





## 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 OWNERSHIP, WHICH MERGES:

"INTRUSION.COM, INC.", A DELAWARE CORPORATION, WITH AND INTO "ODS NETWORKS, INC." UNDER THE NAME OF "INTRUSION.COM, 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 MAY, A.D. 2000, AT 1 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JUNE, A.D. 2000.

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

AUTHENTICATION: 0446358

DATE: 05-18-00

TRADEMARK  
REEL: 002107 FRAME: 0641

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**INTRUSION.COM, INC.**

**INTO**

**ODS NETWORKS, INC.**

ODS Networks, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), under and in accordance with Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify:

FIRST: That the Corporation was incorporated pursuant to the DGCL on August 30, 1995 under the name of "Optical Data Systems, Inc."

SECOND: That the Corporation owns 100% of the outstanding shares of each class of capital stock of Intrusion.com, Inc., which was incorporated pursuant to the DGCL on February 21, 2000 ("Intrusion").

THIRD: That the Board of Directors of the Corporation (the "Board") has, pursuant to resolutions duly adopted at a telephonic meeting of the Board dated April 17, 2000 and filed with the minutes of the Board, authorized and approved the merger of Intrusion with and into the Corporation (the "Merger"). Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof. A true and correct copy of such resolutions are attached hereto as Exhibit A.

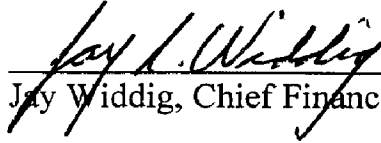
FIFTH: That the Corporation shall be the surviving corporation in the Merger (the "Surviving Corporation").

SIXTH: That the Merger shall be effective on June 1, 2000 at 8:00 a.m., Eastern Standard Time.

SEVENTH: That the Certificate of Incorporation of the Corporation, as amended and in effect on the date hereof, shall be the Certificate of Incorporation of the Surviving Corporation; provided, however, that at the effective time of the Merger, Article One of the Certificate of Incorporation of the Surviving Corporation shall be amended in its entirety to read as follows: "The name of the corporation is Intrusion.com, Inc."

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Ownership and Merger on behalf of the Corporation on May 15, 2000.

**ODS NETWORKS, INC.**

  
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Jay Widdig, Chief Financial Officer

## EXHIBIT A

### RESOLUTIONS OF THE BOARD OF DIRECTORS

**NOW, THEREFORE, BE IT RESOLVED**, that the proper officers of ODS Networks, Inc. (the "Corporation") be, and each of them hereby is, authorized and directed to cause Intrusion.com, Inc. (the "Subsidiary"), as a wholly owned subsidiary of the Corporation under and pursuant to the General Corporation Law of the State of Delaware (the "DGCL"), to be merged with and into the Corporation (the "Merger") with the Corporation being the surviving corporation (the "Surviving Corporation") of the Merger; that, in connection with the Merger, the Surviving Corporation shall change its name to "Intrusion.com, Inc."; that, from and after the effective time of the Merger, the Certificate of Incorporation of the Corporation shall be the Certificate of Incorporation of the Surviving Corporation, the Bylaws of the Corporation shall be the Bylaws of the Surviving Corporation, the officers and directors of the Corporation shall be the officers and directors of the Surviving Corporation, the outstanding common stock and other securities of the Corporation shall remain outstanding as the common stock and other securities of the Surviving Corporation and the outstanding common stock of the Subsidiary shall be canceled; that, the proper officers of the Corporation be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to prepare and execute a Certificate of Ownership and Merger and to cause the same to be filed with the Secretary of State of the State of Delaware pursuant to Sections 103 and 253 of the DGCL; and that the Merger shall be effective at the time stated in such Certificate of Ownership and Merger; and

**FURTHER RESOLVED**, that, upon the effectiveness of the Merger, the proper officers of the Corporation be, and each of them individually hereby is, authorized and empowered to prepare and file with the Secretary of State of the State of Delaware a Restated Certificate of Incorporation which only restates and integrates and does not further amend the provisions of the Corporation's Certificate of Incorporation as theretofore amended or supplemented; that such Restated Certificate of Incorporation, when and if so prepared and filed be, and it hereby is, approved and adopted in all respects as and for the Restated Certificate of Incorporation of the Corporation; and that the proper officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to cause such Restated Certificate of Incorporation, as restated, when and if so prepared to be filed with the Secretary of State of the State of Delaware pursuant to Section 245 of the DGCL; and

**FURTHER RESOLVED**, that, upon the effectiveness of the Merger, the proper officers of the Corporation be, and each of them individually hereby is, authorized and empowered to prepare or cause to be prepared a form of certificate to be issued evidencing shares of common stock of the Corporation, par value \$0.01 per share ("Common Stock"), reflecting the change in corporate name resulting from the Merger; that such form evidencing a Common Stock certificate shall be adopted, to the same extent as if presented to and adopted by the Board at this meeting, provided that a copy thereof be affixed to these minutes by the Secretary or Assistant Secretary; that the proper officers of the Corporation be, and each of them individually hereby is, authorized, empowered and directed to execute such Common Stock certificates; that any or all of such signatures on such Common Stock certificates may be

facsimile signatures; and that in case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon such Common Stock certificates shall have ceased to be such officer, transfer agent or registrar before thereof, it may be issued by the Corporation with the same effect as if such person were such officer, transfer agent or registrar at the date of issue; and

**FURTHER RESOLVED**, that upon the effectiveness of the Merger, the proper officers of the Corporation be, and each of them individually hereby is, authorized and empowered to prepare or cause to be prepared a corporate seal, reflecting the change in corporate name resulting from the Merger; that such corporate seal shall be adopted, to the same extent as if presented to and adopted by the Board at this meeting, provided that an impression of such corporate seal be affixed to these minutes by the Secretary or Assistant Secretary; and

**FURTHER RESOLVED**, that the proper officers of the Corporation be, and each of them hereby is, authorized and directed to prepare, execute, deliver and file or cause to be prepared, executed, delivered and filed any and all documents and to take any and all actions with federal, state, local and foreign authorities and with The Nasdaq Stock Market, as they or any of them may deem necessary or appropriate to effect the corporate name change and Merger contemplated by the foregoing resolutions and to carry out fully the purpose and intent of such resolutions; and

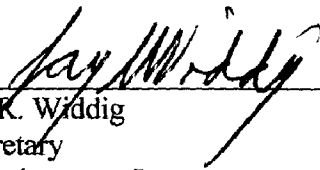
**FURTHER RESOLVED**, that all actions heretofore taken by any officer or director of the Corporation in connection with the matters contemplated by the foregoing resolutions be, and they hereby are, approved, adopted, ratified, confirmed and accepted in all respects.

**Certificate of the Secretary  
Of Intrusion.com, Inc.  
June 1, 2000**

This certificate of the Secretary of Intrusion.com, Inc., Jay R. Widdig, certifies that following statements are true and correct under its corporate seal.

- a. The name of ODS Networks, Inc. was changed to Intrusion.com, Inc. effective June 1, 2000.
- b. The attached copy of the Certificate of Ownership and Merger, Merging Intrusion.com, Inc. into ODS Networks, Inc. has been executed and delivered pursuant to the authority of the Board of Directors. The certificate includes the Board of Director minutes approving the merger and name change to Intrusion.com, Inc.
- c. The Certificate of Ownership has been executed and approved pursuant to the authority of the Secretary of State of the State of Delaware, as attached.

By: Intrusion.com, Inc.

  
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Jay R. Widdig  
Secretary  
Intrusion.com, Inc.