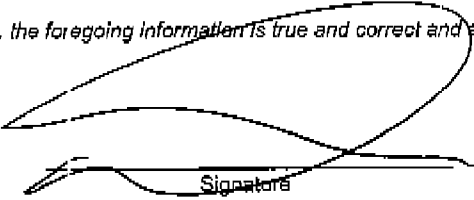


Recordation Form Cover Sheet PATENTS ONLY		Attorney Docket No.:
		<u>5655.P015</u>
To the Director of the United States Patent and Trademark Office. Please record the attached original documents or copy thereof.		
1. Name of conveying party(ies): Cavium Networks, A California Corporation Additional name(s) of conveying party(ies) attached? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	2. Name and address of receiving party(ies): Name: <u>Cavium Networks, Inc.,</u> <u>A Delaware Corporation</u> Internal Address: _____ Street Address: <u>805 East Middlefield Road</u> City: <u>Mountain View</u> State/Province: <u>CA</u> Zip: <u>94043</u> Country: <u>U.S.A.</u> Additional name(s) & address(es) attached? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	
3. Nature of Conveyance <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other: Execution Date(s): <u>February 6, 2007</u>		
4. Application number(s) or patent number(s): <input type="checkbox"/> If this document is being filed together with a new application, the execution date of the application is: _____ A. Patent Application No.(s) <u>10/397,083</u> B. Patent No.(s) _____ Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Blakely, Sokoloff, Taylor & Zafman LLP</u> Internal Address: _____ Street Address: <u>12400 Wilshire Boulevard, 7th Floor</u> <u>Los Angeles, California 90025</u>	6. Total number of applications and patents involved: <input type="text" value="1"/> 7. Total Fee (37 CFR 3.41),.....\$ <u>40.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit Account Number: <u>02-2666</u> (Attach duplicate copy of this page if paying by deposit account)	
DO NOT USE THIS SPACE		
9. Statement and signature. <i>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.</i>		
<u>Dan DeVos Reg. No. 37,813</u> Name of Person Signing	 Signature	<u>February 13, 2007</u> Date
		Total number of pages including cover sheet, attachments, and documents: <input type="text" value="9"/>

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, Virginia 22313-1450

Based on Form PTO-1595 as modified by BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN LLP on 05/09/03

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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:

"CAVIUM NETWORKS, A CALIFORNIA CORPORATION", A CALIFORNIA CORPORATION,

WITH AND INTO "CAVIUM NETWORKS, INC." UNDER THE NAME OF "CAVIUM NETWORKS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF FEBRUARY, A.D. 2007, AT 5:18 O'CLOCK P.M.

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

4112866 8100M

070126738



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5411613

DATE: 02-06-07

PATENT

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 05:18 PM 02/05/2007
 FILED 05:18 PM 02/05/2007
 SVR 070126738 - 4112866 FILE

**CERTIFICATE OF MERGER OF
 CAVIUM NETWORKS, A CALIFORNIA CORPORATION,
 INTO
 CAVIUM NETWORKS, INC., A DELAWARE CORPORATION**

(Filed pursuant to Section 252 of the Delaware General Corporation Law)

The undersigned corporations do hereby certify that:

1. The name and state of incorporation of each of the constituent corporations are Cavium Networks, Inc., a Delaware corporation ("*Cavium-Delaware*"), and Cavium Networks, a California corporation ("*Cavium-California*").
2. An Agreement and Plan of Merger dated as of January 31, 2007 has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations, in accordance with the provisions of Section 252(b) of the Delaware General Corporation Law.
3. The name of the corporation surviving the merger is Cavium Networks, Inc., a Delaware corporation.
4. In connection with the merger of Cavium-California into Cavium-Delaware, the Certificate of Incorporation of Cavium-Delaware shall remain unchanged.
5. The executed Agreement and Plan of Merger 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 805 East Middlefield Road, Mt. View, CA 94043, Attention: Secretary.
6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder or shareholder of any constituent corporation.
7. The authorized capital stock of Cavium-California is (i) Eighty-One Million Nine Hundred Thirty Thousand, One Hundred Fourteen (81,930,114) shares of Common Stock and, (ii) Forty-Five Million Eight Hundred Seventy Thousand Three Hundred Fourteen (45,870,314) shares of Preferred Stock, Eight Million Six Hundred Ninety-Nine Thousand Nine Hundred Eighty-Nine (8,699,989) shares of which are designated Series A Preferred Stock, Fifteen Million Two Hundred Twenty-Four Thousand Eight Hundred Sixty-Two (15,224,862) shares of which are designated Series B Preferred Stock, Twelve Million Four Hundred Thirteen Thousand Seven Hundred Ninety-Three (12,413,793) shares of which are designated Series C Preferred Stock; and Nine Million Five Hundred Thirty-One Thousand Six Hundred Seventy (9,531,670) shares of which are designated Series D Preferred Stock.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of February 5, 2007.

CAVIUM NETWORKS,
a California corporation

By: /s/ Syed Ali
Name: Syed Ali
Its: President and Chief Executive Officer

ATTEST:

By: /s/ Arthur Chadwick
Name: Arthur Chadwick
Its: Chief Financial Officer

CAVIUM NETWORKS, INC.,
a Delaware corporation

By: /s/ Syed Ali
Name: Syed Ali
Its: President and Chief Executive Officer

ATTEST:

By: /s/ Arthur Chadwick
Name: Arthur Chadwick
Its: Chief Financial Officer



State of Delaware

The Official Website for the First State

The Secretary of State of Delaware issued a certificate for CAVIUM NETWORKS, INC. whose file number is 4112866 on 02/06/2007 under request number 070126738 for authentication number 5411613.



[Back](#)

00843516

State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

FEB - 7 2007

DEBRA BOWEN
Secretary of State

D0843516

Delaware

The First State

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

PAGE 1
FEB - 6 2007

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4112866 8100M
070126738



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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1.

PATENT

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Name: Arthur Chadwick
Its: Chief Financial Officer

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a Delaware corporation

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ATTEST:

By: /s/ Arthur Chadwick
Name: Arthur Chadwick
Its: Chief Financial Officer

