

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT				
NATURE OF CONVEYANCE:	MERGER				
EFFECTIVE DATE:	12/30/2004				
CONVEYING PARTY DATA					
<table border="1"> <thead> <tr> <th>Name</th> <th>Execution Date</th> </tr> </thead> <tbody> <tr> <td>Elastic Networks Inc.</td> <td>12/30/2004</td> </tr> </tbody> </table>		Name	Execution Date	Elastic Networks Inc.	12/30/2004
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Elastic Networks Inc.	12/30/2004				
RECEIVING PARTY DATA					
Name:	Paradyne Corporation				
Street Address:	7195 Oakport Street				
Internal Address:	c/o Zhone Technologies, Inc.				
City:	Oakland				
State/Country:	CALIFORNIA				
Postal Code:	94621				
PROPERTY NUMBERS Total: 1					
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> </tr> </thead> <tbody> <tr> <td>Patent Number:</td> <td>7430212</td> </tr> </tbody> </table>		Property Type	Number	Patent Number:	7430212
Property Type	Number				
Patent Number:	7430212				
CORRESPONDENCE DATA					
Fax Number:	(215)656-2498				
Phone:	(215)656-2458				
Email:	pto.phil@dlapiper.com				
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>					
Correspondent Name:	IP Group of DLA Piper LLP (US)				
Address Line 1:	1650 Market Street, Suite 4900				
Address Line 2:	One Liberty Place				
Address Line 4:	Philadelphia, PENNSYLVANIA 19103				
NAME OF SUBMITTER:	William L. Bartow				
Total Attachments: 2 source=Certificate of Merger of Elastic Networks Inc into Paradyne Corporation (DE)#page1.tif source=Certificate of Merger of Elastic Networks Inc into Paradyne Corporation (DE)#page2.tif					

CH \$40.00 7430212

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 02:08 PM 12/30/2004
 FILED 01:56 PM 12/30/2004
 SRV 040953786 - 0714924 FILE

**CERTIFICATE OF MERGER
 OF
 ELASTIC NETWORKS INC.
 (a Delaware corporation)
 WITH AND INTO
 PARADYNE CORPORATION
 (a Delaware corporation)**

Paradyne Corporation, a corporation organized and existing by virtue of the Delaware General Corporation Law, does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Elastic Networks Inc.	Delaware
Paradyne Corporation	Delaware

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the Delaware General Corporation Law.

THIRD: That the name of the surviving corporation is Paradyne Corporation.

FOURTH: That the Certificate of Incorporation of Paradyne Corporation, a Delaware corporation, which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at the principal office of the surviving corporation, the address of which is 8545 126th Avenue North, Largo, FL 33773.


SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

SEVENTH: The merger shall be effective at 11:59 p.m. on December 31, 2004.

[Signature on following page]

IN WITNESS WHEREOF, Paradyne Corporation has caused this Certificate of Merger to be executed by its duly authorized officer this 30th day of December, 2004.

PARADYNE CORPORATION

By: 
Name: Patrick Murphy
Title: Senior Vice President, Treasurer,
Chief Financial Officer and Secretary