

11-19-2002



102284823

11.7.02

Tab settings

To the Honorable Commissioner of Patents and Trademarks:

ie attached original documents or copy thereof.

1. Name of conveying party(ies):

At Once Networks, Inc. /d.b.a./ Magnifi, Inc.

2. Name and address of receiving party(ies):

Name: Worldwide Magnifi, Inc.

Address: 1601 South De Anza Blvd

Suite 155

Additional names(s) of conveying party(ies)

☐ Yes ☒ No

3. Nature of conveyance:

☐ Assignment

☐ Merger

☐ Security Agreement

☒ Change of Name

☐ Other

City: Cupertino

State/Prov.: CA

Country: U.S.

ZIP: 95014

Execution Date: March 20, 1997

Additional name(s) & address(es)

☐ Yes ☒ No

4. Application number(s) or registration numbers(s):

If this document is being filed together with a new application, the execution date of the application is:

Patent Application No.

Filing date

B. Patent No.(s)

5,903,892

6,370,543

5,983,176

6,374,260

6,282,549

6,289,118

Additional numbers

☐ Yes ☒ No

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

Name: Miriam Claire Beezy

Registration No.

Address: 1900 Avenue of the Stars

Suite 2100

City: Los Angeles

State/Prov.: CA

Country: U.S.

ZIP: 90067

6. Total number of applications and patents involved:

6

7. Total fee (37 CFR 3.41):.....\$ 240.00

☐ Enclosed - Any excess or insufficiency should be credited or debited to deposit account

☒ Authorized to be charged to deposit account

8. Deposit account number:

50-1833

DO NOT USE THIS SPACE

11/18/2002 DBYRNE 00000003 501033 5903092

01 FC:8021 240.00 CH

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.

Miriam Claire Beezy

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and

10

A489351

FILED Bgm  
in the office of the Secretary of State  
of the State of California

MAR 20 1997

Bill Jones  
BILL JONES, Secretary of State

1960385

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
AT ONCE NETWORKS, INC.**

The undersigned, Priyaranjan Sinha and Allen L. Morgan, certify that

1 They are the duly elected and acting Chief Executive Officer, and Secretary, respectively, of At Once Networks, Inc., a California corporation (the "Company")

2 The Articles of Incorporation of the Company are amended and restated in full to read as set forth in Exhibit A attached hereto.

3 The Amended and Restated Articles of Incorporation of the Company attached hereto have been duly approved by the Board of Directors of the Company

4 The Amended and Restated Articles of Incorporation of the Company attached hereto have been duly approved by the shareholders of this corporation in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of Common Stock is 1,000,000; the outstanding number of outstanding shares of Series A Preferred Stock is 61,000. The number of shares of Common Stock and the number of shares of Series A Preferred stock voting in favor of the Amended and Restated Articles of Incorporation equalled or exceeded the vote required. The percentage vote required was a majority of the outstanding shares of Common Stock and a majority of the outstanding shares of Common Stock and Series A Preferred Stock voting together as a class.

The undersigned 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 their own knowledge

Date March 20, 1997

Priyaranjan Sinha

Allen L. Morgan

CDMA:PCDCKC\SOL7311191

**EXHIBIT A**  
**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**AT ONCE NETWORKS, INC.**

**FIRST** The name of the corporation is worldwide magnifi inc.

**SECOND.** The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated under the California Corporations Code

**THIRD** (a) The aggregate number of shares that the corporation shall have authority to issue is Fifteen Million (15,000,000), divided into Ten Million (10,000,000) shares of Common Stock, each with the par value of \$0.001 per share, and Five Million (5,000,000) shares of Preferred Stock, each with the par value of \$0.001 per share. The Preferred Stock shall be issued in one series, which shall be designated "Series A Preferred Stock" and consist of Five Million (5,000,000) shares

(b) The terms and provisions of the Preferred Stock are as follows:

1 **Definitions** For purposes of this Article, the following definitions shall apply.

