

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/1998
CONVEYING PARTY DATA	
Name	Execution Date
ALCATEL NETWORK SYSTEMS, INC.	12/18/1998
RECEIVING PARTY DATA	
Name:	Alcatel USA Marketing, Inc.
Street Address:	1000 Coit Road
City:	Plano
State/Country:	TEXAS
Postal Code:	75075
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	5450024
CORRESPONDENCE DATA	
Fax Number:	(512)853-8801
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	5128538800
Email:	cacker@intprop.com
Correspondent Name:	Meyertons, Hood, Kivlin, Kowert & Goetze
Address Line 1:	700 Lavaca Street
Address Line 2:	Suite 800
Address Line 4:	Austin, TEXAS 78701
ATTORNEY DOCKET NUMBER:	5957-70306
NAME OF SUBMITTER:	Dean M. Munyon
Total Attachments: 5 source=Alcatel Semi-FTC Merger ADN&ANS to AUSAMktg#page1.tif source=Alcatel Semi-FTC Merger ADN&ANS to AUSAMktg#page2.tif	

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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:

"ALCATEL DATA NETWORKS INC.", A DELAWARE CORPORATION,
"ALCATEL NETWORK SYSTEMS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "ALCATEL USA MARKETING, INC." UNDER THE NAME OF "ALCATEL USA MARKETING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 1998, AT 12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.

2056039 8100M

050350132



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3848161

DATE: 05-02-05

PATENT
REEL: 025640 FRAME: 0628

**CERTIFICATE OF MERGER
MERGING
ALCATEL NETWORK SYSTEMS, INC.
AND
ALCATEL DATA NETWORKS INC.
INTO
ALCATEL USA MARKETING, INC.**

Alcatel USA Marketing, Inc., a Delaware corporation (the "Surviving Corporation"), hereby certifies as follows:

1. The name and state of incorporation of each of the constituent corporations is as follows:

Name	State of Incorporation
Alcatel Network Systems, Inc.	Delaware
Alcatel Data Networks Inc.	Delaware
Alcatel USA Marketing, Inc.	Delaware

2. An Agreement of Merger, dated as of December 18, 1998 (the "Agreement of Merger"), among the constituent corporations, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 and all other applicable provisions of the General Corporation Law of the State of Delaware (the "DGCL").

3. The name of the Surviving Corporation is Alcatel USA Marketing, Inc.

4. The certificate of incorporation of the Surviving Corporation is hereby amended and restated to read in its entirety as set forth in Exhibit A attached hereto.

5. All of the shares of the Common Stock, par value \$1.00 per share, of the Surviving Corporation issued and outstanding immediately prior to the time when this Certificate of Merger becomes effective in accordance with the DGCL are hereby reclassified and converted into 1,000 shares, in the aggregate, of the Common Stock, par value \$0.01 per share, of the Surviving Corporation, without any action by any holder thereof.

6. The executed Agreement of Merger is on file at the principal place of business of the Surviving Corporation, the address of which is as follows:

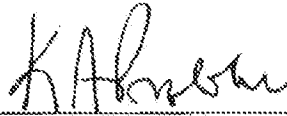
1000 Coit Road
Plano, Texas 75075

7. A copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

This Certificate of Merger shall become effective at 11:51 p.m. (Delaware time) on December 31, 1998.

IN WITNESS WHEREOF, this Certificate of Merger has been executed by the Surviving Corporation on December 18, 1998.

ALCATEL USA MARKETING, INC.

By: 
Krish A. Prabhu, President

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ALCATEL USA MARKETING, INC.**

**ARTICLE I
NAME**

The name of the Corporation is Alcatel USA Marketing, Inc.

**ARTICLE II
REGISTERED OFFICE AND AGENT**

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

**ARTICLE III
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

**ARTICLE IV
STOCK**

The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock, and the par value of each of such shares is \$0.01.

**ARTICLE V
BOARD OF DIRECTORS**

The business of the Corporation shall be managed by or under the direction of a board of directors (the "Board of Directors"). The number of directors comprising the Board of Directors shall be fixed by the bylaws of the Corporation (the "Bylaws"), and such number may from time to time be increased or decreased in such manner as is provided by the Bylaws. The number of directors comprising the current Board of Directors shall be two.

**ARTICLE VI
BYLAWS**

The Board of Directors shall have the power to adopt, amend and repeal any Bylaw, provided, however, that the stockholders of the Corporation shall have the power to amend or repeal any Bylaw adopted by the Board of Directors.

**ARTICLE VII
LIABILITY OF DIRECTORS**

No director of the Corporation shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the DGCL or (d) for any transaction from which the director derived an improper personal benefit.

**ARTICLE VIII
AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by the DGCL, any other applicable statute or the certificate of incorporation of the Corporation, and all rights conferred upon stockholders herein are granted subject to this reservation.