



# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, 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:

"NETICS, INC.", A DELAWARE CORPORATION,

"NETSATION CORP.", A DELAWARE CORPORATION,

"NEW OAK COMMUNICATIONS, INC.", A DELAWARE CORPORATION,

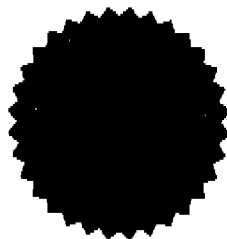
"NORTEL NETWORKS GROUP INC.", A DELAWARE CORPORATION,

"PERFORMANCE TECHNOLOGY, INC.", A TEXAS CORPORATION,

"TRESEQ, INC.", A DELAWARE CORPORATION,

WITH AND INTO "NORTEL NETWORKS NA INC." UNDER THE NAME OF "NORTEL NETWORKS NA INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1999, AT 2:04 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1999.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2090048 8100M

AUTHENTICATION: 2293248

030127458

DATE: 03-06-03  
PATENT

REEL: 013663 FRAME: 0924

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 02:04 PM 12/22/1999  
991559106 - 2090048

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING**

**NETICS, INC., PERFORMANCE TECHNOLOGY, INC.,  
NEW OAK COMMUNICATIONS, INC.,  
NETSATION CORP., TRESEQ, INC., and  
NORTEL NETWORKS GROUP INC.  
INTO  
NORTEL NETWORKS NA INC.**

Nortel Networks NA Inc., 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 (the "DGCL").

**SECOND:** That the Corporation owns all of the outstanding shares of each class of the capital stock of each of the following entities:

- (a) NetICs, Inc., a Delaware corporation;
- (b) Performance Technology, Inc., a Texas corporation;
- (c) New Oak Communications, Inc., a Delaware corporation;
- (d) NetSation Corp., a Delaware corporation;
- (e) Treseq, Inc., a Delaware corporation; and
- (f) Nortel Networks Group Inc., a Delaware corporation.

**THIRD:** That pursuant to Section 253 of the DGCL, the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 13<sup>th</sup> day of December 1999, determined to merge into itself NetICs, Inc., Performance Technology, Inc., New Oak Communications, Inc., NetSation Corp., Treseq, Inc., and Nortel Networks Group Inc., on the conditions set forth in such resolutions:

**NOW, THEREFORE BE IT RESOLVED,** that the Corporation merge into itself NetICs, Inc., Performance Technology, Inc., New Oak Communications, Inc., NetSation Corp, Treseq, Inc., and Nortel Networks Group Inc. (collectively, the "Subsidiaries"), and assume all of the liabilities and obligations of each of the Subsidiaries;

**FURTHER RESOLVED,** that the officers of the Corporation or any one of them be and they hereby are directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolution to merge said Subsidiaries into itself and to assume such Subsidiaries' liabilities and obligations and the date of adoption thereof and to file the same in the office of the Secretary of State of Delaware, with provision for the filing of a certified copy thereof in the Office of the Recorder of Deeds of New Castle County or Kent County, Delaware, as applicable;

DEC-22-1999 12:04

FURTHER RESOLVED, that the officers of the Corporation or any one of them be and they hereby are authorized and directed to do all acts and things whatsoever which may be in any way necessary or proper to effect said merger, including without limitation, all acts as may be required by the applicable law of the State of Texas, the State of California, the State of North Carolina, or the Commonwealth of Massachusetts;

FOURTH: The merger of the Subsidiaries into the Corporation shall be effective on December 31, 1999, at 5:00 p.m. Eastern Standard Time.

IN WITNESS WHEREOF, said Nortel Networks NA Inc. has caused this certificate to be signed by John T. Manaras, its authorized officer, this 21<sup>st</sup> day of December 1999.

NORTEL NETWORKS NA INC.

By:   
John T. Manaras, Vice-President

887871

TOTAL P.13

PATENT  
REEL: 013663 FRAME: 0926

# Delaware

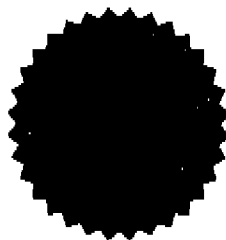
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*The First State*

I, HARRIET SMITH WINDSOR, 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:

"NORTEL NETWORKS NA INC.", A DELAWARE CORPORATION,  
WITH AND INTO "NORTEL NETWORKS INC." UNDER THE NAME OF  
"NORTEL NETWORKS INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2000, AT  
10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY  
OF DECEMBER, A.D. 2000, AT 11:59 O'CLOCK P.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

