

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Three All, Inc.		07/16/2008	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Uptake Networks, Inc.		
Street Address:	654 High Street, Suite 220		
City:	Palo Alto		
State/Country:	CALIFORNIA		
Postal Code:	94301		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	77413079	UPTAKE	
Serial Number:	77416042		
CORRESPONDENCE DATA			
Fax Number:	(650)938-5200		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(650) 988-8500		
Email:	trademarks@fenwick.com		
Correspondent Name:	Tanda L. Neundorf, Esq.		
Address Line 1:	801 California Street		
Address Line 2:	Silicon Valley Center		
Address Line 4:	Mountain View, CALIFORNIA 94041		
ATTORNEY DOCKET NUMBER:	25387-00070		
NAME OF SUBMITTER:	Tanda L. Neundorf, Esq.		
Signature:	/Tanda Neundorf/		

CH \$65.00 77413079

Date:

07/22/2008

Total Attachments: 3

source=Document#page1.tif

source=Document#page2.tif

source=Document#page3.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 RESTATED CERTIFICATE OF "THREE ALL, INC.", CHANGING ITS NAME FROM "THREE ALL, INC." TO "UPTAKE NETWORKS, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF JULY, A.D. 2008, AT 5:28 O'CLOCK P.M.

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

4189868 8100

080792157

You may verify this certificate online
at corp.delaware.gov/authover.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6733374

DATE: 07-16-08

TRADEMARK
REEL: 003821 FRAME: 0097

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
THREE ALL, INC.

1. This corporation was originally incorporated under the name Three All, Inc. The date of filing its original Certificate of Incorporation with the Secretary of State was July 13, 2006.

2. This Amended and Restated Certificate of Incorporation of the corporation attached hereto as Exhibit A, which is incorporated herein by this reference, and which restates, integrates and further amends the provisions of the Certificate of Incorporation of this corporation as previously amended or supplemented, has been duly adopted by the corporation's Board of Directors and a majority of the stockholders in accordance with Sections 242 and 245 of the Delaware General Corporation Law, with the approval of the corporation's stockholders having been given by written consent without a meeting in accordance with Section 228 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, said corporation has caused this Amended and Restated Certificate of Incorporation to be signed by its duly authorized officer and the foregoing facts stated herein are true and correct.

Dated: July 16, 2008

THREE ALL, INC.

By: /s/ Yen Lee

Name: Yen Lee

Title: Chief Executive Officer

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:36 PM 07/16/2008
FILED 05:28 PM 07/16/2008
SRV 080792187 - 4189869 FILE

EXHIBIT A

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

UPTAKE NETWORKS, INC.

ARTICLE I

The name of the corporation is UpTake Networks, Inc.

ARTICLE II

The address of the registered office of the corporation in the State of Delaware is 3500 South Dupont Highway, City of Dover, County of Kent, DE 19901. The name of its registered agent at that address is Incorporating Services, Ltd.

ARTICLE III

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

ARTICLE IV

1. Authorization of Shares. This corporation is authorized to issue two (2) classes of shares, designated "Common Stock" and "Preferred Stock". The total number of shares of Common Stock authorized to be issued is 38,000,000 shares, \$0.00001 par value per share. The total number of shares of Preferred Stock authorized to be issued is Twenty One Million Three Hundred Forty Two Thousand Three Hundred Thirty Nine (21,342,339) shares, \$0.00001 par value per share, Nine Million Three Hundred Eighty Two Thousand Three Hundred Thirty Nine (9,382,339) of which are designated as "Series A Preferred Stock", and Eleven Million Nine Hundred and Sixty Thousand (11,960,000) of which are designated as "Series B Preferred Stock."

ARTICLE V

The rights, preferences, privileges and restrictions granted to and imposed on the Series A Preferred Stock, the Series B Preferred Stock and the Common Stock are as follows:

1. Definitions. For purposes of this Article V, the following definitions apply:
 - 1.1 "Board" shall mean the Board of Directors of the Corporation.
 - 1.2 "Corporation" shall mean this corporation.
 - 1.3 "Common Stock" shall mean the Common Stock, \$0.00001 par value, of the Corporation.
 - 1.4 "Common Stock Dividend" shall mean a stock dividend declared and paid