

MRD 7-31-98

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08-07-1998



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COVER SHEET

Tab settings

To the Honorable Commissione

the attached original documents or copy thereof.

1. Name of conveying party (ies):
Pure Software, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State California
 Other _____

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

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

Name: Pure Software, Inc.
Internal Address: _____
Street Address: 1309 South Mary Avenue
City: Sunnyvale State: CA ZIP: 94087

Individual(s) citizenship: _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignment 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) and addresses attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: July 19, 1995

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

A. Trademark Application No.(s)

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

1,863,195
1,864,215
1,953,651

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

Name: Diane E. Turriff
Internal Address: Wilson Sonsini Goodrich & Rosati

Street Address: 650 Page Mill Road

City: Palo Alto State: CA ZIP: 94304-1050

6. Total number of application and registrations involved: 3

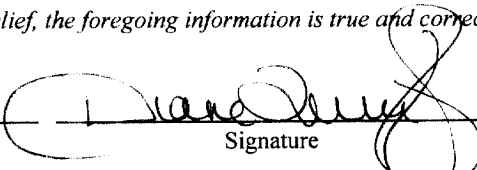
7. Total fee (37 CFR 3.41) \$90.00
 Enclosed
 Authorized to be charged to deposit account

If insufficient funds charge to:

8. Deposit account number:
23-2415 Attn: 01832-900
(Attach duplicate copy of this page if paying by deposit account.)

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.

Diane E. Turriff  31 July 98
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:

08/06/1998 TTM11 00000106 1863195

Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

01 FC:481 02 FC:482

40.00 OP 50.00 OP

TRADEMARK REEL: 1763 FRAME: 0279

**CERTIFICATE OF MERGER
OF
PURE SOFTWARE INC.,
a California Corporation
(the "Merged Company") into
PURE SOFTWARE INC.,
a Delaware Corporation
(the "Surviving Company")**

**(UNDER SECTION 252 OF THE GENERAL CORPORATION LAW
OF THE STATE OF DELAWARE)**

The Surviving Company hereby certifies that:

1. The names and states of incorporation of the constituent corporations are as follows:

Pure Software Inc., a California corporation, and

Pure Software Inc., a Delaware corporation.

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the Merged Company, and by the Surviving Company in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation is Pure Software Inc.

4. The Certificate of Incorporation of the Surviving Company shall be the Certificate of Incorporation of the surviving corporation.

5. The surviving corporation is a corporation of the State of Delaware.

6. The executed Agreement and Plan of Merger is on file in the principal place of business of the Surviving Company at 1309 South Mary Avenue, Sunnyvale, California 94087.

7. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Company on request and without cost to any stockholder of the Merged Company or the Surviving Company.

8. The Merged Company is authorized to issue two classes of stock designated, respectively, "Common Stock" and "Preferred Stock". The total number of

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shares authorized to be issued is Twenty-Six Million Eight Hundred Sixty-Six Thousand Six Hundred Sixty-Seven (26,866,667). The number of shares of Common Stock authorized to be issued is Nineteen Million Eight Hundred Seventy-Eight Thousand One Hundred Twenty-Five (19,878,125), no par value. The number of shares of Preferred Stock authorized to be issued is Six Million Nine Hundred Eighty-Eight Thousand Five Hundred Forty-Two (6,988,542), no par value, of which Two Million (2,000,000) shares have been designated Series A Preferred Stock, Two Million Five Hundred Twenty-One Thousand Eight Hundred Seventy-Five (2,521,875) shares have been designated Series B Preferred Stock, One Million Six Hundred Thousand (1,600,000) shares have been designated Series C Preferred Stock, and Eight Hundred Sixty-Six Thousand Six Hundred Sixty-Seven (866,667) shares have been designated Series D Preferred Stock.

IN WITNESS WHEREOF, the Surviving Company has caused this certificate to be signed by Reed Hastings, its President and Chief Executive Officer, and attested by Charles J. Bay, III, its Secretary, on the 7th day of July, 1995.

PURE SOFTWARE INC.
a Delaware Corporation

By: 

Reed Hastings
President and Chief Executive Officer

ATTEST:

By: 

Charles J. Bay, III
Secretary

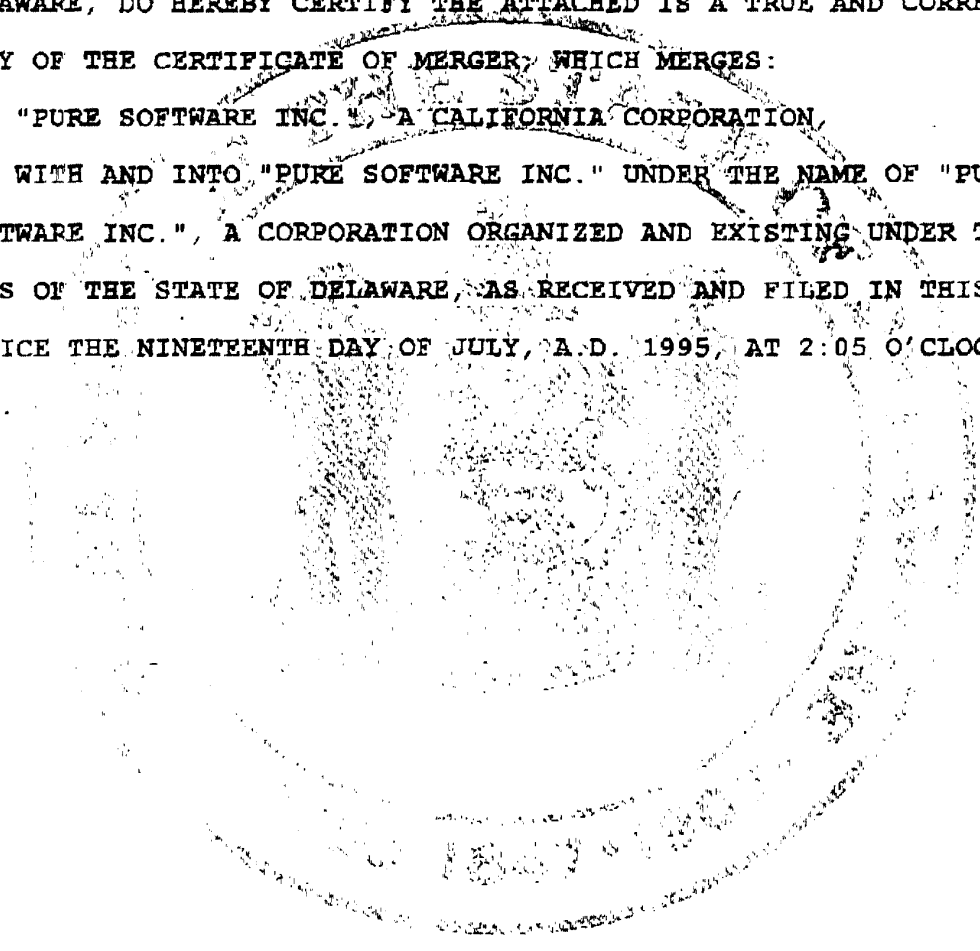
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2.

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:

"PURE SOFTWARE INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "PURE SOFTWARE INC." UNDER THE NAME OF "PURE SOFTWARE INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF JULY, A.D. 1995, AT 2:05 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8928488

DATE: 02-19-98

TRADEMARK

RECORDED 07311998 / 15/17/98 (THU) 02:19:58 REEL 1765 FRAME 0282 FROM CORPORATION FILED 02-19-98