## U.S. DEPARTMENT OF COMMERCE

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

		Docket No. 058787.2000	
To the Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.			
1,	Name of Conveying party(ies):	Name and address of receiving party(ies):	
	Cayman Systems, Inc.  ☐ Individual(s) ☐ Association ☐ General Partnership ☐ Limited Partnership ☑ Corporation-State ☐ Other	Name: Netopia, Inc. Street Address: Marketplace Tower 6001 Shellmound Street, 4th Floor Emeryville, CA 94608	
	Massachusetts	Individual(s) citizenship:	
Add 3.	Nature of conveying party(ies) attached?	□ Association:     □ General Partnership:     □ Limited Partnership:     □ Corporation-State:     □ Other:     □ Association:     □ Limited Partnership:     □ Corporation-State:     □ Other:     □ Additional name(s) & address(es) attached?     □ Yes ☑ No	
4. A.	Application number(s) or registration number(s):  Trademark Application No.(s):	B. Registration No.(s): 1549946, 2658377, 2585111, 2547319, 2675565, 2662381	
Additional numbers attached? □ Yes ☒ No			
5,	Name and address of party to whom correspondence concerning document should be mailed:  Rochelle D. Alpert  Morgan, Lewis & Bockius LLP  One Market  Spear Street Tower  San Francisco, CA 94105	<ul> <li>6. Total number of applications and trademark registrations involved: 6</li> <li>7. Total fee (37 C.F.R. § 3.41): \$165</li> <li>□ Enclosed</li> <li>□ Authorized to be charged to deposit account, referencing Attorney Docket: 058787.2000</li> <li>8. Deposit account number: 13-4520</li> </ul>	
	The Commissioner is hereby authorized to charge any fees under 37 C.P.R. § 1.2	The Commissioner is hereby authorized to charge any fees under 27 C.P.R. § 1.21 which may be required by this paper, or to credit any overpayment to <u>Deposit Account No. 13-4520</u>	
DO NOT USE THIS SPACE			
9.	9. Statement and Signature.  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.  Rochelle D. Alpert  Signature  January 7, 2004  Date		
Total number of pages comprising cover sheet, attachment and document: 4			
Mail documents to be recorded with required coyer sheet information to: Director of the United States Patent and Trademark Office P.O. Box 1450 Alexandria, VA 22313-1450			

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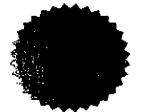
# Delaware PAGE

## 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 OWNERSHIP, WHICH MERGES:

"CAYMAN SYSTEMS, INC.", A MASSACHUSETTS CORPORATION, WITH AND INTO "NETOPIA, INC." UNDER THE NAME OF "NETOPIA, 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 JANUARY, A.D. 2004, AT 1:34 O'CLOCK P.M.

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



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AUTHENTICATION: 2849628

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## CERTIFICATE OF OWNERSHIP AND MERGER

MERGING
CAYMAN SYSTEMS, INC.
(a Messachusetts Carparetion)
INTO
METOPIA, INC.
(a Delaware Corporation)

Pursuant to Section 253 of the General Corporation Law of the State of Delaware

#### Alun B. Leftof and David A. Kadish hereby outify that:

- They are the President and Chief Executive Officer, and Secretary, respectively, of Natopia, Inc., a Delaware corporation (the "Company").
- The Company owns all of the cutstanding states of the capital stock of Cayman Systems, Inc., a corporation incorporated under the laws of Massachusetts ("Cayman").
- The Board of Directors of the Company duly and unanimously approved and adopted the following resolutions at a meeting duly notice and held on October 15, 2003;

WHEREAS, the Company owns one hundred percent (100%) of the instead and containing shares of the expital stock of Cayman Systems, Inc., a Mastachunetts corporation ("Cayman") and the Company's Board of Directors has determined it to be in the best interests of the Company to many Cayman with and into the Company in a statutory short form merger (the "Cayman Marger") proguent to the provisions of Scotion 253 of the Delaware General Companying Law, with the Company to be the surviving componation of such Cayman Marger.

NOW, THEREPORE, BE IT RESOLVED, that the Coyumn Merger is bareby approved and that, pursuant to Section 253 of the Delaware General Corporation Law, the Company shall merge Cayman with and into the Company, with the Company being the enviving corporation of such Caymen Morger, that the Cayman Morger shall be effective in Massachusatte upon the filing of articles of marger with the Secretary of State of Managehusetts, and in Delaware upon the filing of a Cartificate of Ownership and Marger with the Delivers Secretary of State; and upon the effectiveness of such Cayman Marger the Company will acquire all the exects and properties and assume all of the liabilities and obligations of Cayuani. The Company agrees that it may be said in Massachusetts for any prior obligation of Cayman and any obligation thereafter incarred by the Company, including the obligation created by General Laws, Chapter 1869, Section 82. Substitution (e), of the Massachusetta Business Corporation Law, and the Company hereby irrevocably appoints the Secretary of the Commonwealth of Meanschusette as its again to succept service of process in any action for the enforcement of any such obligations, including taxes, in the same manner as provided in Chapter 181 of such law

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RESOLVED, FURTHER, that, in order to carry out the Cayman Merger, the officers of the Company, and each of them setting individually, are hereby subscriped and directed, on behalf of the Company, to cause the Company to excuse, deliver and tile a Cartificase of Ownership and Marger with the Delaware Secretary of State and articles of two-gar (including any representations of the Company that may be required under applicable Massachuseus laws) with the Secretary of State of the Communwealth of Massachuseus, and to execute, deliver and file such additional documents and to perform such acts as are determined to be accessary or appropriate to carry out the marger of Cayman into the Company as described above.

RESOLVED, FURTRIER, that the officers of the Company, and each of them acting individually, are hereby authorized and directed to take such flatter authorized to execute and deliver such further documents, as they may down to be necessary, advisable or appropriate to carry into effect the purposes and intent of the foregoing resolutions.

IN WITNESS WEIGHTOF, the Company has caused this Certificate of Ownership and Morger to be signed by its duly authorized President and Chief Executive Officer, and Socretary, this 29th day of December, 2003.

By:

Alan B. Lefkat, President and Chief Executive Officer

David A. Kadlah Secretari

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**RECORDED: 01/07/2004**