

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/22/2008

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
BRIX NETWORKS INC.		04/22/2008	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	EXFO SERVICE ASSURANCE INC.
Street Address:	285 MILL ROAD
City:	CHELMSFORD
State/Country:	MASSACHUSETTS
Postal Code:	01824
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 6**

Property Type	Number	Word Mark
Registration Number:	2689743	BRIX
Registration Number:	2694465	BRIX NETWORKS
Registration Number:	2920996	BRIX 100
Registration Number:	2920997	BRIX 1000
Registration Number:	2676100	BRIXWORX
Registration Number:	2825433	BRIX

**CORRESPONDENCE DATA**

Fax Number: (418)688-3458  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 418-266-3064  
 Email: slemay@lavery.qc.ca  
 Correspondent Name: SIMON LEMAY  
 Address Line 1: 925 GRANDE ALLEE WEST  
 Address Line 2: SUITE 500

OP \$165.00 2689743

Address Line 4: QUEBEC CITY, QUEBEC G1S 1C1

ATTORNEY DOCKET NUMBER: 414481-108 BRIX

NAME OF SUBMITTER: SIMON LEMAY

Signature: /SIMONLEMAY/

Date: 10/21/2008

**Total Attachments: 9**

source=Certificate of Merger#page1.tif  
source=Certificate of Merger#page2.tif  
source=Certificate of Merger#page3.tif  
source=Certificate of Merger#page4.tif  
source=Certificate of Merger#page5.tif  
source=Certificate of Merger#page6.tif  
source=Certificate of Merger#page7.tif  
source=Certificate of Merger#page8.tif  
source=Certificate of Merger#page9.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:

"EXFO SERVICE ASSURANCE INC.", A DELAWARE CORPORATION,  
WITH AND INTO "BRIX NETWORKS, INC." UNDER THE NAME OF "EXFO SERVICE ASSURANCE INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF APRIL, A.D. 2008, AT 2:57 O'CLOCK P.M.

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



3047494 8100M

080458327

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6539981

DATE: 04-22-08

TRADEMARK  
REEL: 003873 FRAME: 0898

**CERTIFICATE OF MERGER**

**OF**

**EXFO SERVICE ASSURANCE INC.**  
(a Delaware corporation)

with and into

**BRIX NETWORKS, INC.**  
(a Delaware corporation)

**April 22, 2008**

Pursuant to Section 251 of the General Corporation Law of the State of Delaware (the "DGCL"), Brix Networks, Inc., a Delaware corporation (the "Company"), hereby certifies as follows:

FIRST: The name and state of incorporation of each of the constituent corporations to the merger (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
EXFO Service Assurance Inc.	Delaware
Brix Networks, Inc.	Delaware

SECOND: EXFO Service Assurance Inc. is a wholly-owned subsidiary of GEXFO Distribution Internationale Inc., a Province of Québec corporation (the "Parent"). An Agreement and Plan of Merger, dated as of April 2, 2008 (the "Merger Agreement"), by and among the Parent, each of the Constituent Corporations and Charles River Ventures, LLC has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 251 and Section 228 of the DGCL.

THIRD: The name of the surviving corporation with respect to the merger shall be Brix Networks, Inc. (the "Surviving Corporation").

FOURTH: The Certificate of Incorporation of the Company shall be amended and restated pursuant to the merger effected hereby to read in its entirety as set forth in Annex A to this Certificate of Merger, and as so amended and restated shall be the Tenth Amended and Restated Certificate of Incorporation of the Surviving Corporation.

FIFTH: The executed Merger Agreement is on file at the office of the Surviving Corporation, located at 285 Mill Road, Chelmsford, MA 01824.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either Constituent Corporation.

SEVENTH: This Certificate of Merger, and the merger provided for herein, shall become effective at the time this Certificate of Merger is filed with the Secretary of State of the State of Delaware.

*[The remainder of this page is intentionally blank]*

**IN WITNESS WHEREOF**, the Company has caused this Certificate of Merger to be executed as of the date first written above.

BRIX NETWORKS, INC.

