

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Universal Network Machines, Inc.		03/30/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	NetXen, Inc.		
Street Address:	3965 Freedom Circle		
City:	Santa Clara		
State/Country:	CALIFORNIA		
Postal Code:	95054		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	78841834	INTELLIGENT NIC	
Serial Number:	78810537	NETXEN	
Serial Number:	76382233	UNIVERSAL NETWORK MACHINES	
Serial Number:	76382313	UNM	
CORRESPONDENCE DATA			
Fax Number:	(650)938-5200		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(650) 988-8500		
Email:	bbrown@fenwick.com		
Correspondent Name:	Fenwick & West LLP		
Address Line 1:	801 California Street		
Address Line 2:	Silicon Valley Center		
Address Line 4:	Mountain View, CALIFORNIA 94041		
ATTORNEY DOCKET NUMBER:	22968-070 NETXEN		
NAME OF SUBMITTER:	Beverly Brown		

CH \$115.00 78841834

Signature:	/Beverly Brown/
Date:	04/04/2006
Total Attachments: 3 source=NetXen Restated Certificate#page1.tif source=NetXen Restated Certificate#page2.tif source=NetXen Restated Certificate#page3.tif	

Delaware

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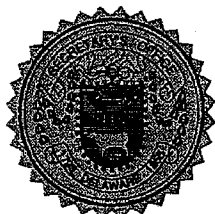
The First State

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 RESTATED CERTIFICATE OF "UNIVERSAL NETWORK MACHINES, INC.", CHANGING ITS NAME FROM "UNIVERSAL NETWORK MACHINES, INC." TO "NETXEN, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF MARCH, A.D. 2006, AT 2:13 O'CLOCK P.M.

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

3435588 8100

060302843



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4634396

DATE: 03-30-06

TRADEMARK
REEL: 003282 FRAME: 0641

**RESTATED CERTIFICATE OF INCORPORATION
OF
UNIVERSAL NETWORK MACHINES, INC.**

Universal Network Machines, Inc., a Delaware corporation, hereby certifies that:

1. The name of the corporation is Universal Network Machines, Inc. The date of filing its original Certificate of Incorporation with the Secretary of State was September 13, 2001.

2. This Restated Certificate of Incorporation of the corporation attached hereto as Exhibit "1", which is incorporated herein by this reference, and which restates, integrates and further amends the provisions of the Certificate of Incorporation of this corporation as previously amended or supplemented, has been duly adopted by the corporation's Board of Directors and a majority of the stockholders in accordance with Sections 242 and 245 of the Delaware General Corporation Law, with the approval of the corporation's stockholders having been given by written consent without a meeting in accordance with Section 228 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, said corporation has caused this Restated Certificate of Incorporation to be signed by its duly authorized officer and the foregoing facts stated herein are true and correct.

Dated: March 30, 2006

Universal Network Machines, Inc.

By: /s/ Govind Kizhepat

Name: Govind Kizhepat

Title: Chief Executive Officer

*State of Delaware
Secretary of State
Division of Corporations
Delivered 02:20 PM 03/30/2006
FILED 02:13 PM 03/30/2006
SRV 060302843 - 3435588 FILE*

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**TRADEMARK
REEL: 003282 FRAME: 0642**

EXHIBIT "1"
RESTATED CERTIFICATE OF INCORPORATION
OF
UNIVERSAL NETWORK MACHINES, INC.

ARTICLE I

The name of the corporation is NetXen, Inc.

ARTICLE II

The address of the registered office of the corporation in the State of Delaware is 3500 South DuPont Highway, City of Dover, County of Kent, DE 19901. The name of its registered agent at that address is Incorporating Services, Ltd.

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 Delaware General Corporation Law of the State of Delaware.

ARTICLE IV

This corporation is authorized to issue two (2) classes of shares, designated "Common Stock" and "Preferred Stock". The total number of shares of Common Stock authorized to be issued is 38,000,000 shares, \$0.00001 par value per share. The total number of shares of Preferred Stock authorized to be issued is 23,550,000 shares, \$0.00001 par value per share, 4,872,395 of which are designated as "Series A Preferred Stock," 6,320,517 of which are designated as "Series B Preferred Stock," 1,114,823 of which are designated as "Series C Preferred Stock" and 7,927,990 of which are designated as "Series D Preferred Stock," and 3,314,275 of which are designated as "Series E Preferred Stock."

ARTICLE V

The rights, preferences, privileges and restrictions granted to and imposed on the Preferred Stock and the Common Stock are as follows:

1. **Definitions.** For purposes of this Article V, the following definitions apply:
 - 1.1 "**Board**" shall mean the Board of Directors of the Corporation
 - 1.2 "**Corporation**" shall mean this corporation.
 - 1.3 "**Common Stock**" shall mean the Common Stock, \$0.00001 par value per share, of the Corporation.