

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/17/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sorrento Networks I, Inc.		06/17/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Sorrento Networks Corporation
Street Address:	9990 Mesa Rim Road
City:	San Diego
State/Country:	CALIFORNIA
Postal Code:	92121
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2647312	OPTICAL NETWORKS MADE SIMPLE
Registration Number:	2264177	GIGAMUX

CORRESPONDENCE DATA

Fax Number: (770)951-0933
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 770-933-9500
 Email: julie.campbell@tkhr.com
 Correspondent Name: Scott A. Horstemeyer
 Address Line 1: 600 Galleria Parkway
 Address Line 2: Suite 1500
 Address Line 4: Atlanta, GEORGIA 30339

ATTORNEY DOCKET NUMBER:	52601-9070
NAME OF SUBMITTER:	Scott A. Horstemeyer

OP \$65.00 2647312

Signature:

/sah/

Date:

01/14/2008

Total Attachments: 14

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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:

"LUXN, INC.", A DELAWARE CORPORATION,

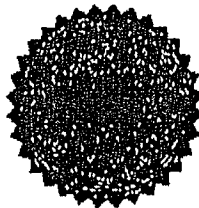
"SORRENTO NETWORKS I, INC.", A DELAWARE CORPORATION,

WITH AND INTO "SORRENTO NETWORKS CORPORATION" UNDER THE NAME OF "SORRENTO NETWORKS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF AUGUST, A.D. 2004, AT 7:36 O'CLOCK P.M.

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

3655803 8100M

040582682



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3292671

DATE: 08-12-04

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
SORRENTO NETWORKS I, INC.
a Delaware Corporation
and
LUXN, INC.
a Delaware Corporation
with and into
SORRENTO NETWORKS CORPORATION
a Delaware Corporation**

To the Secretary of State
State of Delaware:

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, it is hereby certified that:

(a) Sorrento Networks Corporation, Sorrento Networks I, Inc. and LuxN, Inc. are each business corporations duly incorporated pursuant to the General Corporation Law of the State of Delaware.

(b) Sorrento Networks Corporation (the "Surviving Corporation" or the "Parent") owns 100% of the outstanding shares of capital stock of LuxN, Inc. ("LuxN") and 100% of the outstanding shares of capital stock of Sorrento Networks I, Inc. ("SNI") (LuxN and SNI together shall be referred to as the "Non-Surviving Corporations").

(c) The corporation surviving the merger is the Surviving Corporation.

(d) The Parent, by the resolutions of its Board of Directors duly adopted by unanimous written consent in lieu of a meeting dated June 2, 2004, determined to merge the Non-Surviving Corporations with and into the Surviving Corporation upon the terms and subject to the conditions set forth in such resolution. True copies of said resolution is attached hereto as Exhibit A. Such resolution adopts an Agreement and Plan of Merger (the "Merger Agreement"). The Merger Agreement includes a provision for the pro rata issuance of stock and options to purchase stock of the Surviving Corporation to the holders of the stock and options of the Non-Surviving Corporation, respectively, on the surrender of their certificates therefor. Such resolution has not been modified or rescinded and are in full force and effect on the date hereof.

(e) The merger shall become effective on the date and at the time at which a copy of this Certificate of Ownership and Merger is filed with the Secretary of the State of Delaware pursuant to Sections 253 and 103 of the General Corporation Law of the State of Delaware.

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:36 PM 08/09/2004
FILED 07:36 PM 08/09/2004
SRV 040582682 - 3655803 FILE

512113.03

**CONSENT OF THE
BOARD OF DIRECTORS OF
SORRENTO NETWORKS CORPORATION
JUNE 2, 2004**

The undersigned, being all the directors of SORRENTO NETWORKS CORPORATION, a Delaware corporation ("Sorrento"), do hereby consent in writing to the adoption of the following resolutions and do hereby authorize and approve the taking of the actions described therein in lieu of a special meeting of Board of Directors of the Corporation:

RESOLVED, that the Board of Directors of Sorrento having reviewed that certain Agreement of Merger, attached hereto as Exhibit L (the "Delaware Agreement"), Sorrento, which is a business corporation of the State of Delaware and is the owner of all of the outstanding shares of LuxN, Inc., ("LuxN") which is a business corporation of the State of Delaware and Sorrento Networks, Inc. ("SNI"), does hereby merge LuxN and SNI into Sorrento pursuant to the provisions of the Delaware General Corporation Law and does hereby assume all of the liabilities of LuxN and SNI; and be it further

