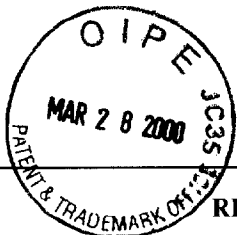


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Form PTO-1595

U.S. Department of Commerce

Docket No. 16415-0015

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PATENTS ONLY

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

<p>1. Name of conveying party(ies): Allayer Technologies Corporation</p> <p>Additional name of conveying party attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>		<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>Allayer Communications</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>107 Bonaventura Drive</u></p> <p>_____</p> <p>City: <u>San Jose</u> State: <u>CA</u> ZIP: <u>95134</u></p> <p>Additional name(s) and address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Other: _____</p> <p>Execution Date: <u>Certificate of Amendment of Restated Articles of Incorporation dated January 18, 2000.</u></p>			
<p>4. Application number(s) or patent numbers:</p> <p>If this document is being filed together with a new application, the execution date of the application is: _____</p> <p>A. Patent Application No.(s) <u>09/244,273</u></p> <p>B. Patent No.(s) _____</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
<p>5. Name and address party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Justin F. Boyce,</u> <u>Oppenheimer Wolff &amp; Donnelly LLP</u></p> <p>Internal Address: <u>Suite 200</u></p> <p>Street Address: <u>3373 Hillview Avenue</u></p> <p>City: <u>Palo Alto</u> State: <u>California</u> ZIP: <u>94304-1204</u></p>		<p>6. Total number of applications and patents involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41) <u>\$40.00</u></p> <p><input checked="" type="checkbox"/> Enclosed</p> <p><input checked="" type="checkbox"/> Any discrepancy or overpayment is authorized to be charged to deposit account</p>	
		<p>8. Deposit Account number:</p> <p><u>02-3964</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>	
<b>DO NOT USE THIS SPACE</b>			
<p>9. Statement and signature.</p> <p><i>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.</i></p> <p><u>JUSTIN F. BOYCE</u> <u>March 21, 2000</u></p> <p>Name of Person Signing Signature Date</p> <p>Total number of pages including cover sheet, attachments, and document: <u>3</u></p>			

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**PATENT**  
**REEL: 010691 FRAME: 0713**



## SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

JAN 21 2000

*Bill Jones*

Secretary of State



A0537865

ENDORSED - FILED  
in the office of the Secretary of State  
of the State of California

JAN 18 2000

BILL JONES, Secretary of State

**CERTIFICATE OF AMENDMENT  
OF  
RESTATED ARTICLES OF INCORPORATION  
OF ALLAYER TECHNOLOGIES CORP.**

The undersigned certifies that:

1. He is the president and the secretary, respectively, of Allayer Technologies Corp., a California corporation.

2. Article I of the Restated Articles of Incorporation of this corporation is amended to read as follows:

"I. The name of this corporation is Allayer Communications."

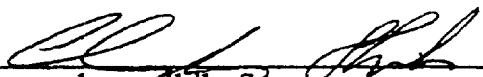
3. The foregoing amendment of Restated Articles of Incorporation has been duly approved by the board of directors.

4. The foregoing amendment of Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of Common Stock of the corporation is 4,549,500 and the total number of outstanding shares of Preferred Stock of the corporation is 11,038,606. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Date: 1/12/2000

  
Cheng-chung Shih, President

  
Cheng-chung Shih, Secretary

