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Delaware
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 AMENDMENT OF "LATITUDE COMMUNICATIONS, INC." CHANGING ITS NAME FROM "LATITUDE COMMUNICATIONS, INC." TO "CISCO MANAGED SOLUTIONS, INC." FILED IN THIS OFFICE ON THE SECOND DAY OF JUNE, A.D. 2004, AT 4:07 O'CLOCK P.M.

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

Harriet Smith Windsor
Secretary of State

AUTHENTICATION: 3148634
DATE: 06-03-04

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
LATITUDE COMMUNICATIONS, INC.

Latitude Communications, Inc., a Delaware corporation (the "Corporation"), does hereby certify that the following amendment to the Corporation's Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 242 and 238 of the Delaware General Corporation Law, with the approval of such amendment by the Corporation's board of directors and stockholders.

Article I of the Certificate of Incorporation, relating to the Corporation's name, is amended to read as follows:

The name of the corporation is Cisco Managed Solutions, Inc.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer this 15th day of May, 2004.

LATITUDE COMMUNICATIONS, INC.

By: ____________________________
    Daniel Seidenbaum
    President and Chief Executive Officer