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Form PTO-1595 (Rev. 03/01) OMB No. 0651-0027 (exp. 3/31/2002)

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of F

...ed original documents or copy thereof.

1. Name of conveying party(ies): Layer 5
7-31-01
Additional names(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Juniper Acquisition Corporation
Internal Address: _____
Street Address: 1194 N. Mathilda Ave.
City: Sunnyvale State: CA Zip: 94089
Additional name(s) & address(es) attached? Yes No

3. Nature of conveying party(ies):
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: November 17, 1999

4. Application number(s) or patent number(s)
If this document is being filed together with a new application, the execution date of the application is: _____
A. Patent Application No.(s):
09/432,138
09/401,475
09/436,439
09/436,055
09/470,565
Additional numbers attached? Yes No

B. Patent No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Allen M. Lo
Internal Address: Juniper Networks, Inc.
Street Address: 1194 N. Mathilda Ave.
City: Sunnyvale State: CA Zip: 94089

6. Total number of applications and patent involved: 5
7. Total fee (37 CFR 3.41) \$ 200.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
50-1763
(Attach duplicate copy of this page if paying by deposit account)

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.
Allen M. Lo, Reg. No. 37,059
Name of Person Signing

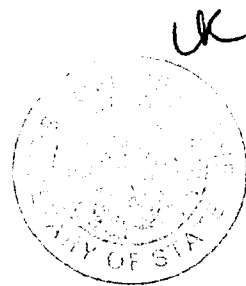
Signature
7/27/01
Date

08/09/2001 DBYRNE 00000000 501763 09432138

01 FC:581 200.00 CH Total number of pages including cover sheet, attachments, and documents: 6

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

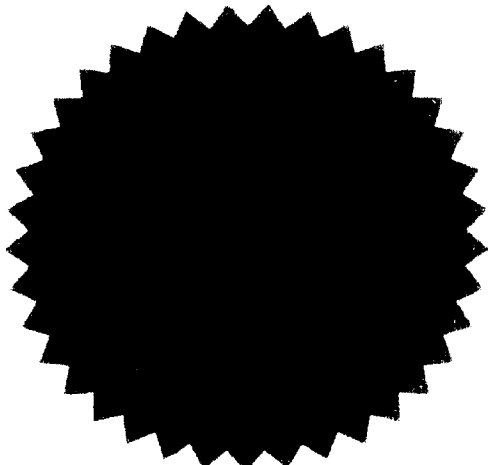
PATENT
REEL: 012044 FRAME: 0913



SECRETARY OF STATE

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

That the attached transcript of 6 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

NOV 23 1999

Bill Jones

Secretary of State

A0534780

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

NOV 18 1999

AGREEMENT OF MERGER

BILL JONES, Secretary of State

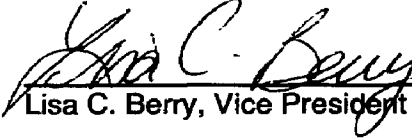
This Agreement of Merger is entered into between Juniper Acquisition Corporation, a California corporation (herein called the "Surviving Corporation") and Layer 5, a California corporation (herein called the "Merging Corporation").

1. The Merging Corporation shall be merged into the Surviving Corporation.
2. The Articles of Incorporation of Surviving Corporation as in effect immediately prior to the merger shall be the Articles of Incorporation of the Surviving Corporation.
3. The Bylaws of the Surviving Corporation as in effect immediately prior to the merger shall be the Bylaws of the Surviving Corporation.
4. The officers and directors of the Surviving Corporation immediately prior to the merger shall be the officers and directors of the Surviving Corporation.
5. Each share of the common stock of the Merging Corporation issued and outstanding immediately prior to the merger, shall be canceled and extinguished and automatically converted into the right to receive 0.0389 shares (the "Shares") of the common stock of Juniper Networks, Inc., a Delaware corporation (herein called the "Parent Corporation"). Each holder of Layer 5 issued and outstanding common stock who elects to receive cash and Shares in the merger shall receive the number of Shares determined by the preceding sentence, reduced by a number of Shares determined by dividing the cash received by \$259.87 (the "Juniper Share Price").
6. No fraction of a share of the Parent Corporation shall be issued by virtue of the merger. To the extent there are fractional shares, such amounts shall be paid in cash based on the Juniper Share Price.

[Signature Page Follows]


IN WITNESS WHEREOF, the parties have executed this Agreement on this 17th day of November, 1999.

JUNIPER ACQUISITION CORPORATION

By: 
Lisa C. Berry, Vice President and Secretary

IN WITNESS WHEREOF, the parties have executed this Agreement on this 4 day of
November, 1999.

LAYER 5

By: 
Spencer Greene, President and Assistant Secretary

OFFICER'S CERTIFICATE

The undersigned, Marcel Gani and Lisa C. Berry, certify that:

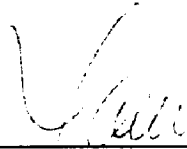
1. We are the acting President and Secretary, respectively, of Juniper Acquisition Corporation, a corporation duly organized and existing under the laws of the State of California.

2. The total number of outstanding shares of each class of the corporation entitled to vote on the merger is 1,000 shares of Common Stock. The principal terms of the Agreement of Merger in the form attached hereto were approved by the sole shareholder of this corporation by a vote of the number of shares which equaled or exceeded the vote required to approve the Agreement of Merger.

3. No vote of the shareholders of Juniper Networks, Inc., a Delaware corporation and a parent party in this merger, was required.

We 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 our own knowledge.

Dated: November 17, 1999



Marcel Gani, President



Lisa C. Berry, Secretary

OFFICERS' CERTIFICATE


Spencer Greene and James G. Washburn certify that:

1. They are the President and Secretary, respectively, of Layer 5, a California corporation (the "Corporation").
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by a vote of a number of shares which equaled or exceeded the vote required, such vote required being a vote of a majority of the outstanding shares of the Corporation.
4. The Corporation has only one class of shares outstanding, the Common Stock, and the total number of outstanding shares of Common Stock is 1,283,725.


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We 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 our own knowledge.

Date: November 18, 1999



Spencer Greene, President



James G. Washburn, Secretary

