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11-03-2000

Attorney Docket No. 52/773
U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

FORM PTO-1595

REC



To The Honorable Commissioner of Patents and Trademark

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nts or copy thereof.

1. Name of conveying party(ies):

ISDN Systems Corporation

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

2. Name and address of receiving party(ies)

Name: U.S. Robotics Corporation

Address: 8100 N. McCormick Blvd.

City: Skokie State: Illinois

Country: U.S.A. Zip: 60076

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: December 22, 1997

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

A. Patent Application No.(s)

Filing Date

08/798,273

B. Patent No.(s)

5,659,684

Additional numbers attached? Yes No

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

Name: Matthew J. Sampson

Registration No.: 35,999

Company Name: McDonnell, Boehnen, Hulbert & Berghoff

Street Address: 300 South Wacker Drive - 32nd Floor

City: Chicago State: Illinois

Country: U.S.A. ZIP: 60606

6. Total number of applications and patents involved: 2

7. Total Fee (37 CFR 3.41).....\$80.00

Enclosed

Authorized to charge to deposit account for any additional fees or credit overpayment

8. Deposit account number:

13-2490

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.

Matthew J. Sampson

Printed Name of Person Signing

Signature

Date: October 19, 2000

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments, Washington, D.C. 20231

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STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 09:00 AM 12/24/1997
 971447689 - 2454928

**CERTIFICATE OF OWNERSHIP AND MERGER
 MERGING EACH OF
 U.S. ROBOTICS RESEARCH CORP., AMBER WAVE SYSTEMS, INC.,
 MEGAHERTZ HOLDING CORPORATION #115510
 AND ISDN SYSTEMS CORPORATION
 INTO
 U.S. ROBOTICS CORPORATION**

U.S. Robotics Corporation, a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of the capital stock of U.S. Robotics Research Corp. a Delaware corporation, Amber Wave Systems, Inc., a Delaware corporation, MegaHertz Holding Corporation, a Utah corporation, and ISDN Systems Corporation, a Maryland corporation (collectively, the "Merged Corporations").

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 22 day of December, 1997, determined to merge into itself each of the Merged Corporations with the name of the surviving corporation being U.S. Robotics Corporation on the conditions set forth in such resolutions:

U.S. Robotics Research Corporation

RESOLVED, that the Corporation merge U.S. Robotics Research Corp. (Delaware corporation), its wholly owned subsidiary corporation, with and into itself and assume all of the liabilities and obligations of such subsidiary pursuant to Section 253 of the Delaware General Corporation Law.

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, directed to make, execute and acknowledge a Certificate of Ownership and Merger pursuant to Section 253 of the Delaware General Corporation Law setting forth a copy of the resolution to merge U.S. Robotics Research Corp. into the Corporation, and to file the same in the office of the Secretary of State of the State of Delaware.

ISDN Systems Corporation

RESOLVED, that the Corporation merge ISDN Systems Corporation (a Maryland corporation), its wholly owned subsidiary corporation, with and into itself and assume all of the liabilities and obligations of such subsidiary pursuant to Section 3-106 of the Maryland Code of Corporations and Associations and Section 253 of the Delaware General Corporation Law.

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, directed to make, execute and acknowledge a Certificate of Ownership and Merger

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pursuant to Section 253 of the Delaware General Corporation Law and Articles of Merger pursuant to Section 3-106 of the Maryland Code of Corporations and Associations setting forth a copy of the resolution to merge ISDN Systems Corporation with and into the Corporation and to file the same in the office of the Secretary of State of the State of Delaware and the office of the Secretary of State of the State of Maryland.

MegaHertz Holding Corporation

RESOLVED, that the Corporation merge MegaHertz Holding Corporation (a Utah corporation), its wholly owned subsidiary corporation, with and into itself and assume all of the liabilities and obligations of such subsidiary pursuant to certain sections of the Utah Revised Business Corporation Act and Section 253 of the Delaware General Corporation Law.

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, directed to make, execute and acknowledge a Certificate of Ownership and Merger pursuant to Section 253 of the Delaware General Corporation Law and Articles of Merger pursuant to certain sections of the Utah Revised Business Corporation Act setting forth a copy of the resolution to merge MegaHertz Holding Corporation with and into the Corporation and to file the same in the office of the Secretary of State of the State of Delaware and the office of the Secretary of State of the State of Utah.

Amber Wave Systems, Inc.

RESOLVED, that the Corporation merge Amber Wave Systems, Inc. (a Delaware corporation), its wholly-owned subsidiary corporation, with and into itself and assume all of the liabilities and obligations of such subsidiary pursuant to Section 253 of the Delaware General Corporation Law.

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, directed to make, execute and acknowledge a Certificate of Ownership and Merger pursuant to Section 253 of the Delaware General Corporation Law setting forth a copy of the resolution to merge Amber Wave Systems, Inc. into the Corporation, and to file the same in the office of the Secretary of State of Delaware.

RESOLVED FURTHER, that the proper officers of the Corporation be, and each of them hereby is, authorized to execute and deliver such further documents as may be necessary or desirable to effect the above referenced short form mergers and to carry out the intent and accomplish the purpose thereof and of these resolutions.

FOURTH: This Certificate of Ownership and Merger is to become effective at 9:00 a.m. E.S.T. on December 31, 1997

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Alan D. Groves, its President, this 22 day of December, 1997.

U.S. ROBOTICS CORPORATION.

By: Alan D. Groves
Alan D. Groves, President