

04-24-2001

RECORDATION FORM COVER SHEET
PATENTS ONLY



101684548

TO THE HONORABLE DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE. PLEASE RECORD THIS DOCUMENT WITH ORIGINAL DOCUMENTS OR COPY THEREOF.

1. Name of conveying party(ies):
(a) DIALPAD.COM, INC.
MRS 4.9.01
Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies):
Name: **DIALPAD COMMUNICATIONS, INC.**
Street Address: 2953 Bunker Hill Lane, Suite 400
City: Santa Clara CA 95054
Country: United States

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: January 19, 2001

Name and address of receiving party(ies):
Name:
Street Address:
City: State: Zip:
Country:
Additional name(s) & address(es) attached?
 Yes No

4. Application number(s) or patent number(s): **See Page 2 for additional numbers**
If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s) - **09/733,331**
Title: **Method For Managing PC to PC Audio Communications**

B. Patent No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Carmen C. Cook, Esq.
Internal Address: SKJERVEN MORRILL MacPHERSON LLP
Street Address: 25 METRO DRIVE, SUITE 700
City SAN JOSE State CA Zip 95110

6. Total number of applications and patents involved: 6

7. Total fee (37 CFR 3.41): \$240.00
 Authorized to be charged to Deposit Account 19-2386
 Charge Deposit Account 19-2386 for any additional fees required for this conveyance and credit deposit account 19-2386 any amounts overpaid

DO NOT USE THIS SPACE

8. 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.

Carmen C. Cook 42,433
Name of Person Signing

Carmen C. Cook
Signature

4/1/01
Date

Total number of pages comprising cover sheet: 1

PATENTS ONLY

To the Honorable Director of Patents and Trademarks. Please record the attached original documents or copy thereof.

4. Additional Application number(s)**A. Patent Application No.(s)**

2. Method for Initiating Internet Telephone Service from a
Web Page - **09/668,427**

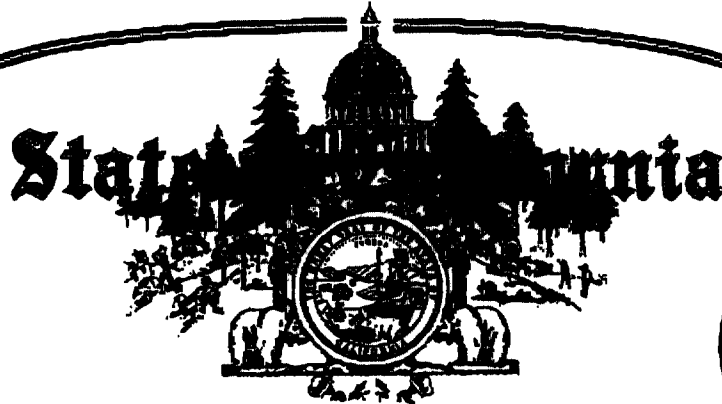
3. Inbound VoIP Communication System - **09/733,539**

4. VoIP Call Control Proxy - **09/760,347**

5. Data Exchange with Computers within a Secure
Network - **09/627,723**

6. Scaleable Communications System - **09/401,898**

B. Patent No.(s)



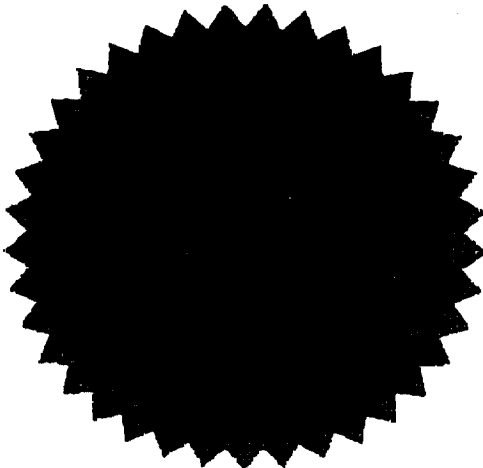
SECRETARY OF STATE

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 3 4 2001



Bill Jones

Secretary of State

AU558923

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

**CERTIFICATE OF AMENDMENT OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
DIALPAD.COM, INC.**

JAN 22 2001

BILL JONES, Secretary of State

Brad Garlinghouse and Kevin Chou certify that:

- 1. They are the Chief Executive Officer and Secretary, respectively, of Dialpad.com, Inc., a California corporation.
- 2. Article I of the Amended and Restated Articles of Incorporation of this corporation is amended to read as follows:

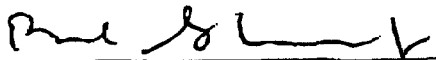
"ARTICLE I

The name of this corporation is Dialpad Communications, Inc."

- 3. The foregoing amendment of the Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors of the corporation.
- 4. The foregoing amendment of the Amended and Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the California Corporations Code and the Amended and Restated Articles of Incorporation. The total numbers of shares entitled to vote were 15,629,882 shares of Common Stock and 14,350,841 shares of Preferred Stock, consisting of 7,226,844 shares of Series A Preferred Stock and 7,123,997 shares of Series B Preferred Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote was more than 50% of the outstanding shares of Common Stock, more than 50% of the outstanding shares of Preferred Stock, more than 50% of the outstanding shares of Series A Preferred Stock, more than 50% of the outstanding shares of Series B Preferred Stock and more than 50% of the aggregate outstanding shares of Common Stock and Preferred Stock.

Each of the undersigned declares under penalty of perjury that the matters set forth in this Certificate of Amendment are true and correct of his own knowledge.

Dated: January 19, 2000
Santa Clara, California



Brad Garlinghouse
Chief Executive Officer



Kevin Chou
Secretary

