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03-17-2000

2 SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party (ies):

AirWeb Corporation

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other _____

Additional name(s) of conveying party(ies) attached? Yes No

OPR/FINANCE

2. Name and address of receiving party(ies):

Name: **OmniSky Corporation**

Internal Address: _____

Street Address: **299 California Avenue, Suite 300**

City: **Palo Alto** State: **California** ZIP: **94306**

- Individual(s) citizenship: _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State **Delaware**
- Other _____

If assignment is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) and addresses attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: **November 5, 1999**

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/832,509 OMNISKY

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: **John L. Slafsky**

Internal Address: _____

Wilson Sonsini Goodrich & Rosati

Professional Corporation

Street Address: **650 Page Mill Road**

City: **Palo Alto** State: **California** ZIP: **94304-1050**

6. Total number of applications and registrations involved:..... 1

7. Total fee (37 CFR 3.41) **\$ 40.00**

Enclosed

Authorized to be charged to deposit account

If fee insufficient, please charge

8. Deposit account number:

23-2415 Attn.: 23412-900

(Attach duplicate copy of this page if paying by deposit account.)

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DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

John L. Slafsky

Name of Person Signing

Signature

2-7-00

Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

Office of the Secretary of State

I, EDWARD J. FREEL, 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 "AIRWEB CORPORATION", CHANGING ITS NAME FROM "AIRWEB CORPORATION" TO "OMNISKY CORPORATION", FILED IN THIS OFFICE ON THE FIFTH DAY OF NOVEMBER, A.D. 1999, AT 4 O'CLOCK P.M.

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



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0067975

AUTHENTICATION:

DATE:

11-05-99

TRADEMARK
REEL: 002035 FRAME: 0773

**CERTIFICATE OF AMENDMENT OF THE AMENDED AND
RESTATED CERTIFICATE OF INCORPORATION OF
AIRWEB CORPORATION
a Delaware Corporation**

AirWeb Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY THAT:

FIRST: The Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on July 29th, 1999 under the name AirWeb Corporation (the "*Corporation*").

SECOND: That Board of Directors of this Corporation, acting in accordance with Sections 141 and 242 of the General Corporation Law of the State of Delaware by its unanimous written consent, without a meeting, adopted resolutions setting forth the proposed amendment of the Amended and Restated Certificate of Incorporation of this Corporation, declaring said amendment to be advisable, and authorizing the appropriate officers of this Corporation to solicit written consent of the stockholders of this Corporation upon the consideration thereof.

THIRD: That Article I of the Amended and Restated Certificate of Incorporation of this Corporation is amended to read in its entirety as follows:

"The name of the corporation is OmniSky Corporation."

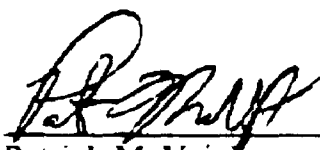
FOURTH: That thereafter, pursuant to a resolution of its Board of Directors, the written consent of the stockholders of this Corporation was duly called for in accordance with Section 228(a) of the General Corporation Law of the State of Delaware, and holders of the requisite number of shares as required by statute consented to the adoption of said amendment.

FIFTH: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

I hereby declare and certify under penalty of perjury under the laws of the State of Delaware that the facts set forth in the foregoing certificate are true and correct of my own knowledge and that this certificate is my act and deed.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of the Amended and Restated Certificate of Incorporation on November 3, 1999.

AIRWEB CORPORATION

By: 

Patrick McVeigh
President