



102386550

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

1. Name of conveying party(ies):
Alcatel Network Systems, Inc. **2-25-03**
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-Delaware
 Other _____
 Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Name: Alcatel USA Marketing, Inc.
 Internal Address: _____
 Street Address: 1000 Coit Road
 City: Plano State: TX ZIP: 75075
 Individual(s) citizenship _____

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
 Execution Date: December 21, 1998

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) & addresses attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2645960

Additional numbers attached? Yes : No X

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Steven R. Sprinkle
 Street Address: 1221 South Mopac Expressway
Suite 1400
 City: Austin State: TX ZIP: 78746

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: 50-0456
 (Attach duplicate copy of this page if paying by deposit account)

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.

STEVEN R. SPRINKLE
Name of Person Signing

[Signature]
Signature

2/8/03
Date

03/10/2003 DBYRNE 00000050 2645960

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

01 FC:8521

MA100-01

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

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, 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:

"ALCATEL DATA NETWORKS INC.", A DELAWARE CORPORATION,
"ALCATEL NETWORK SYSTEMS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "ALCATEL USA MARKETING, INC." UNDER THE NAME OF "ALCATEL USA MARKETING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 1998, AT 12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.

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



Edward J. Freel, Secretary of State

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AUTHENTICATION: 9477128

DATE: 12-21-98

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ALCATEL USA MARKETING, INC.

ARTICLE I
NAME

The name of the Corporation is Alcatel USA Marketing, Inc.

ARTICLE II
REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

ARTICLE III
PURPOSE

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

ARTICLE IV
STOCK

The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock, and the par value of each of such shares is \$0.01.

ARTICLE V
BOARD OF DIRECTORS

The business of the Corporation shall be managed by or under the direction of a board of directors (the "Board of Directors"). The number of directors comprising the Board of Directors shall be fixed by the bylaws of the Corporation (the "Bylaws"), and such number may from time to time be increased or decreased in such manner as is provided by the Bylaws. The number of directors comprising the current Board of Directors shall be two.

ARTICLE VI
BYLAWS

The Board of Directors shall have the power to adopt, amend and repeal any Bylaw, provided, however, that the stockholders of the Corporation shall have the power to amend or repeal any Bylaw adopted by the Board of Directors.

ARTICLE VII
LIABILITY OF DIRECTORS

No director of the Corporation 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) under Section 174 of the DGCL or (d) for any transaction from which the director derived an improper personal benefit.

ARTICLE VIII
AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by the DGCL, any other applicable statute or the certificate of incorporation of the Corporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

CERTIFICATE OF MERGER
MERCING
ALCATEL NETWORK SYSTEMS, INC.
AND
ALCATEL DATA NETWORKS INC.
INTO
ALCATEL USA MARKETING, INC.

Alcatel USA Marketing, Inc., a Delaware corporation (the "Surviving Corporation"), hereby certifies as follows:

1. The name and state of incorporation of each of the constituent corporations is as follows:

Name	State of Incorporation
Alcatel Network Systems, Inc.	Delaware
Alcatel Data Networks Inc.	Delaware
Alcatel USA Marketing, Inc.	Delaware

2. An Agreement of Merger, dated as of December 18, 1998 (the "Agreement of Merger"), among the constituent corporations, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 and all other applicable provisions of the General Corporation Law of the State of Delaware (the "DGCL").

3. The name of the Surviving Corporation is Alcatel USA Marketing, Inc.

4. The certificate of incorporation of the Surviving Corporation is hereby amended and restated to read in its entirety as set forth in Exhibit A attached hereto.

5. All of the shares of the Common Stock, par value \$1.00 per share, of the Surviving Corporation issued and outstanding immediately prior to the time when this Certificate of Merger becomes effective in accordance with the DGCL are hereby reclassified and converted into 1,000 shares, in the aggregate, of the Common Stock, par value \$0.01 per share, of the Surviving Corporation, without any action by any holder thereof.

6. The executed Agreement of Merger is on file at the principal place of business of the Surviving Corporation, the address of which is as follows:

1000 Coit Road
Plano, Texas 75075

7. A copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

This Certificate of Merger shall become effective at 11:51 p.m. (Delaware time) on December 31, 1998.

IN WITNESS WHEREOF, this Certificate of Merger has been executed by the Surviving Corporation on December 18, 1998.

ALCATEL USA MARKETING, INC.

By: K. A. Prabhu

Krish A. Prabhu, President