

06-25-1999



101074370

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

RECORDATION FORM COVER SHEET

6-21-99

TO THE ASSISTANT COMMISSIONER FOR TRADEMARKS:

Please record the attached original documents or copy thereof:

1. Name and address of conveying party(ies):

Metapath Software Corporation
a Delaware corporation
777 - 108th Avenue, N.E., Suite 200
Bellevue, Washington 98004

2. Name and address of receiving party(ies):

Metapath Software International (Bellevue), Inc.
a Delaware corporation
777 - 108th Avenue, N.E., Suite 200
Bellevue, Washington 98004

3. Nature of conveyance: Certificate of Merger

Execution Date: December 4, 1998

4. The following Intent-to-Use applications filed under section 1(b) of the Lanham Act have been transferred in accordance with 15 USC § 1060 and TMEP 501.01(a) by merger to a successor to the business of applicant, or portion thereof, to which the marks pertain, which business is ongoing and existing.

5. Application numbers:

A. Application No.: 75/220,949
Mark: CEOS
Application Date: January 3, 1997

B. Application No.: 75/504,940
Mark: CERVE
Application Date: June 18, 1998

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50.00 EP

TRADEMARK
REEL: 001917 FRAME: 0816

C. Application No.: 75/481,318
Mark: CEER
Application Date: May 7, 1998

6. Name and address of party to whom correspondence concerning document should be mailed:

Kassim M. Ferris
Stoel Rives LLP
900 S.W. Fifth Avenue, Suite 2600
Portland, Oregon 97204
(503) 294-9670

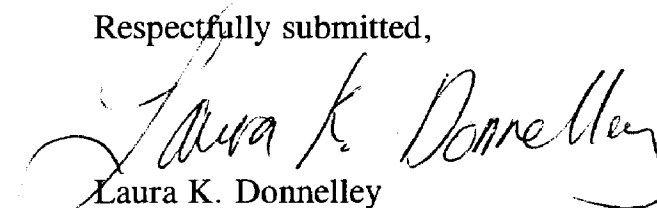
7. Total number of applications involved: 3

8. Total fee (37 CFR 3.41): \$90.00

9. The Commissioner is hereby authorized to charge any additional fees which may be required in connection with the recording of this document or to credit any overpayment to Deposit Account No. 19-4455.

10. To the best of my knowledge and belief, the foregoing information is true and correct and any attached is the original document.

Respectfully submitted,



Laura K. Donnelley
Legal Assistant

Total number of pages comprising cover sheet and conveyance: 9

Date: June 17, 1999
STOEL RIVES LLP
900 SW Fifth Avenue, Suite 2600
Portland, Oregon 97204-1268
Telephone: (503) 224-3380
Attorney Docket No. 24981-1

cc: Mr. Kassim M. Ferris

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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:

"METAPATH ACQUISITION CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "METAPATH SOFTWARE CORPORATION" UNDER THE NAME OF "METAPATH SOFTWARE INTERNATIONAL (BELLEVUE), INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9802384

DATE: 06-14-99

TRADEMARK
REEL: 001917 FRAME: 0818

CERTIFICATE OF MERGER

MERGING

METAPATH ACQUISITION CORPORATION

WITH AND INTO

METAPATH SOFTWARE CORPORATION

Pursuant to Section 251 of the General Corporation Law of the
State of Delaware

Metapath Software Corporation, a Delaware corporation ("*Metapath*"), DOES HEREBY
CERTIFY AS FOLLOWS:

FIRST: That Metapath was incorporated on December 21, 1994, pursuant to the Delaware
General Corporation Law (the "*Delaware Law*");

SECOND: That Metapath Acquisition Corporation ("*Acquisition Corp.*") was incorporated
on September 16, 1998 pursuant to the Delaware Law.