RESOLVED, that LuxN and SNI shall be the disappearing corporations upon the effective date of the merger herein provided for pursuant to the provisions of the Delaware General Corporation Law, and Sorrento shall continue its existence as the surviving corporation pursuant to the provisions of the Delaware General Corporation Law; and be it further

RESOLVED, that the issued shares of LuxN and SNI shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, inasmuch as Sorrento is the owner of all the outstanding shares of LuxN and SNI, but each said share which is issued as of the complete effective date of the merger shall be surrendered and extinguished; and be it further

RESOLVED, that the Board of Directors and Phillip W. Arneson and Joe R. Armstrong, as Officers of Sorrento are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the merger herein provided for; and be it further

RESOLVED, that Sorrento shall cause to be filed with the Secretary of State of the State of Delaware a Certificate of Merger and that the merger herein provided for shall become effective in the State of Delaware on the date of filing of such Certificates of Merger.

AUG. 12. 2004 4:57PM LANIER2
AUG. 4. 2004 11:57AM GREENBAUM

NO. 0158 P. 6/15

NO. 375 P. 5

858-450-4987
513 494 1007

P. 2
P. 3

Jun 15 04 01:40P Mary Lay
Jun 15 04 08:27a Thomas Schilling

This Unanimous Consent may be signed in any number of counterparts which, when taken together, shall constitute one original.


Tom Schilling, Director

Donna Fisher, Director

Don Herzog, Director

Gary M. Parsons, Director

Larry J. Matthews, Director

Robert L. Hibbard, Director

AUG. 12. 2004 4:57PM LANIER2
AUG. 4. 2004 11:57AM GREENBAUM
Jun 14 04 12:48P Mary Law

NO. 0158 P. 7/15
NO. 375 P. 62
858-450-4987

This Unanimous Consent may be signed in any number of counterparts which, when taken together, shall constitute one original.

Tenn Schilling, Director

Donna Fisher
Donna Fisher, Director

Den Harzog, Director

Gary M. Parsons, Director

Larry I. Mathews, Director

Robert L. Hibbard, Director

AUG. 12. 2004 4:57PM LANIER2
AUG. 4. 2004 11:57AM GREENBAUM

NO. 0158 P. 8/15
NO. 375 P. 7

08/11/2004 11:07 FAX

This Unanimous Consent may be signed in any number of counterparts which, when taken together, shall constitute one original.

Tom Schilling, Director

Donno Fisher, Director


Don Herzog, Director

Gary M. Parsons, Director

Larry J. Mathews, Director

Robert L. Hibbard, Director

AUG. 12. 2004 4:57PM LANIER2

NO. 0158 P. 9/15

AUG. 4. 2004 11:57AM GREENBAUM

NO. 375 P. 8
858-450-4987 P. 3

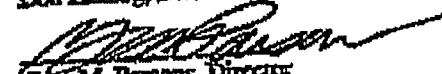
Jun 15 04 01:40p Mary Lay

This Unanimous Consent may be signed in any number of counterparts which, when taken together, shall constitute one original.

Tom Schilling, Director

Donna Fisher, Director

Don Herzog, Director


Gary M. Parsons, Director

Larry J. Matthews, Director

Robert L. Hibbard, Director

AUG. 12. 2004 4:57PM LANIER2

NO. 0158 -P. 10/15

¹⁰⁴⁷AUG. 4. 2004* 11:57AM
6-22-2004 1:25PM

GREENBAUM
FROM

NO. 975 PP. 9

This Unanimous Consent may be signed in any number of counterparts which, when taken together, shall constitute one original.

Tom Schilling, Director

Donna Fisher, Director

Don Herzog, Director

Gary M. Pappas, Director

Larry I. Mathews 6-2-04
Larry I. Mathews, Director

Robert L. Hibbard, Director

AUG 12 2004 4:58PM LANIER2
FROM AUG. 4. 2004 11:57AM GREENBAUMPHONE NO. :

NO. 0158 P. 11/15
JUL. 27 NO. 375 P. 10

This Unanimous Consent may be signed in any number of counterparts which, when taken together, shall constitute one original.


