

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/16/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PanGo Networks, Inc.		03/16/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	IW Acquisition Company
Street Address:	1155 Kas Drive
Internal Address:	Suite 200
City:	Richardson
State/Country:	TEXAS
Postal Code:	75081
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2923531	PANGO

CORRESPONDENCE DATA

Fax Number: (214)200-0738
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 214-651-5110
 Email: stendell@haynesboone.com
 Correspondent Name: Leanne Stendell, Haynes and Boone, LLP
 Address Line 1: 901 Main Street
 Address Line 2: Suite 3100
 Address Line 4: Dallas, TEXAS 75202

ATTORNEY DOCKET NUMBER:	29668.TM/PANGO
NAME OF SUBMITTER:	Leanne Stendell

CH \$40.00 2923531

Signature:	/Leanne Stendell/
Date:	01/11/2008
Total Attachments: 9 source=IW - Cert of Merger (PanGo) (2)#page1.tif source=IW - Cert of Merger (PanGo) (2)#page2.tif source=IW - Cert of Merger (PanGo) (2)#page3.tif source=IW - Cert of Merger (PanGo) (2)#page4.tif source=IW - Cert of Merger (PanGo) (2)#page5.tif source=IW - Cert of Merger (PanGo) (2)#page6.tif source=IW - Cert of Merger (PanGo) (2)#page7.tif source=IW - Cert of Merger (PanGo) (2)#page8.tif source=IW - Cert of Merger (PanGo) (2)#page9.tif	

Delaware

PAGE 1

The First State

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 MERGER, WHICH MERGES:

"IW ACQUISITION COMPANY", A DELAWARE CORPORATION,
WITH AND INTO "PANGO NETWORKS, INC." UNDER THE NAME OF "IW ACQUISITION COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF MARCH, A.D. 2007, AT 2:07 O'CLOCK P.M.

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

3725406 8100M

070327294



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5514611

DATE: 03-16-07

TRADEMARK
REEL: 003694 FRAME: 0378

CERTIFICATE OF MERGER

of

**IW ACQUISITION COMPANY
(a Delaware corporation)**

with and into

**PANGO NETWORKS, INC.
(a Delaware corporation)**

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

PanGo Networks, Inc., a Delaware corporation, hereby certifies the following information relating to the merger of IW Acquisition Company, a Delaware corporation and wholly-owned subsidiary of InnerWireless, Inc., a Delaware corporation (the "*Parent*"), with and into PanGo Networks, Inc. (the "*Merger*").

FIRST: The name and state of incorporation of each of the constituent corporations of the Merger is as follows (the "*Constituent Corporations*"):

<u>Name</u>	<u>State of Incorporation</u>
IW Acquisition Company	Delaware
PanGo Networks, Inc.	Delaware

SECOND: An Agreement and Plan of Merger and Reorganization, dated as of March 12, 2007 (the "*Merger Agreement*"), has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: Upon consummation of the Merger, the name of the surviving corporation shall be PanGo Networks, Inc.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be amended and restated in the form set forth on Exhibit A attached hereto.


FIFTH: The executed Merger Agreement is on file at the principal place of business of the surviving corporation. The address of the surviving corporation's principal place of business is 959 Concord Street, Suite 100, Framingham, Massachusetts, 01701-4682.

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 effective date of the Merger shall be the date on which this Certificate of Merger is filed with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Merger to be executed on this 16th day of March, 2007.

PANGO NETWORKS, INC.

By: 
Name: Michael Campbell
Title: Executive Vice President

IW ACQUISITION COMPANY

By: _____
Name: Ed Cantwell
Title: President

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Merger to be executed on this 16th day of March, 2007.

PANGO NETWORKS, INC.

By: _____
Name: Michael Campbell
Title: Executive Vice President

IW ACQUISITION COMPANY

By: Ed Cantwell
Name: Ed Cantwell
Title: President

EXHIBIT A

Certificate of Incorporation

CERTIFICATE OF INCORPORATION

ARTICLE I

NAME

The name of the corporation is IW Acquisition Company (the "*Corporation*").

ARTICLE II

ADDRESS

The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, State of Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

PURPOSE

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV

CAPITAL STOCK

A. The aggregate number of shares of capital stock that the Corporation will have authority to issue is 1,000 shares, which shall consist of 1,000 shares of common stock, \$0.001 par value (the "*Common Stock*").

B. No stockholder of the Corporation shall, by reason of being a stockholder, have any preemptive right to acquire additional, unissued or treasury shares of the Corporation, or securities convertible into or carrying a right to subscribe to or to acquire any shares of any class of the Corporation now or hereafter authorized.

C. The holders of Common Stock shall be entitled to one vote per share on all matters to be voted on by the stockholders. No stockholder shall have the right to cumulate votes at any election of directors of the Corporation. The directors of the Corporation need not be elected by written ballot unless the Bylaws of the Corporation so provide.

ARTICLE V

CORPORATE MATTERS

The affairs of the Corporation shall be managed by a Board of Directors. The number of directors of the Corporation shall be from time to time fixed by, or altered in the manner provided in, the Bylaws of the Corporation. The number of directors constituting the initial board of directors is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the stockholders or until their respective successors are duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Ed Cantwell	1155 Kas Drive, Suite 200 Richardson, Texas 75081
Chris McCoy	1155 Kas Drive, Suite 200 Richardson, Texas 75081

ARTICLE VI

AMENDMENTS

In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall have the power to adopt, amend, and repeal, from time to time, the Bylaws of the Corporation.

ARTICLE VII

DURATION OF EXISTENCE

The Corporation will have a perpetual existence.

ARTICLE VIII

RIGHT TO AMEND

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE IX

LIABILITY OF DIRECTORS

The liability of the directors of the Corporation to the Corporation or its stockholders for monetary damages for acts or omissions occurring in their capacity as directors shall be limited to the

fullest extent permitted by the laws of the State of Delaware and any other applicable law, as such laws now exist and to such greater extent as they may provide in the future.

Any repeal or modification of this Certificate of Incorporation shall operate prospectively only and shall not adversely affect the rights existing at the time of such repeal or modification of any of the aforementioned persons.

ARTICLE X

INDEMNIFICATION AND INSURANCE

The Corporation shall indemnify and advance expenses to and may provide indemnity insurance for each person who is or was a director or officer of the Corporation in every capacity in which such person serves for which the Corporation may or is required to indemnify or advance expenses to such person, for amounts incurred by such person in connection with any action, suit, or proceeding to which such person was, is or may be a party by reason of such person's position with the Corporation or service on behalf of the Corporation, when and to the fullest extent permitted or required by the laws of the State of Delaware and any other applicable law, as such laws now exist and to such greater extent as they may provide in the future.

Any repeal or modification of this Certificate of Incorporation shall operate prospectively only and shall not adversely affect the rights existing at the time of such repeal or modification of any of the aforementioned persons.