the Effective Time, an amount of cash equal to 87.95625 multiplied by the fraction of a share of Exodus Common Stock to which such holder would otherwise be entitled.

(c) Escrow Agreement. Pursuant to the Escrow Agreement by and among Exodus, KeyLabs, the shareholders of KeyLabs, the KeyLabs shareholders' representative, and State Street Bank and Trust Company, as escrow agent, dated February 10, 2000 (the "Escrow Agreement"), Exodus will withhold and deposit into escrow an aggregate of up to 49,479 shares of Exodus Common Stock (the "Escrow Shares"). The Escrow Shares will be held in escrow as collateral for the indemnification obligations of KeyLabs pursuant to the Agreement and Plan of

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Reorganization by and among Exodus, KeyLabs, and EKLI, dated January 7, 2000 (the "Reorganization Agreement"), pending release from escrow pursuant to the Escrow Agreement.

(d) The Merger and the conversion, exchange, assumption and escrow of Exodus shares and options as described herein shall be subject to all of the terms and conditions of the Reorganization Agreement.

ARTICLE 2

The Plan of Merger has been approved and adopted by the Board of Directors of EKLI and the Board of Directors of KeyLabs in the manner provided by the Utah Act.

ARTICLE 3

(a) Approval by EKLI Shareholder. Exodus, as the sole shareholder of EKLI, was required to approve the Plan of Merger. EKLI has one class of stock, designated as Common Stock, of which 100 shares were issued and outstanding as of the date of approval of the Plan of Merger, with such shares constituting a single voting group. Each outstanding share of such Common Stock was entitled to one vote. All 100 of the issued and outstanding shares of Common Stock of EKLI were voted for the Plan of Merger. The number of votes cast by the holder of EKLI's Common Stock for the Plan of Merger was sufficient for approval by such voting group.

(b) Approval of KeyLabs' Shareholders. The shareholders of KeyLabs were required to approve the Plan of Merger. KeyLabs has two classes of capital stock, designated as (a) Common Stock, of which 228,408 shares were issued and outstanding as of February 2, 2000, the date of the vote taken to approve the Plan of Merger and (b) Series A Preferred Stock, of which 800,000 shares were issued and outstanding as of February 2, 2000, the date of the vote taken to approve the Plan of Merger.

(i) The holders of the outstanding KeyLabs Common Stock constituted one voting group for the purpose of voting on the Plan of Merger, and each outstanding share of such KeyLabs Common Stock was entitled to one vote. 228,408 of the issued and outstanding shares of KeyLabs Common Stock were voted for the Plan of Merger. The number of votes cast by the holders of KeyLabs' Common Stock for the Plan of Merger was sufficient for approval by such voting group.

(ii) The holders of the outstanding KeyLabs Preferred Stock constituted a separate voting group for the purpose of voting on the Plan of Merger, and each outstanding share of such KeyLabs Preferred Stock was entitled to one vote. 800,000 of the issued and outstanding shares of KeyLabs Preferred Stock were voted for the Plan of Merger. The number of votes cast by the holders of KeyLabs' Preferred Stock for the Plan of Merger was sufficient for approval by such voting group.

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on this ____ day of February, 2000.

KEYLABS, INC., a Utah corporation



J.D. Brisk
President and Chief Executive Officer


EKLI ACQUISITION CORP.,
a Utah corporation

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on this ____ day of February, 2000.

KEYLABS, INC., a Utah corporation

J.D. Brisk
President and Chief Executive Officer

EKLI ACQUISITION CORP.,
a Utah corporation



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