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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 OWNERSHIP, WHICH MERGES:

"U.S. ROBOTICS ACCESS CORP.", A DELAWARE CORPORATION, WITH AND INTO "3COM CORPORATION" UNDER THE NAME OF "3COM CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF MAY, A.D. 1998, AT 9 O'CLOCK A.M.

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

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

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1998/05/29 09:00 Page 1 of 3
1998-06-04 14:44:40
Cook County Recorder 47.50



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Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION: 9108811

DATE: 05-29-98

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 05/29/1998
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CERTIFICATE OF OWNERSHIP AND MERGER MERGING OF U.S. ROBOTICS ACCESS CORP. INTO JCOM CORPORATION

JCom Corporation, a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of the capital stock of U.S. Robotics Access Corp., a Delaware corporation (the "Merged Corporation").

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 19th day of March, 1998, determined to merge into itself the Merged Corporation with the name of the surviving corporation being JCom Corporation on the conditions set forth in such resolutions

U.S. Robotics Access Corp.

RESOLVED, that the Corporation merge U.S. Robotics Access Corp. (a Delaware corporation), its wholly owned subsidiary corporation, with and into itself and assume all of the liabilities and obligations of such subsidiary pursuant to Section 253 of the Delaware General Corporation Law.

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, directed to make, execute and acknowledge a Certificate of Ownership and Merger pursuant to Section 253 of the Delaware General Corporation Law setting forth a copy of the resolution to merge U.S. Robotics Access Corp. into the Corporation, and to file the same in the office of the Secretary of State of the State of Delaware, to become effective on May 31, 1998.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Mark D. Michael, its Sr. Vice President, General Counsel and Secretary, this 11th day of May, 1998.

Mail To:

Larry L.
30 N. La Salle St. # 310
Chicago, IL 60602

JCOM CORPORATION

By: _____

Mark D. Michael, Sr. Vice President,
General Counsel and Secretary

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LEGAL DESCRIPTION:

THAT PART OF THE WEST 375.00 FEET OF THE EAST 1835.0 FEET OF THE SOUTH 1/2 OF THE SOUTH EAST 1/4 OF SECTION 23, TOWNSHIP 41 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, LYING NORTH OF THE SOUTH 810.48 FEET THEREOF (ALL MEASURED ALONG THE DIVISIONAL LINES OF SAID QUARTER SECTION) AND LYING SOUTH OF A LINE DRAWN FROM A POINT 206.65 FEET SOUTH OF THE NORTH EAST CORNER TO A POINT 206.37 FEET SOUTH OF THE NORTH WEST CORNER OF SAID TRACT; ALSO THAT PART OF THE WEST 20.0 FEET OF THE EAST 1855.0 FEET OF THE AFORESAID SOUTH 1/2 OF THE SOUTH EAST 1/4 OF SECTION 23, LYING NORTH OF THE SOUTH 810.48 FEET THEREOF, (AS MEASURED ALONG THE DIVISIONAL LINE OF SAID QUARTER SECTION) AND LYING SOUTH OF A LINE DRAWN FROM A POINT 193.37 FEET SOUTH OF THE NORTH EAST CORNER TO A POINT 193.35 FEET SOUTH OF THE NORTH WEST CORNER OF SAID PARCEL OF LAND; ALSO A TRIANGULAR PARCEL OF LAND IN THE SOUTH 1/2 OF THE SOUTH EAST 1/4 OF SECTION 23 AFORESAID DESCRIBED BY BEGINNING AT A POINT IN THE WEST LINE OF THE EAST 1890.0 FEET OF SAID, SOUTH EAST 1/4, (AS MEASURED ALONG THE DIVISIONAL LINES THEREOF) WHICH IS 193.32 FEET SOUTH OF THE NORTH LINE OF THE SOUTH 1/2 OF SAID SOUTH EAST 1/4; THENCE WESTERLY 104.85 FEET TO A POINT WHICH IS 193.24 FEET SOUTH OF THE NORTH LINE OF THE SOUTH 1/2 OF THE SOUTH EAST 1/4 OF SECTION 23, AFORESAID; THENCE SOUTHEASTERLY IN A STRAIGHT LINE TO A POINT ON THE AFORESAID WEST LINE OF THE EAST 1890.0 FEET OF THE SOUTH EAST 1/4 OF SAID SECTION 23, WHICH IS 15.0 FEET SOUTH OF THE POINT OF BEGINNING, OF THE PARCEL OF LAND HEREWITH DESCRIBED; ALSO THAT PART OF THE WEST 800 FEET OF THE EAST 1460 FEET AS MEASURED ALONG THE SECTION DIVISION LINES OF THE SOUTH 1/2 OF THE SOUTH EAST 1/4 OF SECTION 23, TOWNSHIP 41 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, LYING NORTH OF THE SOUTH 810.48 FEET AND SOUTH OF THE NORTH 275.0 FEET THEREOF AS MEASURED ALONG THE SECTIONAL DIVISION LINES, AND WEST OF A LINE DRAWN FROM A POINT ON THE SOUTH LINE OF SAID TRACT 668.54 FEET WEST OF THE SOUTH EAST CORNER, AS MEASURED ON SAID SOUTH LINE TO A POINT ON THE NORTH LINE OF SAID TRACT 675.56 FEET WEST OF THE NORTH EAST CORNER, AS MEASURED ON THE NORTH LINE OF SAID TRACT, ALL IN COOK COUNTY, ILLINOIS.

EXCEPT FROM THE ABOVE DESCRIBED LAND THE FOLLOWING:

THAT PART OF THE SOUTH 1/2 OF THE SOUTH EAST 1/4 OF SECTION 23, TOWNSHIP 41 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, DESCRIBED AS FOLLOWS: COMMENCING AT A POINT IN THE WEST LINE OF THE EAST 1890 FEET OF SAID SOUTH EAST 1/4 A DISTANCE OF 193.32 FEET SOUTH OF THE NORTH LINE OF SAID SOUTH 1/2 OF THE SOUTH EAST 1/4; THENCE SOUTH ALONG THE SAID WEST LINE OF THE EAST 1890 FEET OF SAID SOUTH EAST 1/4 A DISTANCE OF 15 FEET TO A POINT, AS MEASURED ON SAID WEST LINE, 208.32 FEET SOUTH OF THE NORTH LINE OF SAID SOUTH 1/2 OF THE SOUTH EAST 1/4; THENCE NORTH WESTERLY 105.49 FEET TO A POINT 193.24 FEET SOUTH OF THE NORTH LINE OF SAID SOUTH 1/2 OF THE SOUTH EAST 1/4; THENCE EAST TO A POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS.

10-23-406-020

10-23-406-032

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