

08-21-1998

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



100797497

To the Honorable Commissioner of Patents and Trademarks, original document or copy thereof.

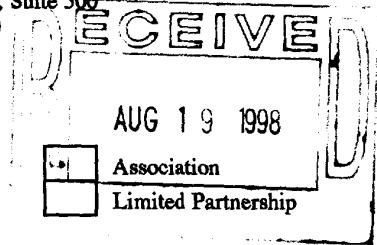
1. Name of Party(ies) conveying an interest:

ObjectSpace, Inc.
14850 Quorum Drive, Suite 500
Dallas, Texas 75240

NRO
8-17-98

2. Name and Address of Party(ies) receiving an interest:

ObjectSpace, Inc.
14850 Quorum Drive, Suite 500
Dallas, Texas 75240



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

- Individual
- General Partnership
- Corporation - Delaware
- Other
- Citizenship
- Association
- Limited Partnership

3. Interest Conveyed:

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

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

Execution Date: December 31, 1997

4. Application number(s) or registration number(s). Additional sheet attached? Yes No

A. Trademark Application No. (s) 75/149,480; 75/324,290; 75/326,416; 75/349,565; 75/395,119; 75/395,346;

B. Trademark Registration No. (s) 1,920,395; 1,922,631; 1,971,912; 1,989,179

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

Name: Anna Conyers Kuhn, Esq.
Baker & Botts, L.L.P.
Street Address: 2001 Ross Avenue
City: Dallas
State: Texas Zip: 74201

6. Number of applications and registrations involved:

Ten (10)

7. Amount of fee enclosed or authorized to be charged: \$265.00

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):

02-0384

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.

Anna Conyers Kuhn
Name of Person Signing

Anna Conyers Kuhn
Signature

8-17-98
Date

Total number of pages including cover sheet 9

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information:

Commissioner of Patent and Trademarks
Box Assignments
Washington, D.C. 20231

08/21/1998 SMITH 00000055 75149480

01 EC:481
02 EC:482

When reporting for this sample cover sheet is estimated to take about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. For more information regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

OBJECTSPACE, INC.
(a Texas corporation)

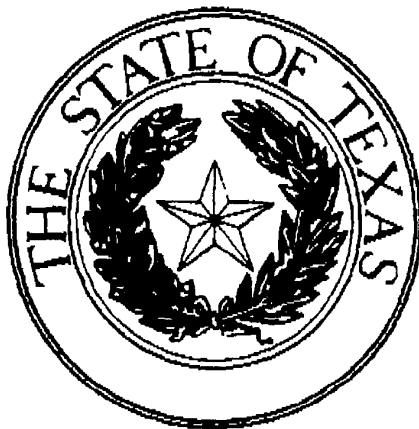
with

OBJECTSPACE, INC.
(a Delaware no permit entity)

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

Filed DECEMBER 31, 1997

Effective DECEMBER 31, 1997 5:00PM
fmc



Alberto R. Gonzales
Secretary of State
TRADEMARK

**ARTICLES OF MERGER OF
DOMESTIC PARENT INTO
FOREIGN SUBSIDIARY CORPORATION**

FILED
In the Office of the
Secretary of State of Texas
DEC 31 1997
Corporations Section

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, the undersigned domestic corporation adopts the following Articles of Merger for the purpose of merging the domestic corporation into the foreign corporation:

1. The names of the constituent corporations and the states under the laws of which they are organized are as follows:

<u>NAME OF CORPORATION</u>	<u>TYPE OF ENTITY</u>	<u>STATE</u>
ObjectSpace, Inc. Delaware	corporation	
ObjectSpace, Inc.	corporation	Texas

2. The name of the parent corporation is ObjectSpace, Inc., a Texas corporation ("ObjectSpace Texas"), and the name of the subsidiary corporation is ObjectSpace, Inc., a Delaware corporation ("ObjectSpace Delaware").

3. The laws of the state under which such foreign corporation is organized permit such merger.

4. The surviving corporation is ObjectSpace Delaware, the Delaware corporation. The registered office in Delaware of the surviving corporation is 1201 North Market Street, Wilmington, Delaware 19801.

5. As to each undersigned corporation, the number of shares of common stock outstanding (with no other classes of capital stock being outstanding) are as follows:

<u>Name (and State of Incorporation) of Corporation</u>	<u>Number of Shares Outstanding</u>
ObjectSpace Delaware	7,506,500
ObjectSpace Texas	7,506,500

6. ObjectSpace Texas, the parent corporation, owns all the outstanding shares of common stock of ObjectSpace Delaware, the subsidiary corporation.

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OBJECTSPACE

PAGE 05

7. The plan of merger providing for the merger of ObjectSpace Texas with and into ObjectSpace Delaware (the "Plan of Merger") is attached hereto as Exhibit A and incorporated herein by reference. The resolutions approving the Plan of Merger were adopted by the directors of ObjectSpace Texas, the parent corporation, by written consent dated November 21, 1997, and a copy of such resolutions is attached hereto as Exhibit B and incorporated herein by reference.

