

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/05/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cavium Networks, Inc.		02/05/2007	CORPORATION: DELAWARE
Cavium Networks		02/05/2007	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Cavium Networks, Inc.
Street Address:	805 East Middlefield Road
City:	Mountain View
State/Country:	CALIFORNIA
Postal Code:	94043
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2676886	NITROX

CORRESPONDENCE DATA

Fax Number: (310)820-5988
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 3102073800
 Email: tm_filings@bstz.com
 Correspondent Name: Lori N. Boatright
 Address Line 1: 12400 Wilshire Boulevard
 Address Line 2: Seventh Floor
 Address Line 4: Los Angeles, CALIFORNIA 90025

ATTORNEY DOCKET NUMBER:	005655.T003
NAME OF SUBMITTER:	Lori N. Boatright

CH \$40.00 2676886

Signature:	/Lori N. Boatright/
Date:	07/10/2008
Total Attachments: 8 source=CN 2 CN Inc #page1.tif source=CN 2 CN Inc #page2.tif source=CN 2 CN Inc #page3.tif source=CN 2 CN Inc #page4.tif source=CN 2 CN Inc #page5.tif source=CN 2 CN Inc #page6.tif source=CN 2 CN Inc #page7.tif source=CN 2 CN Inc #page8.tif	

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 MERGER, WHICH MERGES:

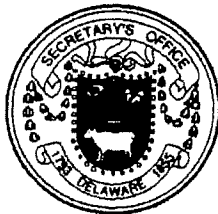
"CAVIUM NETWORKS, A CALIFORNIA CORPORATION", A CALIFORNIA CORPORATION,

WITH AND INTO "CAVIUM NETWORKS, INC." UNDER THE NAME OF "CAVIUM NETWORKS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF FEBRUARY, A.D. 2007, AT 5:18 O'CLOCK P.M.

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

4112866 8100M

070126738



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5411613

DATE: 02-06-07

TRADEMARK
REEL: 003814 FRAME: 0416

**CERTIFICATE OF MERGER OF
CAVIUM NETWORKS, A CALIFORNIA CORPORATION,
INTO
CAVIUM NETWORKS, INC., A DELAWARE CORPORATION**

(Filed pursuant to Section 252 of the Delaware General Corporation Law)

The undersigned corporations do hereby certify that:

1. The name and state of incorporation of each of the constituent corporations are Cavium Networks, Inc., a Delaware corporation ("*Cavium-Delaware*"), and Cavium Networks, a California corporation ("*Cavium-California*").
2. An Agreement and Plan of Merger dated as of January 31, 2007 has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations, in accordance with the provisions of Section 252(b) of the Delaware General Corporation Law.
3. The name of the corporation surviving the merger is Cavium Networks, Inc., a Delaware corporation.
4. In connection with the merger of Cavium-California into Cavium-Delaware, the Certificate of Incorporation of Cavium-Delaware shall remain unchanged.
5. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 805 East Middlefield Road, Mt. View, CA 94043, Attention: Secretary.
6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder or shareholder of any constituent corporation.
7. The authorized capital stock of Cavium-California is (i) Eighty-One Million Nine Hundred Thirty Thousand, One Hundred Fourteen (81,930,114) shares of Common Stock and, (ii) Forty-Five Million Eight Hundred Seventy Thousand Three Hundred Fourteen (45,870,314) shares of Preferred Stock, Eight Million Six Hundred Ninety-Nine Thousand Nine Hundred Eighty-Nine (8,699,989) shares of which are designated Series A Preferred Stock, Fifteen Million Two Hundred Twenty-Four Thousand Eight Hundred Sixty-Two (15,224,862) shares of which are designated Series B Preferred Stock, Twelve Million Four Hundred Thirteen Thousand Seven Hundred Ninety-Three (12,413,793) shares of which are designated Series C Preferred Stock; and Nine Million Five Hundred Thirty-One Thousand Six Hundred Seventy (9,531,670) shares of which are designated Series D Preferred Stock.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of February 5, 2007.

CAVIUM NETWORKS,
a California corporation

By: /s/ Syed Ali
Name: Syed Ali
Its: President and Chief Executive Officer

ATTEST:

By: /s/ Arthur Chadwick
Name: Arthur Chadwick
Its: Chief Financial Officer

CAVIUM NETWORKS, INC.,
a Delaware corporation

By: /s/ Syed Ali
Name: Syed Ali
Its: President and Chief Executive Officer

ATTEST:

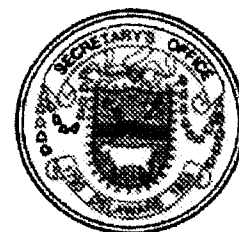
By: /s/ Arthur Chadwick
Name: Arthur Chadwick
Its: Chief Financial Officer



State of Delaware

The Official Website for the First State

The Secretary of State of Delaware issued a certificate for CAVIUM NETWORKS, INC. whose file number is 4112866 on 02/06/2007 under request number 070126738 for authentication number 5411613.



[Back](#)

State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

FEB - 7 2007

Debra Bowen

DEBRA BOWEN
Secretary of State

D0843516

Delaware

The First State

ENDORSED - FILED

In the office of the Secretary of State
of the State of California

PAGE 1
FEB - 6 2007

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WITH AND INTO "CAVIUM NETWORKS, INC." UNDER THE NAME OF "CAVIUM NETWORKS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF FEBRUARY, A.D. 2007, AT 5:18 O'CLOCK P.M..

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4112866 8100M

070126738



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5411613

DATE: 02-06-07

TRADEMARK
REEL: 003814 FRAME: 0421

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:18 PM 02/05/2007
FILED 05:18 PM 02/05/2007
SRV 070126738 - 4112866 FILE

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