(a) "**Company**" shall mean the corporation.

(b) "**Liquidation Preference**" shall mean \$1.00 per share for the Series A Preferred Stock (subject to adjustment from time to time as set forth elsewhere herein)

(c) "**Original Issue Date**" shall mean the date upon which shares of the Series A Preferred Stock are first issued

(d) "**Original Issue Price**" shall mean \$1.00 per share for the Series A Preferred Stock (subject to adjustment from time to time as set forth elsewhere herein)

(e) "**Preferred Stock**" shall mean the Series A Preferred Stock

2 **Dividends**

(a) **Dividend Preference** The holders of outstanding shares of Preferred Stock shall be entitled to receive dividends, out of any assets at the time legally available therefor, prior and in preference to any declaration or payment of any dividend (payable other than in Common Stock of the Company) on the Common Stock of the Company, at the rate of six cents (\$0.06) per share per annum or, if greater (as determined on an as-converted basis for the Preferred Stock), an amount

equal to that paid on the outstanding shares of Common Stock of the Company, when, as and if declared by the Board of Directors, provided, however, that the Board of Directors is under no obligation to pay dividends to such holders, and such dividends, if any, shall be noncumulative. Such dividends may be payable quarterly or otherwise as the Board of Directors may from time to time determine. If and to the extent that the Board of Directors of the Company shall declare and set aside for payment any other and further amount of cash or property as a distribution, such distribution shall be made with equal priority to the Common Stock and the Preferred Stock, with each share of Preferred Stock being treated for such purpose as if it had been converted into Common Stock at the then effective Conversion Rate. For such purpose, all shares of Preferred Stock held by each holder of Preferred Stock shall be aggregated, and any resulting fractional share of Common Stock shall be disregarded.

(b) Priority of Dividends. The Company shall make no Distribution (as defined below) to the holders of shares of Common Stock in any fiscal year unless and until dividends shall have been paid, or declared and set apart, upon all shares of Preferred Stock, as set forth in Section 2(a) above.

(c) Distribution. As used in this section, "Distribution" means the transfer of cash or property without consideration, whether by way of dividend or otherwise (except a dividend in shares of the Company) or the purchase of shares of the Company (other than in connection with the repurchase of shares of Common Stock at cost issued to or held by employees, consultants, officers and directors upon termination of their employment or services pursuant to agreements providing for the right of said repurchase) for cash or property.

(d) Consent to Certain Repurchases. As authorized by Section 402.5(c) of the California Corporations Code, Sections 502, 503 and 506 of the California Corporations Code shall not apply with respect to Distributions made by the Company in connection with the repurchase of shares of Common Stock at cost issued to or held by employees, consultants, officers and directors upon termination of their employment or services pursuant to agreements providing for the right of said repurchase upon the unanimous approval of the Board of Directors.

### 3. Liquidation Rights

(a) Liquidation Preference. In the event of any liquidation, dissolution or winding up of the Company, either voluntary or involuntary, the holders of the Preferred Stock shall be entitled to receive, out of the assets of the Company, the Liquidation Preference specified for each share of Preferred Stock then held by them plus an amount equal to all declared and unpaid dividends thereon, if any, to the date that payment is made, before any payment shall be made on any assets distributed to the holders of Common Stock.

(b) Pro Rata. If upon the liquidation, dissolution or winding up of the Company, the assets to be distributed among the holders of the Preferred Stock are insufficient to permit the payment to such holders of the full Liquidation Preference for their shares, then the entire assets of the Company legally available for distribution shall be distributed with equal priority and pro rata among the holders of the Preferred Stock in proportion to the numbers of shares of Preferred Stock held by them, multiplied by the Liquidation Preference for such shares of Preferred Stock.

