

CERTIFICATE OF MERGER
MERGING
NETEDGE SYSTEMS, INC.
A DELAWARE CORPORATION
WITH AND INTO
LARSCOM INCORPORATED
A DELAWARE CORPORATION

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

Larscom Incorporated, a Delaware corporation ("Larscom"), does hereby certify as follows:

FIRST: That Larscom is a corporation duly organized and existing under the laws of the State of Delaware and that NetEdge Systems, Inc. ("NetEdge"), a wholly-owned subsidiary of Larscom, is a corporation duly organized and existing under the laws of the State of Delaware.

SECOND: That an Agreement and Plan of Merger (the "Merger Agreement"), dated as of May 29, 1998, by and between Larscom and NetEdge, setting forth the terms and conditions of the merger of NetEdge with and into Larscom (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the Delaware Law.

THIRD: The name of the surviving corporation in the Merger (the "Surviving Corporation") shall be Larscom Incorporated.

FOURTH: The Certificate of Incorporation, as amended, and the Bylaws, as amended, of Larscom shall be the Certificate of Incorporation and the Bylaws, respectively, of the Surviving Corporation.

FIFTH: An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address:


Larscom Incorporated
1845 McCandless Drive
Milpitas, California 95035

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either constituent corporation.


SEVENTH: The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, Larscom Incorporated and NetEdge Systems, Inc. each has caused this Certificate of Merger to be executed in its corporate name as of the 29th day of May, 1998.

LARSCOM INCORPORATED

By: 
Deborah M. Soon, President


ATTEST:


Bruce D. Horn, Secretary

NETEDGE SYSTEMS, INC.

By: 
Bruce D. Horn, Chief Financial Officer

ATTEST:


Paul A. Strudwick, Secretary