

Form PTO-1594 (Rev. 11-08)
OMB Collection 0651-0027 (exp. 12/31/2008)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Alcatel Internetworking, Inc.

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: California
 Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) effective Jan. 1, 2007

- Assignment Merger
 Security Agreement Change of Name
 Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Alcatel USA Marketing, Inc.

Internal

Address: _____

Street Address: 3400 West Plano Parkway

City: Plano

State: TX

Country: USA Zip: 75075

- Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship Delaware
 Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1932279 2229642 2736678

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: K. Bradford Adolphson

Address: Ware, Fressola, Van der Sluys & Adolphson LLP

Street Address: 755 Main Street, P.O. Box 224

City: Monroe

State: LA Zip: 06468

Phone Number: 203-261-1234

Fax Number: 203-261-5676

Email Address: kba@wfvva.net

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 90.00

- Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

Deposit Account Number 230442

Authorized User Name Kenneth B. Adolphson

9. Signature:

K. Bradford Adolphson
Signature

12/1/2008
Date

K. Bradford Adolphson, Reg. No. 30,927
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 4

Documents to be recorded (including cover sheet) should be faxed to (877) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

Docket Nos. 900.280, 952.201 & 952.203

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TRADEMARK
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Delaware

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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:

"ALCATEL INTERNETWORKING, INC.", A CALIFORNIA CORPORATION,

"ALCATEL WIRELESS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "ALCATEL USA MARKETING, INC." UNDER THE NAME OF "ALCATEL USA MARKETING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF DECEMBER, A.D. 2006, AT 10:47 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2007, AT 12:02 O'CLOCK A.M.

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

2056039 8100M

061156717



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5299239

DATE: 12-21-06

TRADEMARK

REEL: 003895 FRAME: 0509

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 02:25 PM 12/18/2006
 FILED 10:47 PM 12/18/2006
 SRV 061156717 - 2056039 FILE

CERTIFICATE OF MERGER
 MERGING
 ALCATEL INTERNETWORKING, INC.
 AND
 ALCATEL WIRELESS, INC.
 INTO
 ALCATEL USA MARKETING, INC.

Alcatel USA Marketing, Inc., a corporation organized under the laws of the State of Delaware (the "Surviving Corporation"), pursuant to Section 252 of the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies as follows:

1. The name and state of incorporation of each of the constituent corporations is as follows:

Name	State of Incorporation
Alcatel Internetworking, Inc.	California
Alcatel Wireless, Inc.	Delaware
Alcatel USA Marketing, Inc.	Delaware

2. An Agreement of Merger, dated as of December 18, 2006 (the "Agreement of Merger"), between the constituent corporations, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 and all other applicable provisions of the DGCL.

3. The name of the Surviving Corporation is Alcatel USA Marketing, Inc.

4. The certificate of incorporation of Alcatel USA Marketing, Inc. shall be the certificate of incorporation of the Surviving Corporation.

5. The executed Agreement of Merger is on file at the principal place of business of the Surviving Corporation, the address of which is as follows:

3400 West Plano Parkway
 Plano, Texas 75075

6. A copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

7. The authorized capital stock of Alcatel Internetworking, Inc., which is the sole constituent corporation that is not a Delaware corporation, is 205,000,000 shares, 200,000,000 shares of which are Common Stock, par value \$0.001 per share, and 5,000,000 shares of which are Preferred Stock, par value \$0.001 per share.

This Certificate of Merger shall become effective at 12:02 a.m. (Eastern Standard Time) on January 1, 2007.

TRADEMARK

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IN WITNESS WHEREOF, this Certificate of Merger has been executed by the Surviving Corporation as of December 18, 2006.

ALCATEL USA MARKETING, INC.

By: 

**Steven Sherman, Senior Vice President and
Chief Financial Officer**