(c) Remaining Assets After the payment to the holders of Preferred Stock of the full preferential amounts specified above, no further payments shall be made to the holders of Preferred Stock by reason thereof and any remaining assets of the Company shall be distributed with equal priority and pro rata among the holders of the Company's Common Stock. After each share of Preferred Stock shall have received an amount equal to the Liquidation Preference, all remaining assets shall be distributed with equal priority and pro rata among the holders of Common Stock.

(d) Reorganization For purposes of this Section 3, a liquidation, dissolution or winding up of the Company shall be deemed to be occasioned by, or to include, (a) the acquisition of the corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation but excluding any merger effected exclusively for the purpose of changing the domicile of the Company); or (b) a sale of all or substantially all of the assets or shares of stock of the Company, provided, however, that, in each such case, the applicable transaction shall not be deemed a liquidation unless the Company's shareholders of record as constituted immediately prior to such acquisition or sale (by virtue of securities issued as consideration for the Company's acquisition or sale or otherwise) hold less than 50% of the voting power of the surviving or acquiring entity.

4 Conversion The holders of the Preferred Stock shall have conversion rights as follows (the "Conversion Rights")

(a) Right to Convert Each share of Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the corporation or any transfer agent for the Preferred Stock, into that number of fully-paid and nonassessable shares of Common Stock that is equal to \$1.00 divided by the appropriate Conversion Price (as hereinafter defined). The Conversion Price for the Series A Preferred Stock shall initially be \$1.00, and shall be subject to adjustment as provided herein. (The number of shares of Common Stock into which each share of Preferred Stock may be converted is hereinafter referred to as the "Conversion Rate.")

(b) Automatic Conversion Each share of Preferred Stock shall automatically be converted into shares of Common Stock at the then effective Conversion Rate for such share immediately upon the consummation of a firmly underwritten public offering on Form S-1, provided that the price per share is not less than \$5.00 (subject to appropriate adjustment for stock splits, stock dividends, combinations, recapitalizations and the like) and the aggregate gross proceeds to the Company are not less than \$10,000,000 (a "Qualifying Public Offering").

(c) Mechanics of Conversion No fractional shares of Common Stock shall be issued upon conversion of Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the corporation shall pay cash equal to such fraction multiplied by the then fair market value of such fractional shares as determined by the Board of Directors of the Company. For such purpose, all shares of Preferred Stock held by each holder of Preferred Stock shall be aggregated, and any resulting fractional share of Common Stock shall be paid in cash. Before any holder of Preferred Stock shall be entitled to convert the same into full shares of Common Stock, and to receive certificates therefor, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Company or of any transfer agent for the Preferred Stock, and shall give written

notice to the Company at such office that he elects to convert the same; provided, however, that in the event of an automatic conversion pursuant to paragraph 4(b) above, the outstanding shares of Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Company or its transfer agent; provided further, however, that the Company shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such automatic conversion unless either the certificates evidencing such shares of Preferred Stock are delivered to the Company or its transfer agent as provided above, or the holder notifies the Company or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Company to indemnify the Company from any loss incurred by it in connection with such certificates.

The Company shall, as soon as practicable after such delivery, or after such agreement and indemnification, issue and deliver at such office to such holder of Preferred Stock, a certificate or certificates for the number of shares of Common Stock to which he shall be entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock, plus any declared and unpaid dividends on the converted Preferred Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date; provided, however, that if the conversion is in connection with an underwritten offer of securities registered pursuant to the Securities Act of 1933, as amended, the conversion may, at the option of any holder tendering Preferred Stock for conversion, be conditioned upon the closing of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive the Common Stock issuable upon such conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of the sale of such securities.

(d) Adjustments to Conversion Price.

(i) Adjustments for Subdivisions or Combinations of Common Stock. In the event the outstanding shares of Common Stock shall be subdivided (by stock split or by payment of a dividend in Common Stock) into a greater number of shares of Common Stock, the Conversion Prices in effect immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Common Stock shall be combined (by reclassification or otherwise) into a lesser number of shares of Common Stock, the Conversion Prices in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased.

