

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	04/27/2009		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	NetXen, Inc.		04/27/2009
			Entity Type
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	NetXen, Inc.		
Street Address:	18922 Forge Drive		
City:	Cupertino		
State/Country:	CALIFORNIA		
Postal Code:	95014		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
	Property Type	Number	Word Mark
	Registration Number:	3248735	INTELLIGENT NIC
	Registration Number:	3341645	NETXEN
	Serial Number:	77419956	FLEXLOM
CORRESPONDENCE DATA			
Fax Number:	(650)938-5200		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	650-988-8500		
Email:	trademarks@fenwick.com		
Correspondent Name:	Linda G. Henry		
Address Line 1:	801 California Street		
Address Line 2:	Silicon Valley Center		
Address Line 4:	Mountain View, CALIFORNIA 94041		
ATTORNEY DOCKET NUMBER:	22968-00070-2498		

CH \$90.00 3248735

NAME OF SUBMITTER:	Linda G. Henry
Signature:	/lgh/
Date:	07/17/2009
Total Attachments: 7 source=Merger#page1.tif source=Merger#page2.tif source=Merger#page3.tif source=Merger#page4.tif source=Merger#page5.tif source=Merger#page6.tif source=Merger#page7.tif	

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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:

"NX MERGER SUB, INC.", A DELAWARE CORPORATION,
WITH AND INTO "NETXEN, INC." UNDER THE NAME OF "NETXEN,
INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF
THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE
TWENTY-SEVENTH DAY OF APRIL, A.D. 2009, AT 5:49 O'CLOCK P.M.

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

3435588 8100M

090402361



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7268173

DATE: 04-27-09

TRADEMARK
REEL: 004026 FRAME: 0906

CERTIFICATE OF MERGER

OF

**NX MERGER SUB, INC.,
a Delaware corporation**

with

**NETXEN, INC.,
a Delaware corporation**

**Pursuant to Section 251 of the
Delaware General Corporation Law**

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify that:

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

<u>Name of Entity</u>	<u>State</u>
NX Merger Sub, Inc.	Delaware
NetXen, Inc.	Delaware

2. A Merger Agreement, dated as of April 20, 2009 (the "Merger Agreement"), by and among QLogic Corporation, a Delaware corporation, NX Merger Sub, Inc., a Delaware Corporation, NetXen, Inc., a Delaware Corporation, and Advanced Equities NetXen Management Corporation, a Delaware corporation, as representative, agent, proxy and attorney-in-fact for all the holders of Company Capital Stock, as defined in the Merger Agreement, as of immediately prior to the Effective Time, as defined in the Merger Agreement, has been approved, adopted, certified, executed and acknowledged by each of the constituent parties in accordance with the provisions of Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger is NetXen, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the laws of the State of Delaware.

4. The Restated Certificate of Incorporation of NetXen, Inc., as in effect immediately prior to the effective time of the merger shall be amended and restated as set forth on Exhibit A attached hereto and, as so amended, shall be the Amended and Restated Certificate of Incorporation of the surviving corporation.

5. The executed Merger Agreement is on file at the principal place of business of the surviving corporation, the address of which is 18922 Forge Drive, Cupertino, California 95014-0701.

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

7. The Merger Agreement between the aforesaid constituent corporations provides that the merger herein certified shall be effective as of the date of the filing of this Certificate of Merger.

[SIGNATURE ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, this Certificate has been executed as of
April 27, 2009. The undersigned declares under penalty of perjury that the matters set
out in the foregoing Certificate are true and correct of his own knowledge.

NETXEN, INC.,
a Delaware corporation

By: _____

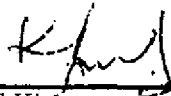

Govind Kizhepat
Chief Executive Officer

EXHIBIT A

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
NETXEN, INC.**

ARTICLE 1

The name of this Corporation is NetXen, Inc.

ARTICLE 2

The address of the Corporation's registered office in the State of Delaware is c/o The Corporation Trust Company, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the corporation's registered agent at such address is The Corporation Trust Company.

ARTICLE 3

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware ("GCL").

ARTICLE 4

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock, \$.001 par value per share.

ARTICLE 5

Except as otherwise provided in this Amended and Restated Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

ARTICLE 6

The number of directors of the Corporation shall be fixed from time to time by a bylaw or amendment thereof duly adopted by the board of directors or by the stockholders.

ARTICLE 7

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE 8

Meeting of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the Bylaws of the Corporation.

ARTICLE 9

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, except that this Article 9 shall not eliminate or limit a director's liability (i) for any breach of the 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) pursuant to Section 174 of the GCL, or (iv) for any transaction from which such director derived an improper personal benefit. If the GCL is amended after the effective date of this Amended and Restated Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the GCL, as so amended from time to time.

Any repeal or modification of this Article 9 shall not increase the personal liability of any director of this Corporation for any act or occurrence taking place prior to such repeal or modification, or otherwise adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

The provisions of this Article 9 shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability of a director which has not been eliminated by the provisions of this Article 9.

ARTICLE 10

The Corporation shall indemnify to the full extent authorized or permitted by law (as now or hereafter in effect) any person made, or threatened to be made a party or witness to any action, suit or proceeding (whether civil or criminal or otherwise) by reason of the fact that he, his testator or intestate, is or was a director or an officer of the Corporation or by reason of the fact that such person, at the request of the Corporation, is or was serving any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, in any capacity. Nothing contained herein shall affect any rights to indemnification to which employees other than directors and officers may be entitled by law. No amendment to or repeal

of this Article 10 shall apply to or have any effect on any right to indemnification provided hereunder with respect to any acts or omissions occurring prior to such amendment or repeal.

ARTICLE 11

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]