


Form PTO-1595 (Rev. 09/04)
OMB No. 0651-0027 (exp. 6/30/2005)

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

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To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

<p>1. Name of conveying party(ies)/Execution Date(s): Norway Acquisition Corporation</p> <p>Execution Date(s) <u>September 4, 2003</u></p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Government Interest Assignment</p> <p><input type="checkbox"/> Executive Order 9424, Confirmatory License</p> <p><input type="checkbox"/> Other _____</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>Netro Corporation</u></p> <p>Internal Address: <u>3860 North First Street</u></p> <p>Street Address: <u>Same</u></p> <p>City: <u>San Jose</u></p> <p>State: <u>California</u></p> <p>Country: <u>USA</u> Zip: <u>95134</u></p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>4. Application or patent number(s): <input type="checkbox"/> This document is being filed together with a new application.</p> <p>A. Patent Application No.(s)</p> <p>B. Patent No.(s) <u>6,760,305; 6,658,007; 6,654,377; 6,407,992; 6,157,614; 5,648,969; 5,710,758; 5,936,949</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>6. Total number of applications and patents involved: 8</p> <p>7. Total fee (37 CFR 1.21(h) & 3.41) \$ 320.00</p> <p><input type="checkbox"/> Authorized to be charged by credit card</p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p><input type="checkbox"/> Enclosed</p> <p><input type="checkbox"/> None required (government interest not affecting title)</p>
<p>5. Name and address to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Bingham McCutchen LLP</u></p> <p>Internal Address: <u>Three Embarcadero Center</u> <u>Suite 1800</u></p> <p>Street Address: <u>Same</u></p> <p>City: <u>San Francisco</u></p> <p>State: <u>California</u> Zip: <u>94111-4067</u></p> <p>Phone Number: <u>650-849-4400</u></p> <p>Fax Number: <u>650-849-4800</u></p> <p>Email Address: <u>saina.shamilov@bingham.com</u></p>	<p>8. Payment Information</p> <p>a. Credit Card Last 4 Numbers _____ Expiration Date _____</p> <p>b. Deposit Account Number <u>50-2518</u></p> <p>Authorized User Name <u>Bingham McCutchen LLP</u></p>
<p>9. Signature:  _____</p> <p style="text-align: right;">March 1, 2005</p> <p style="text-align: center;">Signature Date</p> <p>Saina S. Shamilov, Reg. No. 48,266</p> <p style="text-align: center;">Name of Person Signing</p>	
<p>Total number of pages including cover sheet, attachments, and documents: 8</p>	

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, V.A. 22313-1450

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NO. 7413 P. 2

Delaware

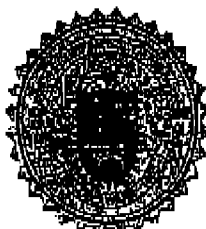
PAGE 1

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 MERGER, WHICH MERGES:

"NORWAY ACQUISITION CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "NETRO CORPORATION" UNDER THE NAME OF "NETRO CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF SEPTEMBER, A.D. 2003, AT 5:35 O'CLOCK P.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3366585 8100M

AUTHENTICATION: 2616623

030572772

DATE: 09-04-2003

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"NO. 7413" P. 3

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 05:35 PM 09/04/2003
 FILED 05:35 PM 09/04/2003
 SRV 030572772 - 3366565 FILE

CERTIFICATE OF MERGER

OF

NORWAY ACQUISITION CORPORATION, A DELAWARE CORPORATION

AND

NETRO CORPORATION, A DELAWARE CORPORATION

Under Section 251 of the Delaware General Corporation Law

Netro Corporation hereby certifies:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Norway Acquisition Corporation	Delaware
Netro Corporation	Delaware

SECOND: That the Agreement and Plan of Merger dated as of March 27, 2003 (the "Original Merger Agreement"), by and among the constituent corporations and SR Telecom, Inc. ("SR Telecom"), a corporation organized under the Canada Business Corporation Act, which is the parent corporation of Norway Acquisition Corporation, as amended by Amendment No. 1 to the Original Merger Agreement, dated as of May 5, 2003, Amendment No. 2 to the Original Merger Agreement, dated as of July 17, 2003 and Amendment No. 3 to the Original Merger Agreement, dated as of August 6, 2003 (the Original Merger Agreement as so amended by such Amendment No. 1, Amendment No. 2 and Amendment No. 3, the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations and by SR Telecom in accordance with the requirements of Section 251 of the Delaware General Corporation Law.