8. The holders of all of the shares of each class or series of stock outstanding and entitled to vote on the Plan of Merger have voted in favor of the Plan of Merger at a meeting of the shareholders of the Corporation held on December 19, 1997. The Plan of Merger and the performance of its terms were duly authorized by all action required under the laws under which ObjectSpace Delaware, the Delaware corporation, was incorporated and by its constituent documents. In accordance with the laws of the State of Delaware, no vote of the sole stockholder of ObjectSpace Delaware, the Delaware corporation, is required because at least 90% of the outstanding shares of each class of such corporation's stock is owned by ObjectSpace Texas.

9. The merger will become effective on December 31, 1997 at 5:00 p.m. in accordance with the provisions of Article 10.03 of the Texas Business Corporation Act.

* * * * *

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OBJECTSPACE

PAGE 85

Dated: December 30, 1997.

OBJECTSPACE, INC.,
a Texas corporation

By: 
David Norris, Chief Executive
Officer

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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:

"OBJECTSPACE, INC.", A TEXAS CORPORATION,

WITH AND INTO "OBJECTSPACE, INC." UNDER THE NAME OF "OBJECTSPACE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1997, AT 10:30 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2825311 8100M

971454349

AUTHENTICATION: 8844234

DATE: 12-31-97

TRADEMARK

REEL: 1771 FRAME: 0323

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:30 AM 12/31/1997
971454349 - 2825311

(WED) 12. 31 ' 97 11:47/ST. 11:46/NO. 4261979570 P 2

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
OBJECTSPACE, INC., A TEXAS CORPORATION
INTO
OBJECTSPACE, INC., A DELAWARE CORPORATION
(PURSUANT TO SECTION 263 OF THE
GENERAL CORPORATION LAW OF DELAWARE)**

ObjectSpace, Inc., a Texas corporation ("ObjectSpace Texas"), incorporated on the 18th day of August, 1992, pursuant to the provisions of the Texas Business Corporation Act, does hereby certify that it owns at least ninety percent (90%) of the outstanding shares of each class of capital stock of ObjectSpace, Inc., a Delaware corporation ("ObjectSpace Delaware"), incorporated under the General Corporation Law of the State of Delaware, and that it, pursuant to resolutions of the board of directors of ObjectSpace Texas, duly adopted by the written consent of the members thereof on November 21, 1997, determined to merge with and into ObjectSpace Delaware, which resolutions are in the following words, to wit:

WHEREAS, ObjectSpace Texas is a corporation duly organized and validly existing under the laws of the State of Texas; and

WHEREAS, ObjectSpace, Inc. ("ObjectSpace Delaware") is a corporation duly organized and validly existing under the laws of the State of Delaware; and

WHEREAS, the undersigned directors of ObjectSpace Texas deem it to be in the best interests of ObjectSpace Texas and ObjectSpace Delaware to merge ObjectSpace Texas with and into ObjectSpace Delaware pursuant to a Plan of Merger attached hereto as Exhibit A (the "Plan of Merger"); now, therefore, be it

RESOLVED, that the form, terms and provisions of the Plan of Merger be, and the same hereby are, approved, adopted, certified, executed and acknowledged in all respects and in accordance with the laws of the State of Texas and that, pursuant to such Plan of Merger, ObjectSpace Texas merge with and into ObjectSpace Delaware (the "Merger"), with the result that ObjectSpace Delaware will be the surviving corporation; and

FURTHER RESOLVED, that each share of the Common Stock of ObjectSpace Texas issued and outstanding immediately prior to the Merger pursuant to the terms of the Plan of Merger shall be converted into a share of the common stock of

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FROM

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ObjectSpace Delaware, \$.01 par value and thereby be distributed pro rata to the holders of common stock of ObjectSpace Texas and such holders shall surrender any certificates therefor for new certificates of the surviving corporation; and

FURTHER RESOLVED, each outstanding share of ObjectSpace Delaware Common Stock held by ObjectSpace Texas shall be retired and cancelled without entitlement to any consideration in the Merger; and

FURTHER RESOLVED, that the Board of Directors of ObjectSpace Texas recommends that its shareholders approve the Plan of Merger; and that the Plan of Merger be submitted to the shareholders of ObjectSpace Texas for its approval; and

FURTHER RESOLVED, that the merger will become effective on December 31, 1997 at 5:00 p.m. in accordance with the provisions of Section 103(d) of the Delaware General Corporation Law.

The Merger will become effective on December 31, 1997 at 5:00 p.m. in accordance with the provisions of Section 103(d) of the Delaware General Corporation Law.

The Merger has been adopted, approved, certified, executed and acknowledged by the parent corporation, ObjectSpace, Inc., a Texas corporation, in accordance with the laws of the State of Texas.

* * * * *

4-481722.1

FROM

(WED) 12. 31 '97 11:48/ST. 11:46/NO. 4261979570 P 4

IN WITNESS WHEREOF, ObjectSpace, Inc., a Texas corporation, has caused this Certificate to be signed by its Chief Executive Officer as of December 30, 1997.

OBJECTSPACE, INC., a Texas corporation



David Norris, Chief Executive Officer

441721

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

CERTIFICATE OF MAILING BY EXPRESS MAIL

I hereby certify that the attached documents are being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 C.F.R. § 1.10, in an express mail envelope which is addressed to "Commissioner of Patents and Trademarks" on the 17th day of August, 1998.

Respectfully submitted,

By: Willie Jules
Signature of Person Mailing

Express Mail Certificate No.:
EM202767025US

DAL01:185497.1

RECORDED: 08/17/1998

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REEL: 1771 FRAME: 0327