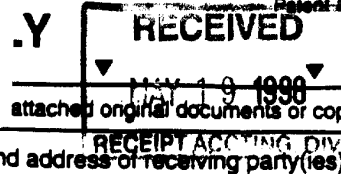


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1 SHEET

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office



Tab settings

To the Honorable Commissioner of

100715901

attached original documents or copy thereof.

1. Name of conveying party(ies): Terisa Systems, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State Delaware, Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment, Security Agreement, Other, Merger, Change of Name

Execution Date: July 24, 1997

2. Name and address of receiving party(ies)

Name: Terisa Systems, Inc. Internal Address: Street Address: 4984 El Camino Real, Suite 100 City: Los Altos State: CA ZIP: 94022

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Delaware, Other Subsidiary of SpyruS (California Corp)

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/088600

B. Trademark Registration No.(s)

2,096,795 2,102,747

Additional numbers attached? Yes No

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

Name: Allyn Taylor, Esq. Internal Address: Gray Cary Ware & Freidenrich LLP Street Address: 400 Hamilton Avenue City: Palo Alto State: CA ZIP: 94301

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) \$ 90

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

07-1907

(Attach duplicate copy of this page if paying by deposit account)

05/21/1998 JSRBAZZ 00000024 071907 75088600 Sale Ref: 00000102 DAW: 071907 75088600 01 FC:481 40.00 CH 02 FC:482 50.00 CH

DO NOT USE THIS SPACE

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.

Allyn Taylor Name of Person Signing

[Signature] Signature

[Date] Date

Total number of pages including cover sheet, attachments, and document:

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:

"SPYRUS ACQUISITION CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "TERISA SYSTEMS, INC." UNDER THE NAME OF "TERISA SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF JULY, A.D. 1997, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS FOR RECORDING.

2513132 8100M
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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: TRIPLE MARK
REEL: 1728 FRAME: 0141
DATE: 8575051
87-24-81

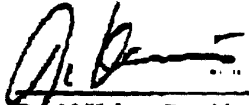
CERTIFICATE OF MERGER OF
SPYRUS ACQUISITION CORPORATION
WITH AND INTO
TERISA SYSTEMS, INC.

Pursuant to Section 251(c) of the Delaware General Corporation Law, Terisa Systems, Inc. ("Terisa"), the surviving corporation in a merger with Spyrus Acquisition Corporation ("Sub"), certifies as follows:

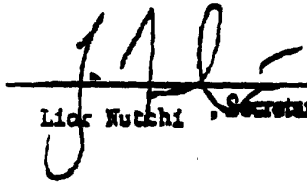
- A. Terisa and Sub are both Delaware corporations.
- B. An Agreement and Plan of Reorganization dated as of May 22, 1997 (the "Reorganization Agreement"), providing for the merger of Sub with and into Terisa (the "Merger"), has been approved, adopted, certified, executed and acknowledged by Terisa and Sub in accordance with Section 251(c) of the Delaware General Corporation Law.
- C. The surviving corporation in the Merger is Terisa Systems, Inc.
- D. The Certificate of Incorporation of Terisa, as amended and as set forth in the form attached hereto as Attachment 1, shall be the Certificate of Incorporation of the surviving corporation.
- E. The executed Reorganization Agreement is on file at the principal place of business of the surviving corporation, the address of which is Terisa Systems, Inc., 4984 El Camino Real, Los Altos, CA 94022.
- F. A copy of the Reorganization Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of Terisa or Sub.

G. This Certificate of Merger shall be effective as of July 24, 1997.

TERISA SYSTEMS, INC.



David Kaiser, President



Lida Nutchi, Secretary

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