

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		CHANGE OF NAME	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Netifice Communications Inc.		07/06/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	MegaPath Inc.		
Street Address:	c/o Covad Communications Group, Inc.		
Internal Address:	2220 O'Toole Avenue		
City:	San Jose		
State/Country:	CALIFORNIA		
Postal Code:	95131		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3085723	NETIFICE	
CORRESPONDENCE DATA			
Fax Number:	(617)951-8736		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	6179518000		
Email:	jennifer.kagan@bingham.com		
Correspondent Name:	Jennifer Kagan		
Address Line 1:	One Federal Street		
Address Line 2:	Bingham McCutchen LLP		
Address Line 4:	Boston, MASSACHUSETTS 02110		
ATTORNEY DOCKET NUMBER:	0000330819		
NAME OF SUBMITTER:	Jennifer Kagan		
Signature:	/jenniferkagan/		

OP \$40.00 3085723

Date:

09/30/2010

Total Attachments: 4

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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 AMENDMENT OF "NETIFICE COMMUNICATIONS INC.", CHANGING ITS NAME FROM "NETIFICE COMMUNICATIONS INC." TO "MEGAPATH INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF JULY, A.D. 2006, AT 5:52 O'CLOCK P.M.

3143590 8100

100889459

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8213164

DATE: 09-07-10

TRADEMARK
REEL: 004287 FRAME: 0867

FIRST AMENDMENT TO
TENTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION

OF

NETIFICE COMMUNICATIONS INC.

(Pursuant to Section 242 of the
General Corporation Law of the State of Delaware)

Netifice Communications Inc., a corporation organized and existing under and by 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 Netifice Communications Inc. (the "Corporation"), and that this Corporation was originally incorporated pursuant to the General Corporation Law on January 5, 2000 under the name "TCS Delaware Corp."

2): That the Board of Directors duly adopted resolutions proposing to amend the Tenth Amended and Restated Certificate of Incorporation of this Corporation, declaring said amendment to be advisable and in the best interests of this Corporation and its stockholders, and authorizing the appropriate officers of this Corporation to solicit the consent of the stockholders therefor, which resolutions setting forth the proposed amendment are as follows:

RESOLVED: That the Tenth Amended and Restated Certificate of Incorporation of the Company (the "Certificate") be amended so that the Article I shall be deleted and replaced in its entirety with the following:

"ARTICLE I

The name of this Corporation is MegaPath Inc."

RESOLVED: That the Certificate be further amended by deleting Section A of Article IV thereof in its entirety and replacing it with the following:

"The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares the Corporation is authorized to issue is 348,373,259 shares. 190,932,795 shares shall be Common Stock with a par value of \$0.001 each, and 157,440,464 shares shall be Preferred Stock with a par value of \$0.001 each."

RESOLVED: That the Certificate be further amended by deleting the second sentence of Section B of Article IV thereof in its entirety and replacing it with the following:

“The first series of Preferred Stock shall be designated as “Series 1 Preferred Stock” and shall consist of 43,632,700 shares authorized for issuance.”

* * *

3): The foregoing amendment was approved by the holders of the requisite number of shares of said Corporation in accordance with Section 228 of the General Corporation Law.

4): That said First Amendment to Tenth Amended and Restated Certificate of Incorporation has been duly adopted in accordance with Section 242 of the General Corporation Law.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, this First Amendment to Tenth Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of the Corporation on this 6th day of July, 2006.

By: /s/D. Craig Young
Name: D. Craig Young
Title: Chief Executive Officer