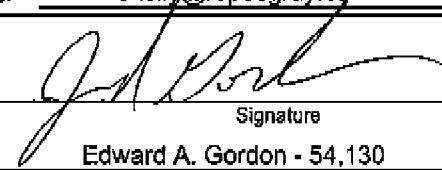


Form PTO-1595 (Rev. 07/05)
OMB No. 0651-0027 (exp. 6/30/2008)

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

RECORDATION FORM COVER SHEET PATENTS ONLY

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

1. Name of conveying party(ies): BBNT Solutions LLC Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies) Name: <u>BBN Technologies Corp.</u> Internal Address: _____ Street Address: _____ 10 Moulton Street City: <u>Cambridge</u> State: <u>Massachusetts</u> Country: <u>United States of America</u> Zip: <u>02138</u> Additional name(s) & address(es) attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3. Nature of conveyance/Execution Date(s): Execution Date(s): <u>January 3, 2006</u> <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Change of Name <input type="checkbox"/> Security Agreement <input type="checkbox"/> Joint Research Agreement <input type="checkbox"/> Government Interest Assignment <input type="checkbox"/> Executive Order 9424, Confirmatory License <input type="checkbox"/> Other _____	4. Application or patent number(s): <input type="checkbox"/> This document is being filed together with a new application. A. Patent Application No.(s) <u>10/355556</u> B. Patent No.(s) _____ Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
5. Name and address to whom correspondence concerning document should be mailed: Name: <u>Edward J. Kelly</u> <u>ROPES & GRAY LLP</u> Internal Address: <u>Atty. Dkt.: BBNT-P01-246</u> Street Address: <u>One International Place</u> City: <u>Boston</u> State: <u>MA</u> Zip: <u>02110-2624</u> Phone Number: <u>(617) 951-7532</u> Fax Number: <u>(617) 951-7050</u> Email Address: <u>ekelly@ropesgray.com</u>	6. Total number of applications and patents involved: 1 7. Total fee (37 CFR 1.21(h) & 3.41) \$ <u>40.00</u> <input type="checkbox"/> Authorized to be charged by credit card <input checked="" type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed <input type="checkbox"/> None required (government interest not affecting title)
8. Payment Information a. Credit Card Last 4 Numbers _____ Expiration Date _____ b. Deposit Account Number <u>18-1945</u> Authorized User Name <u>Edward J. Kelly</u>	
9. Signature: <div style="display: flex; justify-content: space-between; align-items: flex-end;"> <div style="text-align: center;">  _____ Signature <u>Edward A. Gordon - 54,130</u> Name of Person Signing </div> <div style="text-align: center;"> <u>1/23/06</u> _____ Date </div> <div style="text-align: right;"> Total number of pages including cover sheet, attachments, and documents: 6 </div> </div>	

I hereby certify that this correspondence is being facsimile transmitted to the Patent and Trademark Office, facsimile no. (571) 273-0140, on the date shown below.

Dated: 1/23/2006 Signature: Joanne Ryan (Joanne Ryan)

CH \$40.00 181945 10355556

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:

"BBNT SOLUTIONS LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "BBN TECHNOLOGIES OPERATING CORP." UNDER THE NAME OF "BBN TECHNOLOGIES OPERATING CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF DECEMBER, A.D. 2005, AT 3:58 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRD DAY OF JANUARY, A.D. 2006, AT 12:01 O'CLOCK A.M.

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



3760012 8100M

050981779

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4344737

DATE: 12-06-05

PATENT
REEL: 017208 FRAME: 0214

DEC 5 2005 4:26PM

LANIER2

NO 3846 P 2

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 04:05 PM 12/02/2005
 FILED 03:58 PM 12/02/2005
 SRV 050981779 - 3760012 FILE