(ii) Adjustments for Other Distributions. In the event the Company at any time or from time to time makes or fixes a record date for the determination of holders of Common Stock entitled to receive any distribution payable in securities of the Company other than shares of Common Stock and other than as otherwise adjusted in this Section 4, then and in each such event provision shall be made so that the holders of Preferred Stock shall receive upon conversion thereof, in addition to the number of shares of Common Stock receivable thereupon, the amount of securities of the Company which they would have received had their Preferred Stock then converted into Common Stock on the date of such event and had they thereafter, during the period from the

date of such event to and including the date of conversion, retained such securities receivable by them as aforesaid during such period, subject to all other adjustments called for during such period under this Section 4 with respect to the rights of the holders of the Preferred Stock

(iii) Adjustments for Reclassification, Exchange and Substitution If the Common Stock issuable upon conversion of the Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for above), the Conversion Prices then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted such that the Preferred Stock shall be convertible into, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock equivalent to the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of the Preferred Stock immediately before that change

(e) No Impairment. The Company will not, by amendment of its Articles of Incorporation or through any reorganization, transfer of assets, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Company but will at all times in good faith assist in the carrying out of all the provisions of this Section 4 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Preferred Stock against impairment

(f) Certificate as to Adjustments Upon the occurrence of each adjustment or readjustment of any Conversion Price pursuant to this Section 4, the Company at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Company shall, upon the written request at any time of any holder of Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Prices at the time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of Preferred Stock

(g) Notices of Record Date In the event that the Company shall propose at any time

(i) to declare any dividend or distribution upon its Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus,

(ii) to offer for subscription pro rata to the holders of any class or series of its stock any additional shares of stock of any class or series or other rights,

(iii) to effect any reclassification or recapitalization of its Common Stock outstanding involving a change in the Common Stock, or

(iv) to merge with or into any other Company, or sell, lease or convey all or substantially all its property or business, or to liquidate, dissolve or wind up;

then, in connection with each such event, the Company shall send to the holders of the Preferred Stock at least 20 days' prior written notice of the date on which a record shall be taken for such dividend, distribution or subscription rights (and specifying the date on which the holders of Common Stock shall be entitled thereto) or for determining rights to vote in respect of the matters referred to in (iii) and (iv) above.

Each such written notice shall be given by first class mail, postage prepaid, addressed to the holders of Preferred Stock at the address for each such holder as shown on the books of the Company

(h) Reservation of Stock Issuable Upon Conversion The Company shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of the Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock, and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock, the Company will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

## 5 Voting

(a) Restricted Class Voting Except as otherwise expressly provided herein or as required by law, the holders of Preferred Stock and the holders of Common Stock shall vote together and not as separate classes

(b) No Series Voting Other than as provided by law, there shall be no series voting

(c) Preferred Stock Each holder of shares of Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Preferred Stock held by such holder of Preferred Stock could then be converted. The holders of shares of the Preferred Stock shall be entitled to vote on all matters on which the Common Stock shall be entitled to vote. The holders of the Preferred Stock shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Company. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Preferred Stock held by each holder could be converted), shall be disregarded

(d) Common Stock Each holder of shares of Common Stock shall be entitled to one vote for each share thereof held



6       **Notices** Any notice required by the provisions of this Article THIRD to be given to the holders of Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at such holder's address, appearing on the books of the Company

**FOURTH**       (a)       **Limitation of Directors' Liability** The liability of the directors of the Company for monetary damages shall be eliminated to the fullest extent permissible under California law

                 (b)       **Indemnification of Corporate Agents** The Company is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with agents, votes of shareholders or disinterested directors or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the Company and its shareholders.

                 (c)       **Repeal or Modification** Any repeal or modification of the foregoing provisions of this Article FOURTH shall not adversely affect any right of indemnification or limitation of liability of an agent of the Company relating to acts or omissions occurring prior to such repeal or modification.

