

05-11-2004

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(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



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To the Honorable Commissioner of Patents and Trademarks, U.S. Patent and Trademark Office, Washington, D.C. 20231
and the attached original documents or copy thereof.

1. Name of conveying party(ies):
Metadata Systems, Inc. **S.S.04**
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State - Delaware
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Neopath Networks, Inc.
Internal Address: _____
Address: _____
Street Address: 3945 Freedom Circle, Suite 300
City: Santa Clara State: CA Zip: 95054
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: January 20, 2004

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
78/341,845 78/341,842 78/354,110
Additional number(s) attached Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: R. J. Heher, Esq.
Internal Address: Fenwick & West LLP
Silicon Valley Center
Street Address: 801 California Street
City: Mountain View State: CA Zip: 94041

6. Total number of applications and registrations involved:
7. Total fee (37 CFR 3.41)..... \$ 90.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number: _____
OPR/FINANCE
MAY - 5 AM 7:17

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9. Signature.
R. J. Heher, Esq. *R. J. Heher* May 4, 2004
Name of Person Signing Signature Date
05/10/2004 DBYRNE 00000955 78341845
Total number of pages including cover sheet, attachments, and document:

01 FC:8521
02 FC:8522

40.00
50.00 documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002965 FRAME: 0866

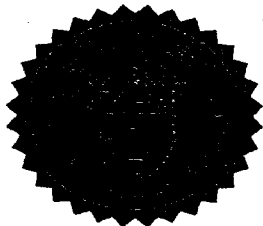
Delaware

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 "METADATA SYSTEMS, INC.", CHANGING ITS NAME FROM "METADATA SYSTEMS, INC." TO "NEOPATH NETWORKS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2004, AT 4:18 O'CLOCK P.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

AUTHENTICATION: 2958630

DATE: 02-27-04

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TRADEMARK
REEL: 002965 FRAME: 0867

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
METADATA SYSTEMS, INC.

Metadata Systems, Inc., a Delaware corporation, does hereby certify that the following amendment to the corporation's Restated Certificate of Incorporation have been duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law, with the approval of such amendment by the corporation's stockholders having been given by written consent without a meeting in accordance with Sections 228(d) and 242 of the Delaware General Corporation Law:

Article I of the Restated Certificate of Incorporation, relating to the name of the Corporation is amended to read in its entirety as follows:

The name of the corporation is Neopath Networks, Inc.

IN WITNESS WHEREOF, said corporation has caused this Certificate of Amendment to be signed by its duly authorized officer this 20th day of January, 2004 and the foregoing facts stated herein are true and correct.

Metadata Systems, Inc.

By: Rajeev Chawla
Rajeev Chawla, President and Chief
Executive Officer

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