

01-23-2002



ASS.

101955024
--PATENTS ONE--

ET

1-23-01

1-23-02

To: Honorable commissioner of Patents and Trademarks:

Please record the attached original document(s) or copy thereof.

1. Name of conveying party(ies)
a) Phone.com, Inc.

2. Name and address of receiving party(ies):
a) Name: Openwave Systems Inc.
Address: 1400 Seaport Boulevard
Redwood City, CA 94063

3. Nature of Conveyance
 Assignment Merger and
 Security Agreement Change of Name
 Other _____ License Agreement

Date: November 17, 2000

4. Application Number(s) or Patent Number(s): **6,138,158**

The title of the (new) Application is:

5. Please send all correspondence concerning this (these) documents to:

Alan D. Minsk
Openwave Systems Inc.
1400 Seaport Boulevard
Redwood City, CA 94063
Tel. No.: (650) 480-4211
Fax. No.: (650) 480-4469

6. Total number of applications and patents involved: **One**

7. Total fee (37 CFR § 3.41): **\$40.**

Enclosed
 The Commissioner is authorized to charge the filing fees to our Deposit Account No.: 50-0516.

8. 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.

Date: JAN. 21, 2002

Alan D. Minsk
Alan D. Minsk
Registration No.: 35,956

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State of Delaware
Office of the Secretary of State PAGE 1

Name Change

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"BRONZE MERGER SUB INC.", A DELAWARE CORPORATION,
WITH AND INTO "PHONE.COM, INC." UNDER THE NAME OF "OPENWAVE SYSTEMS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF NOVEMBER, A.D. 2000, AT 12:32 O'CLOCK P.M.

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



Edward J. Freel
Edward J. Freel, Secretary of State

2460829 3100M
001579456

AUTHENTICATION: 0801357
DATE: 11-17-00

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:32 PM 11/17/2000
001579456 - 2460829

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
BRONZE MERGER SUB INC.
INTO
PHONE.COM, INC.**

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware

Phone.com, Inc. (the "Corporation"), pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies as follows:

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

SECOND: The Corporation owns 100% of the outstanding shares of each class of capital stock of Bronze Merger Sub Inc., a Delaware corporation (the "Subsidiary").

THIRD: The Board of Directors of the Corporation, by unanimous written consent dated November 16, 2000 pursuant to Section 141(f) of the DGCL, duly adopted resolutions authorizing the merger of the Subsidiary with and into the Corporation (the "Merger"). A true copy of such resolutions is attached hereto as Exhibit A. Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

FOURTH: The Corporation shall be the surviving corporation of the Merger (the "Surviving Corporation").

FIFTH: At the effective time of the Merger the name of the Surviving Corporation shall be changed to Openwave Systems Inc.

SIXTH: The Merger shall become effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

11/17/00 13:39 SKADDEN ARPS → CSR

NO. 961 DE

IN WITNESS WHEREOF, Phone.com, Inc. has caused this Certificate of Ownership to be executed in its corporate name as of this 17th day of November, 2000.

PHONE.COM, INC.

By: /s/ Alan Black
Alan Black
Senior Vice President, Corporate Affairs,
Chief Financial Officer and Treasurer

11/17/00

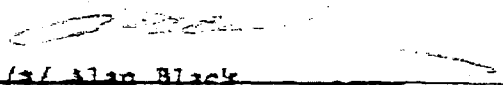
13:39

SKADDEN ARPS → CSR

NO. 961 024

IN WITNESS WHEREOF, Phone.com, Inc. has caused this Certificate of Ownership to be executed in its corporate name as of this 17th day of November, 2000.

PHONE.COM, INC.


By: /s/ Alan Black
Alan Black
Senior Vice President, Corporate Affairs,
Chief Financial Officer and Treasurer

11/17/00 13:39 SKADDEN ARPS → CSR

NO. 961 005

EXHIBIT A

CONSENT IN LIEU OF MEETING
OF
THE BOARD OF DIRECTORS
PHONE.COM, INC.

The undersigned, being all of the directors of Phone.com, Inc., a Delaware corporation (the "Corporation"), acting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, hereby adopt, by this written consent, the following resolutions and direct that this written consent be filed with the minutes of the proceedings of the Board of Directors of the Corporation.

RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized and directed to cause the formation of Bronze Merger Sub Inc. (the "Subsidiary"), as a wholly owned subsidiary of the Corporation under and pursuant to the laws of the State of Delaware; that the Subsidiary shall be merged with and into the Corporation (the "Merger") and the Corporation shall be the surviving corporation (the "Surviving Corporation") of the Merger; that in connection with the Merger the Surviving Corporation shall change its name to Opertwavs Systems Inc.; that, from and after the effective time of the Merger, the certificate of incorporation of the Corporation shall be the certificate of incorporation of the Surviving Corporation, the bylaws of the Corporation shall be the bylaws of the Surviving Corporation, the officers and directors of the Corporation shall be the officers and directors of the Surviving Corporation, the outstanding common stock and other securities of the Corporation shall remain outstanding as the common stock and other securities of the Surviving Corporation and the outstanding common stock of the Subsidiary shall be cancelled; that the proper officers of the Corporation be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to prepare and execute a Certificate of Ownership and Merger and to cause such Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware pursuant to Sections 103 and 253 of the General Corporation Law of the State of Delaware; and that the merger shall be effective at the time stated in such Certificate of Ownership and Merger; and

FURTHER RESOLVED, that, upon the effectiveness of the Merger, the proper officers of the Corporation be, and each of them individually hereby is, authorized, empowered and directed to prepare or cause to be prepared a form of a certificate to evidence shares of common stock of the Corporation, par value \$0.001 per share ("Common Stock") reflecting the change in corporate name resulting from the Merger; that such form of Common Stock certificate shall be adopted, to the same extent as if presented to and adopted by the Board of Directors hereof, provided that a copy thereof be affixed to these resolutions by the Secretary; that the proper officers of the Corporation be, and each of them individually hereby is, authorized, empowered and directed to execute such Common Stock certificates; that any and all signature on such Common Stock certificates may be facsimile signatures; and that in case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed

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NO. 961 006

upon such Common Stock certificates shall have ceased to be such officer, transfer agent or registrar before the issuance thereof, it may be issued by the Corporation with the same effect as if such person were such officer, transfer agent or registrar at the date of issue; and

FURTHER RESOLVED, that, upon the effectiveness of the Merger, the proper officers of the Corporation, be and each of them individually hereby is, authorized, empowered and directed to prepare or cause to be prepared a corporate seal, reflecting the change in corporate name resulting from the Merger, that such corporate seal shall be adopted, to the same extent as if presented to and adopted by the Board of Directors hereof, provided that an impression of such corporate seal be affixed to these resolutions by the Secretary; and

FURTHER RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized and directed to prepare, execute, deliver and file or cause to be prepared, executed, delivered and filed any and all documents and to take any and all actions with federal, state, local and foreign authorities and with the The Nasdaq Stock Market, Inc., as they or any of them may deem necessary or appropriate to effect the corporate name change and Merger contemplated by the foregoing resolutions and to carry out fully the purpose and intent of such resolutions; and

FURTHER RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to take all actions necessary to adopt and approve the proposed name change of Phone.com, Inc. to Openwave Systems Inc.; and

FURTHER RESOLVED, that all actions heretofore taken by any officer or director of the Corporation in connection with the matters contemplated by the foregoing resolutions be, and they hereby are, approved, adopted, ratified, confirmed and accepted in all respects.