

MRD 8-25-98



Tab settings

To the Honorable Commissioner of Patents and Trademarks 100807152

attached original documents or copy thereof.

1. Name of conveying party (ies):
Rational Requisite, Inc.

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

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

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

Name: Rational Software Corporation
Internal Address: _____
Street Address: 18880 Homestead Road
City: Cupertino State: CA ZIP: 95014

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: March 20, 1998

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

A. Trademark Application No.(s)

Additional numbers attached? Yes No

B. Trademark Registration No.(s)
1,975,223
2,040,530

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: 2

7. Total fee (37 CFR 3.41) \$65.00
 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.)

08/25/1998 INHUYEN 00000213 1975223
01 FC:441 40.00 GP
02 FC:442 25.00 GP

DO NOT USE THIS SPACE

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 [Signature] 18 Aug 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:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

Office of the Secretary of State

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:

"RATIONAL REQUISITE, INC.", A COLORADO CORPORATION,

WITH AND INTO "RATIONAL SOFTWARE CORPORATION" UNDER THE NAME OF "RATIONAL SOFTWARE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF MARCH, A.D. 1998, AT 10:01 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0941732 8100M

981121476

AUTHENTICATION: 9003361

DATE: 03-31-98

TRADEMARK

REEL: 1774 FRAME: 0946

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

RATIONAL REQUISITE, INC.
 (a Colorado corporation)

WITH AND INTO

RATIONAL SOFTWARE CORPORATION
 (a Delaware corporation)

**(Pursuant to Section 253 of the General Corporation Law of Delaware and
 Section 7-111-104 of the Colorado Business Corporation Act)**

Rational Software Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware ("Rational") does hereby certify as follows:

1. that Rational owns all the capital stock of Rational Requisite, Inc., a Colorado corporation ("Requisite") and
2. that Rational determined to and did merge the Requisite into itself, effective as of March 30, 1998, by the following resolutions of its board of directors, duly adopted on March 30, 1998 by unanimous written consent:

WHEREAS, it is deemed in the best interest of Rational to enter into the Agreement and Plan of Transfer and Reorganization by and among Rational, Rational Software Technology Corporation ("RSTC"), Requisite, Performance Acquisition Corporation ("PAC"), and Vigor Technology, Inc. ("VTI") and all attached schedules and exhibits.

NOW, THEREFORE, this Board adopted the following resolutions:

RESOLVED: That, effective as of 11:59 p.m. on March 30, 1998, Rational shall merge Requisite into itself and acquire all of its assets and assume all of its liabilities and obligations, at which point Requisite will cease to exist as a corporation;

RESOLVED FURTHER: That the Agreement is hereby approved and authorized in all respects;

RESOLVED FURTHER: That the appropriate officers of Rational are authorized and directed to execute and deliver the Agreement and, at the effective time of the Merger (the "Effective Time") to file the Certificate of Ownership and Merger in the office of the Delaware Secretary of State and a certified copy thereof in the office of the Recorder of Deeds of New Castle County;

Omnibus Resolution


RESOLVED: That the officers of Rational be, and each of them hereby is, authorized to execute, file and deliver, in the name of and on behalf of Rational and under its corporate seal or otherwise, such further agreements, documents and other instruments as any such officer may deem necessary or appropriate to effectuate the intent of the foregoing resolutions; and that the taking of any action or the execution of any instrument by an officer of Rational in connection with the foregoing resolutions shall be conclusive of his or here determination that the same was necessary to serve the best interest of Rational.


RESOLVED FURTHER: That any acts or deeds heretofore done by any director or officer of Rational intended to carry out the intent of the foregoing resolutions are hereby ratified and approved in all respects.

Under penalty of perjury this signature constitutes the acknowledgment that this instrument is the act and deed of the Company, and that the facts stated herein are true.

Rational Software Corporation,
a Delaware corporation

ATTEST:

By: 
Michael T. Devlin, President


Timothy A. Brennan, Secretary