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

101741911

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

1. Name of conveying party(ies):

OverWave Networks

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: February 9, 2001

2. Name and address of receiving party(ies)

Name: M7 Networks Inc.

Internal Address:

Street Address: 9820 Towne Centre Drive

City: San Diego State: CA Zip: 92121

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

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) Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s) 76/196,983 76/198,706

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Jamie R. Shelden

Internal Address: Cooley Godward LLP

Street Address: 4365 Executive Drive, Suite 1100

City: San Diego State: CA Zip: 92121

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

03-3118

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

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.

Jamie R. Shelden Name of Person Signing

Jamie Shelden Signature

5/30/01 Date

Total number of pages including cover sheet, attachments, and document: 3

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

State of Delaware
Office of the Secretary of State

PAGE 1

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 AMENDMENT OF "OVERWAVE NETWORKS INC.", CHANGING ITS NAME FROM "OVERWAVE NETWORKS INC." TO "M7 NETWORKS INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF FEBRUARY, A.D. 2001, AT 9 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 0966860

DATE: 02-12-01

TRADEMARK
REEL: 002308 FRAME: 0834

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
OVERWAVE NETWORKS INC.**

OVERWAVE NETWORKS INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), **DOES HEREBY CERTIFY:**

FIRST: The name of the Corporation is Overwave Networks Inc.

SECOND: The Corporation's original Certificate of Incorporation was filed with the Secretary of State on August 22, 2000. A Restated Certificate of Incorporation was filed on November 6, 2000.

THIRD: The Board of Directors of the Corporation, acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions amending its Certificate of Incorporation as follows:

Article I of the Restated Certificate of Incorporation shall be amended and restated in its entirety as follows:

"I.

The name of the corporation is **M7 NETWORKS INC.** (the "Corporation" or the "Company")."

FOURTH: Thereafter pursuant to a resolution of the Board of Directors, this Certificate of Amendment was submitted to the stockholders of the Corporation for their approval, and was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its Chairman and attested to by its Secretary this 9th day of February, 2001.

OVERWAVE NETWORKS INC.

By: Daniel E. Pittard
Daniel E. Pittard, Chairman

ATTEST:

Thomas M. Carney
Thomas M. Carney, Secretary