

Delaware

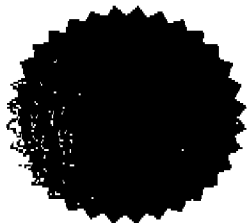
PAGE 1

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 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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2849628

DATE: 01-05-04

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CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
CAYMAN SYSTEMS, INC.
 (a Massachusetts Corporation)
INTO
NETOPIA, INC.
 (a Delaware Corporation)

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

Alan B. Lefkof and David A. Kadish hereby certify that:

1. They are the President and Chief Executive Officer, and Secretary, respectively, of Netopia, Inc., a Delaware corporation (the "Company").
2. The Company owns all of the outstanding shares of the capital stock of Cayman Systems, Inc., a corporation incorporated under the laws of Massachusetts ("Cayman").
3. 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 issued and outstanding shares of the capital stock of Cayman Systems, Inc., a Massachusetts corporation ("Cayman") and the Company's Board of Directors has determined it to be in the best interests of the Company to merge Cayman with and into the Company in a statutory short form merger (the "Cayman Merger") pursuant to the provisions of Section 253 of the Delaware General Corporation Law, with the Company to be the surviving corporation of such Cayman Merger;

NOW, THEREFORE, BE IT RESOLVED, that the Cayman Merger is hereby 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 surviving corporation of such Cayman Merger, that the Cayman Merger shall be effective in Massachusetts upon the filing of articles of merger with the Secretary of State of Massachusetts, and in Delaware upon the filing of a Certificate of Ownership and Merger with the Delaware Secretary of State; and upon the effectiveness of such Cayman Merger the Company will acquire all the assets and properties and assume all of the liabilities and obligations of Cayman. The Company agrees that it may be sued in Massachusetts for any prior obligation of Cayman and any obligation thereafter incurred by the Company, including the obligation created by General Laws, Chapter 156B, Section 82, Subsection (e), of the Massachusetts Business Corporation Law, and the Company hereby irrevocably appoints the Secretary of the Commonwealth of Massachusetts as its agent to accept 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.

070329.1

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 01:35 PM 01/05/2004
 FILED 01:34 PM 01/05/2004
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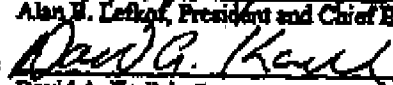
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RESOLVED, FURTHER, that in order to carry out the Cayman Merger, the officers of the Company, and each of them acting individually, are hereby authorized and directed, on behalf of the Company, to cause the Company to execute, deliver and file a Certificate of Ownership and Merger with the Delaware Secretary of State and articles of merger (including any representations of the Company that may be required under applicable Massachusetts laws) with the Secretary of State of the Commonwealth of Massachusetts, and to execute, deliver and file such additional documents and to perform such acts as are determined to be necessary or appropriate to carry out the merger of Cayman into the Company as described above.

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

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

By: 
Alan B. Leifer, President and Chief Executive Officer
By: 
David A. Kadish, Secretary

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