

07-17-2003

Form PTO-1594 7-15-03 R
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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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):

Act Networks, Inc.
(a Delaware corporation)

- Individual(s)
- General Partnership
- Corporation-State
- 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: November 25, 2002

2. Name and address of receiving party(ies)

Name: Clarent Corporation

Internal

Address: _____

Street Address: 700 Chesapeake Drive

City: Redwood City State: CA Zip: 94063

- Individual(s) citizenship _____
- 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) & address(es) attached? Yes No

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 2,686,973

Additional number(s) attached Yes No

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

Name: Kimberly L. Myers, Esq.

Internal Address: Rogers & Hardin LLP

2700 International Tower

Street Address: 229 Peachtree Street NE

City: Atlanta State: GA Zip: 30303

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41).....\$ 40

- Enclosed
- Authorized to be charged to deposit account _____

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

Kimberly L. Myers, Esq.
Name of Person Signing

Kimberly L. Myers
Signature

7/7/03
Date

Total number of pages including cover sheet, attachments, and document: 3

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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TRADEMARK
REEL: 002778 FRAME: 0977

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING ACT NETWORKS, INC., A DELAWARE CORPORATION
INTO CLARENT CORPORATION, A DELAWARE CORPORATION**

(Pursuant to Section 253 of the General Corporation law of Delaware)

Clarent Corporation, a Delaware corporation (the "Parent" and "Surviving Corporation"), does hereby certify:

FIRST: That the Parent owns all of the outstanding shares of each class of stock of ACT Networks, Inc., a Delaware corporation (the "Subsidiary").

SECOND: That the Parent, by the following resolutions of its Board of Directors, duly adopted by an action by unanimous written consent on October ~~28~~ 2002 determined to merge into itself the Subsidiary by the adoption thereof:

RESOLVED, that the Parent merge into itself the Subsidiary and assume all of the obligations of the Subsidiary;

RESOLVED, that said merger shall become effective upon the filing by the Parent of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware;

RESOLVED, that the officers of the Parent be, and they are hereby, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to so merge the Subsidiary and to assume its obligations, and to cause the same to be filed with the Secretary of State of the State of Delaware and to do all acts and things whatsoever whether within or within the State of Delaware, which may be necessary or proper to effect said merger.

This Certificate shall be effective upon filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the Parent and Surviving Corporation has caused this certificate to be signed by its duly authorized officer this 29th day of October 2002.

Clarent Corporation, a Delaware corporation

By: 

James B. Weil
President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 11/25/2002
020724772 - 3026254

Delaware

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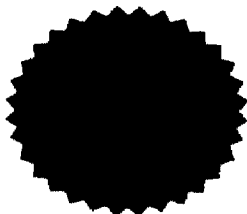
The First State

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 OWNERSHIP, WHICH MERGES:

"ACT NETWORKS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "CLARENT CORPORATION" UNDER THE NAME OF "CLARENT CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 2002, AT 9 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3026254 8100M

AUTHENTICATION: 2108971

020724772

DATE: 11-25-02

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RECORDED: 07/15/2003

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