

08-21-1998



100796916

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Xcellenet, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation - Georgia
- Other

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

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

Name: Sterling Commerce (Southern), Inc.

Internal Address: Suite 1200

Street Address: 300 Crescent Court

City: Dallas State: TX ZIP: 75201

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

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

3. Nature of conveyance:

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

Execution Date: July 21, 1998

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

A. Trademark Application No.(s)

75/034482      75/072403      75/056294  
74/581234

B. Trademark Registration No.(s)

1,704,146      1,876,114      1,779,562  
1,759,633      1,557,788      1,898,725

Additional numbers attached?  Yes  No

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

Name: Stanley W. Sokoloff

Internal Address: BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN

Street Address: 12400 Wilshire Boulevard

Seventh Floor

City: Los Angeles State: CA ZIP: 90025

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41).....\$ 265.00

- Enclosed
- Deficiency of fees authorized to be charged to deposit account

8. Deposit account number:

02-2666

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

08/19/1998 DMSUYEN 00000190 1704146

DO NOT USE THIS SPACE

11 FC:481  
12 FC:482

40.00 OP  
225.00 OP

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.

Stanley W. Sokoloff  
Name of Person Signing

Signature

8/13/98  
Date

Total number of pages comprising cover sheet: 1

*State of Delaware*  
*Office of the Secretary of State*

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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:

"XCELLENET, INC.", A GEORGIA CORPORATION,

WITH AND INTO "STERLING COMMERCE (SOUTHERN), INC." UNDER THE NAME OF "STERLING COMMERCE (SOUTHERN), INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF JULY, A.D. 1998, AT 8:20 O'CLOCK A.M.

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



2884441 8100M

981281254

*Edward J. Freel, Secretary of State*

9206767

AUTHENTICATION:

07-21-98

DATE:

TRADEMARK

REEL: 1770 FRAME: 0651

**CERTIFICATE OF MERGER OF  
XCELLENET, INC.**  
a Georgia corporation,  
**WITH AND INTO**  
**STERLING COMMERCE (SOUTHERN), INC.**  
a Delaware corporation

(Under Section 252 of the General Corporation Law  
of the State of Delaware)

Pursuant to the provisions of Section 252 of the General Corporation Law of the State of Delaware (the "DGCL") the undersigned corporation files this Certificate of Merger. Sterling Commerce (Southern), Inc., a Delaware corporation, does hereby certify:

1. The name and state of incorporation of each of the constituent corporations participating in the merger are:

(a) XcelleNet, Inc., which is incorporated under the laws of the State of Georgia; and

(b) Sterling Commerce (Southern), Inc., which is incorporated under the laws of the State of Delaware.

2. The Agreement and Plan of Merger, dated as of April 16, 1998 (the "Merger Agreement"), among Sterling Commerce, Inc., Sterling Commerce (Southern), Inc. and XcelleNet, Inc. has been approved, adopted, certified, executed and acknowledged by each of XcelleNet, Inc. and Sterling Commerce (Southern), Inc. in accordance with subsection (c) of Section 252 of the DGCL.

3. The name of the surviving corporation is Sterling Commerce (Southern), Inc.

4. The Certificate of Incorporation of Sterling Commerce (Southern), Inc. shall be the certificate of incorporation of the surviving corporation.


5. The executed Merger Agreement is on file at the principal place of business of the surviving corporation, the address of which is as follows: 300 Crescent Court, Suite 1200, Dallas, Texas 75201. The Merger Agreement has been adopted, approved, certified, executed and acknowledged by each constituent corporation in accordance with subsection (c) of Section 252 of the DGCL.

6. A copy of the Merger Agreement will be furnished by Sterling Commerce (Southern), Inc., on request and without cost, to any stockholder of XcelleNet, Inc. or Sterling Commerce (Southern), Inc.

7. The authorized capital stock of XcelleNet, Inc. is 30,000,000 shares of common stock, par value \$.01 per share, and 10,000,000 shares of preferred stock, par value \$.01 per share.

IN WITNESS WHEREOF, Sterling Commerce (Southern), Inc. has caused this Certificate of Merger to be signed by a duly authorized officer thereof as of this 21st day of July, 1998.

STERLING COMMERCE (SOUTHERN), INC.

By:   
Albert K. Hoover,  
Vice President, Secretary and  
Assistant Treasurer