

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 OWNERSHIP, WHICH MERGES:

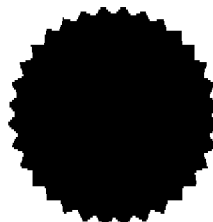
"NETWORKS ASSOCIATES TECHNOLOGY, INC.", A DELAWARE CORPORATION,

WITH AND INTO "MCAFEE, INC." UNDER THE NAME OF "MCAFEE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF NOVEMBER, A.D. 2004, AT 2:20 O'CLOCK P.M.

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

2306741 8100M

040845933



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3497356

DATE: 11-23-04

TRADEMARK
REEL: 003612 FRAME: 0174

FROM CORPORATION TRUST 302-655-2430

(TUE) 11. 23' 04 14:30/ST. 14:27/NO. 4862069240 P 2

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:28 PM 11/23/2004
FILED 02:20 PM 11/23/2004
SRV 040845933 - 2306741 FILE

**CERTIFICATE OF OWNERSHIP
AND MERGER**

merging

NETWORKS ASSOCIATES TECHNOLOGY, INC.
(a Delaware corporation),

with and into

MCAFFEE, INC.
(a Delaware corporation)

Pursuant to the provisions of Section 253 of the Delaware General Corporation Law (the "DGCL"), McAfee, Inc., a Delaware corporation (the "Parent"), hereby adopts the following Certificate of Ownership and Merger for the purpose of effecting the merger of the Parent with Networks Associates Technology, Inc., a Delaware corporation ("Subsidiary"), with the Parent as the sole surviving corporation (the "Merger"). The Parent does hereby certify that:

1. The Parent owns all of the outstanding shares of capital stock of the Subsidiary.
2. A true and complete copy of the resolutions of the Parent's board of directors approving the Merger (the "Board Resolutions"), containing such information as required by Section 253 of the Delaware General Corporation Law, is set forth in "Exhibit A," attached hereto and made a part hereof. The Board Resolutions were duly adopted by the Parent's board of directors by written consent dated effective as of November 18, 2004. Such Board Resolutions have not been modified or rescinded and are in full force and effect on the date hereof.
3. The Parent shall be the sole corporation surviving the Merger.
4. The Merger shall be effective as of the date this Certificate of Ownership and Merger is filed with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned surviving corporation has caused this Certificate of Ownership and Merger to be executed in its corporate name this 19th day of November, 2004.

MCAFFEE, INC.

By: 
Kent H. Roberts
Executive Vice President and General
Counsel



RESOLVED that the Board hereby determines it to be in the best interests of the Company and its shareholders to merge into the Company its wholly owned subsidiary, Networks Associates Technology, Inc., a Delaware corporation.

RESOLVED that the Company does hereby merge into itself its wholly owned subsidiary, Networks Associates Technology, Inc., and assumes all of the obligations of Networks Associates Technology, Inc.

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

RESOLVED that the Second Restated Certificate of Incorporation shall remain unchanged by the merger and in full force and effect until further amended in accordance with the Delaware General Corporation Law.

RESOLVED that the proper officers of the Company be, and they hereby are, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to so merge Networks Associates Technology, Inc. and to assume its obligations and the date of adoption thereof, 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 without the State of Delaware, which may be necessary or proper to effect said merger and change of name.