CERTIFICATE OF MERGER

of

BBNT SOLUTIONS LLC,
 a Delaware limited liability company

with and into

BBN TECHNOLOGIES OPERATING CORP.,
 a Delaware corporation

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law (the "DGCL") and Title 6, Section 18-209 of the Delaware Limited Liability Company Act (the "LLC Act"), BBN Technologies Operating Corp., a Delaware corporation (the "Surviving Corporation"), hereby certifies to the following information regarding the merger of BBNT Solutions LLC, a Delaware limited liability company (the "Merging LLC"), into the Surviving Corporation (the "Merger"):

FIRST: The names and states of incorporation or formation, as applicable, of the Surviving Corporation and the Merging LLC, which are the constituent entities in the Merger (the "Constituent Entities"), are as follows:

Name	State
BBN Technologies Operating Corp.	Delaware
BBNT Solutions LLC	Delaware

SECOND: The Agreement and Plan of Merger dated as of November 22, 2005 (the "Merger Agreement") between the Surviving Corporation and the Merging LLC, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Entities in accordance with Title 8, Section 264(c) and Section 103 of the DGCL and Title 6, Section 18-209 of the LLC Act.

THIRD: The name of the corporation surviving the Merger is "BBN Technologies Operating Corp.", a Delaware corporation.

FOURTH: The Certificate of Incorporation of the Surviving Corporation in effect immediately before the effectiveness of the Merger shall be the Certificate of Incorporation of the Surviving Corporation until further amended in accordance with the DGCL.

FIFTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is: 10 Moulton Street, Cambridge, MA 02138.

PATENT

REEL: 017208 FRAME: 0215

DEC 5 2005 4:27PM LANIER2

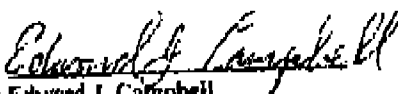
NO 3846 P 3

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder or member, as applicable, of the Constituent Entities.

SEVENTH: The Merger and this Certificate of Merger shall be effective at 12:01 a.m. E.S.T. on January 3, 2006, in accordance with the DGCL and the LLC Act.

IN WITNESS WHEREOF the Surviving Corporation has caused this certificate to be signed by the undersigned on November 22, 2005.

BBN TECHNOLOGIES OPERATING CORP

By: 
Name: Edward J. Campbell
Title: Executive Vice President, Operations

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 AMENDMENT OF "BBN TECHNOLOGIES OPERATING CORP.", CHANGING ITS NAME FROM "BBN TECHNOLOGIES OPERATING CORP." TO "BBN TECHNOLOGIES CORP.", FILED IN THIS OFFICE ON THE SECOND DAY OF DECEMBER, A.D. 2005, AT 4:05 O'CLOCK P.M.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRD DAY OF JANUARY, A.D. 2006, AT 12:01 O'CLOCK A.M.



3760012 8100
050981786

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4344742

DATE: 12-06-05

PATENT
REEL: 017208 FRAME: 0217

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:05 PM 12/02/2005
FILED 04:05 PM 12/02/2005
SRV 050981786 - 3760012 FILE

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
BBN TECHNOLOGIES OPERATING CORP.**

BBN Technologies Operating Corp. (the "Corporation"), a corporation organized in the State of Delaware on February 3, 2004, for the purpose of amending its Certificate of Incorporation in accordance with Section 242 of the General Corporation Law of the State of Delaware, hereby certifies:

FIRST: That pursuant to the authority conferred by the Certificate of Incorporation and By-laws of the Corporation, the Board of Directors duly adopted a resolution setting forth a proposed amendment to the Certificate of Incorporation of the Corporation.

SECOND: Upon the effectiveness hereof, Article 1 of the Certificate of Incorporation shall be amended by striking out Article First in its entirety and by substituting in lieu of said Article 1 the following new Article 1:

"FIRST: The name of the corporation formed hereby is BBN Technologies Corp."

THIRD: The amendment of the Certificate of Incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

FOURTH: This Certificate of Amendment shall be effective at 12:01 a.m. E.S.T. on January 3, 2006, in accordance with the DGCL.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its Executive Vice President, Operations on December 1, 2005.


Edward J. Campbell
Executive Vice President, Operations

Revised Cert of Amend of Cert of Incorp of BBN Technologies Operating Corp.DXX