By: 

Name: Thomas J. Pincince

Title: President and Chief Executive Officer

[SIGNATURE PAGE TO CERTIFICATE OF MERGER]

**TRADEMARK**  
**REEL: 003873 FRAME: 0901**

**Annex A**

**Tenth Amended and Restated Certificate of Incorporation of the Company**

**TENTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**  
**OF**  
**BRIX NETWORKS, INC.**

**(Pursuant to Sections 242 and 245 of the  
General Corporation Law of the State of Delaware)**

\* \* \* \* \*

Brix Networks, Inc., a corporation organized and existing under and by the virtue of the provisions of the General Corporation Law of the State of Delaware (the "**General Corporation Law**"),

**DOES HEREBY CERTIFY:**

**1.** That the name of this corporation is Brix Networks, Inc. and that this corporation was originally incorporated pursuant to the General Corporation Law on May 26, 1999.

**2.** This Tenth Amended and Restated Certificate of Incorporation (the "**Restated Certificate**"), which amends the Ninth Amended and Restated Certificate of Incorporation, as amended, in its entirety, has been duly adopted pursuant to the provisions of Section 242 and 245 of the General Corporation Law, and the stockholders of the Corporation have given their written consent hereto in accordance with Section 228 of the General Corporation Law.

The provisions of the Restated Certificate of Incorporation are as follows:

**FIRST.** The name of the corporation is EXFO Service Assurance Inc. (the "**Corporation**").

**SECOND.** The address of the registered office of the Corporation in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

**THIRD.** The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**FOURTH.** The total number of shares of stock which the Corporation shall have authority to issue is 3,000 shares of Common Stock, \$0.01 par value per share.

A description and a statement of the designations, preferences, voting powers (or no voting powers), relative, participating, optional or other special rights and privileges and the qualifications, limitations and restrictions of the Common Stock are as follows:



## COMMON STOCK

1. **Voting Rights.** Except as otherwise required by law or this Certificate of Incorporation, each holder of Common Stock shall have one vote in respect of each share of stock held by him of record on the books of the Corporation for the election of directors and on all matters submitted to a vote of stockholders of the Corporation.

2. **Dividends.** If any, the holders of shares of Common Stock shall be entitled to receive, when and if declared by the Board of Directors, out of the assets of the Corporation which are by law available therefor, dividends payable either in cash, in property or in shares of capital stock.

3. **Dissolution, Liquidation or Winding Up.** In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, holders of Common Stock shall be entitled, unless otherwise provided by law or this Certificate of Incorporation, to receive all of the remaining assets of the Corporation of whatever kind available for distribution to stockholders ratably in proportion to the number of shares of Common Stock held by them respectively.

**FIFTH.** The Corporation is to have perpetual existence.

**SIXTH.** In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware:

A. The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the By-Laws of the Corporation.

B. Elections of directors need not be by written ballot unless the By-Laws of the Corporation shall so provide.

C. The books of the Corporation may be kept at such place within or without the State of Delaware as the By-Laws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

**SEVENTH.** The Corporation eliminates the personal liability of each member of its Board of Directors to the Corporation and its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that, to the extent provided by applicable law, the foregoing does not eliminate or limit the liability of a director (i) for any breach of such director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware or (iv) for any transaction from which such director derived an improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If the General Corporation Law of the State of Delaware is amended after the date of filing of this Certificate of Incorporation to authorize corporation action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be eliminated or limited to

the fullest extent permitted by the amended General Corporation Law of the State of Delaware. Any indemnities provided and granted in this Article Seventh shall not be exclusive of any other rights or protections afforded an individual under any contract or vote of shareholders or disinterested directors or otherwise.

**EIGHTH.** Except as stated in Article Seventh of this Certificate of Incorporation, the Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon a stockholder herein are granted subject to this reservation.

**NINTH.** To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which the General Corporation Law of the State of Delaware permits the Corporation to provide indemnification) through By-Law provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law of the State of Delaware.


Any amendment, repeal or modification of the foregoing provisions of this Article Tenth shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of, or increase the liability of any director, officer or other agent of the Corporation with respect to any acts or omissions of such persons occurring prior to, such amendment, repeal or modification.

\* \* \* \* \*

*[Remainder of Page Left Intentionally Blank]*

IN WITNESS WHEREOF, the undersigned has on this 22nd day of April, 2008 executed, signed and acknowledged this Tenth Amended and Restated Certificate of Incorporation.

**BRIX NETWORKS, INC.**

By:   
Name: Thomas J. Pincince  
Title: President and CEO

[SIGNATURE PAGE TO CERTIFICATE OF INCORPORATION]