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THIRD: That the name of the surviving corporation in the merger herein certified is Netro Corporation.

FOURTH: That the certificate of incorporation shall be amended and restated as set forth in Exhibit A, and shall be the Restated Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Merger Agreement is on file at the principal place of business of the surviving corporation, the address of which is:

Netro Corporation
3869 North First Street
San Jose, California 95134

SIXTH: That a copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the merger shall become effective on September 4, 2003, upon the filing of this Certificate of Merger.

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IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as of the 4th day of September, 2003.

NETRO CORPORATION

By: *Samjay Khare*
Name: Samjay Khare
Title: Chief Financial Officer

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EXHIBIT A

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NO. 7413 P. 7

RESTATED
CERTIFICATE OF INCORPORATION
-of-
NETRO CORPORATION

-00000-

FIRST: The name of the Corporation is Netro Corporation (hereinafter sometimes called the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The Corporation shall have perpetual existence.

FIFTH: The Corporation is authorized to issue one class of stock to be designated as "Common Stock". The total number of Common Stock shares which the Corporation is authorized to issue is one hundred (100) shares, each such Common Stock share having a par value of \$0.01 per share. Each share of Common Stock shall have one (1) vote per share.

SIXTH:(1) A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director to the fullest extent permitted by the General Corporation Law of the State of Delaware.

(2)(a) Each person (and the heirs, executors or administrators of such person) who was or is a party or is threatened to be made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by the General Corporation Law of the State of Delaware. The right to indemnification conferred in this ARTICLE SIXTH shall also include the right to be paid by the Corporation the expenses incurred in connection with any such proceeding in advance of its final disposition to the fullest extent authorized by the General

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Corporation Law of the State of Delaware. The right to indemnification conferred in this ARTICLE SIXTH shall be a contract right.

(b) The Corporation may, by action of its Board of Directors, provide indemnification to such of the employees and agents of the Corporation to such extent and to such effect as the Board of Directors shall determine to be appropriate and authorized by the General Corporation Law of the State of Delaware.

(3) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss incurred by such person in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the General Corporation Law of the State of Delaware.

(4) The rights and authority conferred in this ARTICLE SIXTH shall not be exclusive of any other right which any person may otherwise have or hereafter acquire.

(5) Neither the amendment nor repeal of this ARTICLE SIXTH, nor the adoption of any provision of this Certificate of Incorporation or the bylaws of the Corporation, nor, to the fullest extent permitted by the General Corporation Law of the State of Delaware, any modification of law, shall eliminate or reduce the effect of this ARTICLE SIXTH in respect of any acts or omissions occurring prior to such amendment, repeal, adoption or modification.

SEVENTH: The following additional provision are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for the creation, definition, limitation and regulation of the powers of the Corporation, the directors and the stockholders:

1. In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, amend, alter, change, add to or repeal the bylaws of this Corporation, without any action on the part of the stockholders. The bylaws made by the directors may be amended, altered, changed, added to or repealed by the stockholders. Any specific provision in the bylaws regarding amendment thereof shall be controlling.

2. In furtherance, and not in limitation of the powers conferred by statute, the Corporation reserves the right to amend this Certificate of Incorporation in any manner permitted by the General Corporation Law of the State of Delaware and, with the sole exception of those rights and powers conferred under the above ARTICLE SIXTH, all rights and powers conferred herein on stockholders, directors and officers, if any, are subject to this reserved power.

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BINGHAM McCUTCHEN

Facsimile

DATE March 1, 2005

Bingham McCutchen LLP
1900 University Avenue
East Palo Alto, CA
94303-2223

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	NAME	FAX	PHONE
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FROM	Sheila Badon sheila.badon@bingham.com	(650) 849-4800	(650) 849-4455
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PAGES (INCLUDING THIS COVER PAGE): 9

RE	U.S. Patent No. 6,157,614
	U.S. Patent No. 6,654,377
	U.S. Patent No. 6,658,007
	U.S. Patent No. 6,760,305
	U.S. Patent No. 6,407,992
	U.S. Patent No. 5,936,949
	U.S. Patent No. 5,648,969
	U.S. Patent No. 5,710,756

Message:

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