

11/30/04

Docket No.: ACT-0257

FORM PTO-1595 (Modified)
(Rev. 03-01)
OMB No. 0651-0027 (exp. 5/31/2002)
P08A/REV03

12-03-2004

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

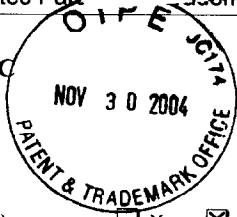


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Tab settings

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Wavetek Wandel Goltermann LLC



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

Name: **Acterna LLC**

Address: **20410 Observation Drive**

City: **Germantown**

State/Prov.: **MD**

Country: **U.S.A.**

ZIP: **20876**

Additional names(s) of conveying party(ies) Yes No

Additional name(s) & address(es) Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: **December 27, 2001**

4. Application number(s) or patent 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)

5,535,193
5,590,116

Additional numbers Yes No

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

Name: **Peter L. Keeley**

Registration No.

Address: **Acterna LLC**

One Milestone Center Court

12/02/2004 MGETACHE 00000075 5535193

01 FC:8021

80.00 OP

City: **Germantown**

State/Prov.: **MD**

Country: **U.S.A.**

ZIP: **20876**

6. Total number of applications and patents involved: **2**

7. Total fee (37 CFR 3.41):.....\$ **80.00**

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

Authorized to be charged to deposit account

8. Deposit account number:

50-1390

(Attach duplicate copy of this page if paying by deposit account)

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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.

Lawrence D. Eisen

Name of Person Signing

Signature

November 30, 2004

Date

Total number of pages including cover sheet, attachments, and

4

Mail documents to be recorded with required cover sheet information to:
Mail Stop Assignment Recordation Services
Director of the United States Patent and Trademark Office
P.O. Box 1450, Alexandria, VA 22313-1450

PATENT
REEL: 016026 FRAME: 0298

CERTIFICATE OF MERGER

Merging

WAVETEK WANDEL GOLTERMANN LLC

Into

ACTERNA LLC

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:00 PM 12/28/2001
010675897 - 2896950

ACTERNA LLC (the "Company"), a company organized and existing under the laws of the State of Delaware, HEREBY CERTIFIES:

FIRST: That the Company was organized on May 14, 1998 under the name Telecommunications Techniques Co., LLC pursuant to the Limited Liability Company Act of the State of Delaware.

SECOND: That Wavetek Wandel Goltermann LLC ("WWG") was organized January 28th, 1991 pursuant to the Limited Liability Company Act of the State of Delaware.

THIRD: That an Agreement and Plan of Merger, dated as of December 27, 2001, between the Company and WWG (the "Agreement"), providing for WWG to be merged into and survived by the Company (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the Company and WWG in accordance with Section 18-209 of the Delaware Limited Liability Act.

FOURTH: That the effective date of the Merger shall be December 28, 2001.

FIFTH: That the Company shall be the surviving company (the "Surviving Company") of the Merger and shall be named Acterna LLC.

SIXTH: That the Certificate of Formation of the Company shall be the Certificate of Formation of the Surviving Company.

SEVENTH: That the member of the Company shall be the member of the Surviving Company.

EIGHTH: That the Merger has been approved by (i) Acterna Corporation, the sole member of the Company, and (ii) the Company, the sole member of WWG, in accordance with Section 18-209 of the Limited Liability Company Act of the State of Delaware.

NINTH: That the executed Agreement is on file at the office of the Company at 20410 Observation Drive, Germantown, Maryland 20876.

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TENTH: That a copy of the Agreement will be furnished by the Surviving Company, on request and without cost, to any member of the Company and to any member of WWG.

ELEVENTH: Notwithstanding anything to the contrary, the Merger may be terminated and abandoned by the sole member of WWG or by the sole member of the Company at any time prior to the filing of this Certificate.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Company has caused this Certificate to be executed by a duly authorized officer thereof.

ACTERNA LLC

By: 
Name: Mark V.B. Tremallo
Title: Corporate Vice President,
General Counsel and Secretary

Dated: December 27, 2001