THIRD: That an Agreement and Plan of Reorganization (the "*Reorganization Agreement*"),
dated as of September 21, 1998 by and among Metapath Software International, Inc., a California
corporation ("*MSI California*"), Mobile Systems International Holdings, Ltd., a corporation
organized under the laws of England and Wales ("*MSIH*"), Metapath and Acquisition Corp., as
amended by Amendment No. 1 to Agreement and Plan of Reorganization (the "*Amendment*") dated
as of November 18, 1998, setting forth the terms and conditions of the merger (the "*Merger*") of
Acquisition Corp. with and into Metapath ("*Constituent Corporations*"), has been approved,
adopted, certified, executed and acknowledged by each Constituent Corporation in accordance with
the requirements of Section 251 of the Delaware Law.

FOURTH: That the surviving corporation (the "*Surviving Corporation*") shall be Metapath.

FIFTH: That pursuant to Reorganization Agreement, from and after the effective time of the
Merger, (i) the name of the Surviving Corporation shall be changed to "*Metapath Software
International (Bellevue), Inc*" and (ii) the Certificate of Incorporation of the Surviving Corporation
shall be amended and restated in its entirety to read as set forth in Exhibit A attached hereto.

SIXTH: That an executed copy of each of the Reorganization Agreement and the Amendment is on file at the office of the Surviving Corporation at the following address:

777 108th Avenue NE, Suite 200
Bellevue, WA 98004
USA

SEVENTH: That a copy of the Reorganization Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation.

EIGHTH: That the Merger shall become effective upon the filing of the Certificate of Merger with the Secretary of State of the State of Delaware.

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TRADEMARK
REEL: 001917 FRAME: 0820

IN WITNESS WHEREOF, Metapath has caused this Certificate of Merger to be executed in its corporate name as of the 4th day of December, 1998.

METAPATH SOFTWARE CORPORATION

By: _____

Name: John J. Hansen

Title: President and Chief Executive Officer

EXHIBIT A

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
METAPATH ACQUISITION CORPORATION
a Delaware corporation

ARTICLE I

The name of this corporation is "Metapath Software International (Bellevue), Inc." (the "Corporation").

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is 15 East North Street, City of Dover, County of Kent, Delaware 19901. The name of its registered agent at such address is the Incorporating Services, Ltd.

ARTICLE III

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

This Corporation is authorized to issue one class of shares to be designated Common Stock. The total number of shares of Common Stock which this corporation shall have the authority to issue shall be 1,000, par value \$.001 per share.

ARTICLE V

The Corporation is to have perpetual existence.

ARTICLE VI

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE VII

The number of directors shall be fixed from time to time by, or in the manner provided in, the Bylaws or amendment thereof duly adopted by the Board of Directors or by the stockholder. At each annual meeting of stockholders, directors of the corporation shall be elected to hold office until the expiration of the term for which they are elected and until their successors have been duly elected and qualified; except that if any such election shall not be so held, such election shall take place at a stockholders' meeting called and held in accordance with the General Corporation Law of Delaware.

ARTICLE VIII

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend, repeal and rescind any or all of the Bylaws of the Corporation.

ARTICLE IX

(a) To the fullest extent permitted by the General Corporation Law of Delaware as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of a fiduciary duty as a director.

(b) The Corporation may indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director, officer or employee of the Corporation or any predecessor of the Corporation or serves or served at any other enterprise as a director, officer or employee at the request of the Corporation or any predecessor to the Corporation.

(c) Neither any amendment nor repeal of this Article IX, nor the adoption of any provision of this Corporation's Certificate of Incorporation inconsistent with this Article IX, shall eliminate or reduce the effect of this Article IX, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article IX, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE X

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE XI

Vacancies occurring on the Board of Directors for any reason and newly created directorships resulting from an increase in the authorized number of directors may be filled only by vote of a majority of the remaining members of the Board of Directors, although less than a quorum, at any meeting of the Board of Directors.

ARTICLE XII

Advance notice of new business and stockholder nominations for the election of directors shall be given in the manner and to the extent provided in the Bylaws of the Corporation.

ARTICLE XIII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.