Tom Schilling, Director

Donna Fisher, Director

Don Herzog, Director

Gary M. Parsons, Director

Larry J. Matthews, Director


Robert L. Hibbard, Director

510639.01

EXHIBIT A

**UNANIMOUS CONSENT OF THE SOLE SHAREHOLDER
AND
BOARD OF DIRECTORS
OF
LUXN, INC.**

JUNE 2, 2003

The undersigned, being the sole shareholder and all the directors of LUXN, INC., a Delaware corporation (the "Corporation"), do hereby consent in writing to the adoption of the following resolutions and do hereby authorize and approve the taking of the actions described therein in lieu of a special meeting of the sole shareholder and the Board of Directors of the Corporation:

RESOLVED, that the sole shareholder and the Board of Directors of the Corporation having reviewed that certain Agreement of Merger, attached hereto as Exhibit 1, (the "Agreement") among the Corporation, Sorrento Networks, Inc., a Delaware corporation ("SNI") and Sorrento Networks Corporation, a Delaware corporation ("Sorrento"), whereby the Corporation and SNI shall be merged with and into Sorrento with Sorrento being the surviving entity, the Corporation is hereby authorized and directed to execute and deliver the Agreement, and the performance by the Corporation of its obligations thereunder and the consummation of the transactions contemplated thereby or necessary or incidental thereto, be, and each of them hereby is, in all respects authorized and approved; and be it further

RESOLVED, that the Corporation shall cause to be filed with the Secretary of State of the State of Delaware a Certificate of Merger; and be it further

RESOLVED, that Phillip W. Arneson and Joe R. Armstrong, as Officers of the Corporation, be, and each hereby is, individually authorized for and on behalf of the Corporation to execute and deliver any documents and instruments as may be necessary in order to effectuate the foregoing resolutions.

AUG. 12. 2004 4:58PM LANIER2
AUG. 4. 2004 11:57AM GREENBAUM

NO. 0158 P. 13/15
NO. 375 P. 12

This Unanimous Consent may be signed in any number of counterparts which, when taken together, shall constitute one original.

Sorrento Networks Corporation
Sole Shareholder

By:



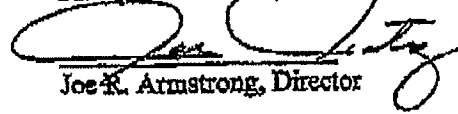
Phillip W. Arneson

Its:

President and CEO



Phillip W. Arneson, Director



Joe K. Armstrong, Director

EXHIBIT B

**CONSENT OF THE
BOARD OF DIRECTORS OF
SORRENTO NETWORKS, INC.
JUNE 2, 2004**

The undersigned, being the sole shareholder and all the directors of SORRENTO NETWORKS, INC., a Delaware corporation (the "Corporation"), do hereby consent in writing to the adoption of the following resolutions and do hereby authorize and approve the taking of the actions described therein in lieu of a special meeting of the sole shareholder and the Board of Directors of the Corporation:


RESOLVED, that the sole shareholder and the Board of Directors of the Corporation having reviewed that certain Agreement of Merger, attached hereto as Exhibit 1, (the "Agreement") among the Corporation, LuxN, Inc., a Delaware Corporation ("LuxN") and Sorrento Networks Corporation, a Delaware corporation ("Sorrento"), whereby the Corporation and LuxN shall be merged with and into Sorrento with Sorrento being the surviving entity, the Corporation is hereby authorized and directed to execute and deliver the Agreement, and the performance by the Corporation of its obligations thereunder and the consummation of the transactions contemplated thereby or necessary or incidental thereto, be, and each of them hereby is, in all respects authorized and approved; and be it further

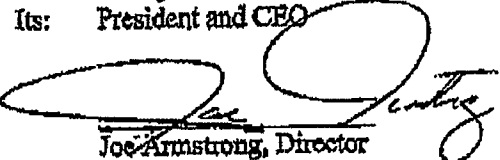
RESOLVED, that Corporation shall cause to be filed with the Secretary of State of the State of Delaware a Certificate of Merger; and be it further

RESOLVED, that Phillip W. Arneson and Joe R. Armstrong, as Officers of the Corporation, be, and each hereby is, individually authorized for and on behalf of the Corporation to execute and deliver any documents and instruments as may be necessary in order to effectuate the foregoing resolutions.

This Unanimous Consent may be signed in any number of counterparts which, when taken together, shall constitute one original.

Sorrento Networks Corporation
Sole Shareholder

By: 
Phillip W. Arneson
Its: President and CEO


Joe Armstrong, Director