0775112 8100M

AUTHENTICATION: 2293249

030127458

DATE: 03-06-03  
PATENT

REEL: 013663 FRAME: 0927

STATE OF DELAWARE  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 FILED 10:00 AM 12/21/2000  
 001643932 - 0775112

**CERTIFICATE OF OWNERSHIP and MERGER (DELAWARE)**

merging

**NORTEL NETWORKS NA INC.**

into

**NORTEL NETWORKS INC.**

Nortel Networks Inc., a corporation organized and existing under the laws of Delaware ("Corporation"), does hereby certify that:

**FIRST:** As of the Effective Time, the Corporation owns all of the outstanding shares of stock of Nortel Networks NA Inc., a corporation organized and existing under the laws of Delaware ("NNA");

**SECOND:** The laws of Delaware permit a corporation organized and existing under the laws of Delaware to merge with another corporation organized and existing under the laws of Delaware;

**THIRD:** The Corporation, under its Certificate of Incorporation, shall be the surviving corporation of the merger;

**FOURTH:** The Corporation, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent executed as of the 13<sup>th</sup> day of December, 2000 and filed with the minutes of the Board of Directors, determined to merge NNA into itself, effective as of the date set forth in such resolutions:

**RESOLVED**, That each of the following corporations is a wholly owned subsidiary of the Corporation (a "Subsidiary"):

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Shasta Networks, Inc.	Delaware
Periphonics Corporation	Delaware
Qtera Corporation	Delaware
Nortel Networks Broadband Access Inc.	Delaware
Clarify Inc.	Delaware
Dimension Enterprises, Inc.	Virginia
Nortel Networks NA Inc.	Delaware

and the merger of each of Shasta Networks, Inc. (formerly known as IMX Systems, Inc.), Periphonics Corporation, Qtera Corporation (formerly known as NextNet Technologies Corporation), Nortel Networks Broadband Access Inc. (formerly known as Promatory Communications, Inc.), Clarify Inc., Dimension Enterprises, Inc. and Nortel Networks NA Inc. (formerly known as Bay Networks, Inc.) with and into the Corporation, in accordance with the requirements of Section 253 of the General Corporation Law of Delaware, is hereby approved, and upon the Effective Time (as hereinafter defined) of such mergers as specified herein, the separate existence of each Subsidiary shall cease and all of its issued and outstanding stock shall be cancelled; and the Corporation, under its Certificate of Incorporation and Bylaws and with its officers and directors, shall continue as the surviving corporation, and shall succeed

**PATENT**

**REEL: 013663 FRAME: 0928**

to all the properties, rights and other assets of each Subsidiary, and shall assume and be subject to all of the liabilities of each Subsidiary, without further action by either corporation;

**FURTHER RESOLVED**, That each of the officers of the Corporation is hereby authorized in the name and on behalf of the Corporation to execute, certify, deliver, publish and file or record a plan of merger, articles of merger, a certificate of ownership and merger, and/or any other documents, notices or instruments, to pay all expenses and to cause to be taken any and all such other actions that in the judgment of any such officer may be necessary or proper to accomplish the merger of each Subsidiary with and into the Corporation;

**FURTHER RESOLVED**, That the Effective Time shall be at 11:59 p.m. Eastern Time on December 31, 2000, or such later time as shall be designated by the Secretary or Assistant Secretary of the Corporation ("Effective Time"); and

**FURTHER RESOLVED**, That each of the officers of the Corporation, acting singly, is authorized hereby to take all actions and to execute, or cause to be executed, by one or more employees of the Corporation to whom the President of the Corporation has delegated appropriate signing authority, or one or more employees of the Corporation or Nortel Networks Corporation ("NNC") and/or any corporation, partnership or other entity with respect to which NNC has a direct or indirect ownership interest ("NNC Affiliate") to whom an officer of the Corporation has granted an appropriate power of attorney, all such agreements, instruments and/or documents, and to take all other actions as such officer may consider necessary or desirable in order to effect the foregoing resolutions, that the taking of any such action or the execution of any agreement, instrument or document by any of the persons described in the foregoing resolutions shall conclusively evidence the making of any determinations and the granting of any approvals required under such resolutions; and that all actions taken or caused to be taken by any officer of the Corporation, NNC or a NNC Affiliate prior to the date hereof in order to effect the matters described in the foregoing resolutions are hereby ratified and approved.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Lynn C. Egan, its Assistant Secretary, this 18<sup>th</sup> day of December, 2000.

NORTEL NETWORKS INC.

By   
Lynn C. Egan  
Assistant Secretary