**A** MAIL FILED DOCUMENTS TO:  
NAME Ana C. Calderon  
CT CORPORATION  
49 Stevenson St.  
ADDRESS Suite 900  
San Francisco CA 94105  
CITY/STATE/ZIP  
DAYTIME PHONE ( )

COUNTY CLERK'S FILING STAMP

**FILED**

MAR 20 1997

STEPHEN V. LOVE  
County Clerk  
Santa Clara County

BY                      DEPUTY

1	<input checked="" type="checkbox"/> First Filing <input type="checkbox"/> Renewal Filing <input type="checkbox"/> With Changes Current Registration No. _____	<b>B</b> PUBLISH IN NEWSPAPER:
<b>FICTITIOUS BUSINESS NAME STATEMENT</b> THE FOLLOWING PERSON(S) IS (ARE) DOING BUSINESS AS:		
2	Fictitious Business Name(s) 01 magnifi inc. 02 @Once Networks, Inc.	
	Articles of Incorporation Number (if applicable) AI # 1960385	
3	Street Address, City & State of Principal Place of Business in California 20111 Stevens Creek Blvd. Suite 220 Cupertino, California 95014	
4	Full name of Registrant At Once Networks, Inc. California (if corporation - show state of incorporation)	
	Residence Street Address 20111 Stevens Creek Blvd. Suite 220 Cupertino, California 95014 City State Zip Code	
4A	Full name of Registrant (if corporation - show state of incorporation) [REDACTED] Residence Street Address [REDACTED] City State Zip Code	
4B	Full name of Registrant (if corporation - show state of incorporation) [REDACTED] Residence Street Address [REDACTED] City State Zip Code	
5	This Business is <input type="checkbox"/> an individual <input type="checkbox"/> husband & wife <input type="checkbox"/> a general partnership <input type="checkbox"/> a limited partnership Conducted by <input checked="" type="checkbox"/> a corporation <input type="checkbox"/> a business trust <input type="checkbox"/> co-partners <input type="checkbox"/> joint venture (check only one) <input type="checkbox"/> an unincorporated association other than a partnership <input type="checkbox"/> other (please specify) _____	
6	Type of Business Examples: Auto Repairing, Leasing, Beauty Salon, Landscaping Software Development	
7	<input type="checkbox"/> The registrant commenced to transact business under the fictitious name or names listed above on (Date): _____ <input checked="" type="checkbox"/> Registrant has not yet begun to transact business under the fictitious business name or names listed herein.	
8	If Registrant is not a corporation sign below: SIGNATURE TYPE OR PRINT NAME SIGNATURE TYPE OR PRINT NAME SIGNATURE TYPE OR PRINT NAME	
8A	If Registrant is a corporation sign below: @Once Networks, Inc. CORPORATION NAME SIGNATURE & TITLE Allen L. Morgan, Secretary TYPE OR PRINT NAME AND TITLE	
9	This statement was filed with the County Clerk of _____ County on date indicated by file stamp above. File Number. 332513	

NOTICE - THIS FICTITIOUS NAME STATEMENT EXPIRES FIVE YEARS FROM THE DATE IT WAS FILED IN THE OFFICE OF THE COUNTY CLERK. A NEW FICTITIOUS BUSINESS NAME STATEMENT MUST BE FILED PRIOR TO THAT DATE. The filing of this statement does not of itself authorize the use in this state of a fictitious business name in violation of the rights of another under federal, state, or common law (See Section 14400 et seq., Business and Professions Code.)

PLEASE PRINT OR TYPE  
(rev. 1/94)

SEE REVERSE SIDE FOR INSTRUCTIONS

03-20-02  
California Newspaper Service Bureau  
(CALIF - 1686 - 5/24/94) C139402

RECORDED: 11/07/2002

PATENT  
REEL: 013484 FRAME: 0435