

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	08/08/2000		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Sorrento Networks, Inc.		08/08/2000	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Sorrento Networks, Inc.		
Street Address:	9990 Mesa Rim Road		
City:	San Diego		
State/Country:	CALIFORNIA		
Postal Code:	92121		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2950412	SORRENTO NETWORKS	
CORRESPONDENCE DATA			
Fax Number:	(770)951-0933		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
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		
Signature:	/sah/		

OP \$40.00 2950412

Date:

01/14/2008

Total Attachments: 4

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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:

"SORRENTO NETWORKS, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "SORRENTO NETWORKS, INC." UNDER THE NAME OF
"SORRENTO NETWORKS, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE FOURTEENTH DAY OF AUGUST, A.D. 2000, AT 9
O'CLOCK A.M.



3268800 8100M

080041267

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6309267

DATE: 01-14-08

TRADEMARK
REEL: 003695 FRAME: 0871

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
SORRENTO NETWORKS, INC. (a California corporation)
INTO
SORRENTO NETWORKS, INC. (a Delaware corporation)**

Sorrento Networks, Inc., a corporation organized and existing under the laws of the State of California ("Sorrento-California"),

DOES HEREBY CERTIFY:

FIRST: That Sorrento-California was incorporated on January 21, 2000 pursuant to the California Corporations Code, the provisions of which permit the merger of a parent corporation organized and existing under the laws of said State into a subsidiary corporation organized and existing under the laws of a different State.

SECOND: That Sorrento-California owns one hundred percent (100%) of the outstanding shares of the capital stock, \$0.001 par value per share ("Capital Stock"), of Sorrento Networks, Inc., a corporation incorporated on August 3, 2000, pursuant to the General Corporation Law of the State of Delaware ("Sorrento-Delaware"), and having no class of stock outstanding other than said Capital Stock.

THIRD: That Sorrento-California, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent, filed with the minutes of the Board, pursuant to Section 141(f) of the Delaware General Corporation Law on August 8, 2000, determined to, and effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware does, merge itself into said Sorrento-Delaware:

WHEREAS, Sorrento-California is the legal and beneficial owner of all of the issued and outstanding shares of Capital Stock of Sorrento-Delaware;

WHEREAS, said Sorrento-Delaware Capital Stock is the only issued and outstanding class of stock of Sorrento-Delaware;

WHEREAS, Sorrento-California desires to merge itself into Sorrento-Delaware pursuant to the provisions of Section 253 of the Delaware General Corporation Law and Section 1110 of the California Corporations Code;

NOW, THEREFORE, BE IT RESOLVED that, effective upon the filing of an appropriate Certificate of Ownership and Merger embodying these resolutions with the Secretary of State of Delaware (but subject to the approval of the shareholders of Sorrento-California), Sorrento-California shall merge and it hereby does merge itself into Sorrento-Delaware, which will thereby assume all of the liabilities and obligations of Sorrento-California and the separate existence of Sorrento-California shall cease and Sorrento-Delaware shall be the surviving corporation (the "Surviving Corporation");

RESOLVED, FURTHER, that the terms and conditions of the merger are as follows: Upon the proposed merger becoming effective, each outstanding share of Sorrento-California common stock issued and outstanding immediately prior thereto shall be automatically and without further action by any person converted into one (1) fully paid and nonassessable share of Sorrento-Delaware common stock, par value \$0.001 per share, and each outstanding share of Sorrento-California Series A preferred stock issued and outstanding immediately prior thereto shall be automatically and without further action by any person converted into one (1) fully paid and nonassessable share of Sorrento-Delaware Series A preferred stock, par value \$0.001 per share, and all such certificates for Sorrento-Delaware shares shall be issued upon surrender of the certificates for the related converted Sorrento-California shares; and each share of Sorrento-Delaware issued and outstanding immediately prior thereto shall be cancelled and returned to the status of authorized but unissued shares;

RESOLVED, FURTHER, that Sorrento-Delaware, as the surviving corporation in the merger, shall notify each stockholder of record of said Sorrento-Delaware within ten (10) days after the effective date of the merger that the merger has become effective;

RESOLVED, FURTHER, that until successors are duly elected or appointed in accordance with applicable law, the existing directors of Sorrento-Delaware shall be the directors of the Surviving Corporation and the existing officers of Sorrento-California shall be the officers of the Surviving Corporation;

RESOLVED, FURTHER, that from and after the date hereof, the Bylaws of Sorrento-Delaware and Certificate of Incorporation of Sorrento-Delaware, as amended, shall be the certificate of incorporation and bylaws of the Surviving Corporation;


RESOLVED, FURTHER, that the Chief Executive Officer of Sorrento-California be and hereby is authorized to make and execute, and the Secretary be and hereby is authorized to make, execute and attest, a Certificate of Ownership and Merger setting forth a copy of these resolutions providing for the merger of Sorrento-California into Sorrento-Delaware, and the date of adoption hereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and a certified copy recorded in the office of the Recorder of Deeds for the appropriate county and to do all acts and things, whatsoever, whether within or without the State of Delaware, which may be in any way necessary or appropriate to effect said merger.


FOURTH: That the merger has been approved by a majority of the outstanding shares of Common Stock of Sorrento-California entitled to vote thereon and also by a majority of the outstanding shares of Preferred Stock of Sorrento-California entitled to vote thereon, each by written consent without a meeting in accordance with Sections 603 and 1110 of the California Corporations Code, and has, to the extent required by California law, been adopted, approved, certified, executed and acknowledged by Sorrento-California in accordance with the laws of California; and that the merger has also been approved by the Board of Sorrento-Delaware as required by Section 1110(c) of the California Corporations Code.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, said Sorrento-California has caused this certificate to be signed by Oren Shaffer, its President and Chief Operating Officer, and John K. Lines, its Secretary, this 8th day of August, 2000.

Sorrento Networks, Inc.,
a California corporation

By: 
by Oren Shaffer, President and Chief
Operating Officer

By: 
John K. Lines, Secretary

[SIGNATURE PAGE TO CERTIFICATE OF OWNERSHIP AND MERGER.]

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