

09-02-1998



COVER SHEET
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To the Honorable Commission. 100806384

Send the attached original documents or copy thereof.

1. Name of conveying party (ies):
Helix Software Company, Inc. **8-21-98**

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

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

2. Name and address of receiving party(ies):
Name: Networks Associates, Inc.
Internal Address: _____
Street Address: 3965 Freedom Circle
City: Santa Clara State: CA ZIP: 95054

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: December 24, 1997

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

A. Trademark Application No.(s) 75/219663 75/219665
75/227205 75/345662 75/345670 75/346104
75/346136 75/346137 75/346138 75/346139
75/393750

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

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

Name: John L. Slafsky
 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: 11

7. Total fee (37 CFR 3.41) \$290.00
 Enclosed
 Authorized to be charged to deposit account

If insufficient funds charge to:

8. Deposit account number:
23-2415 Attn: 18974-900
 (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.

John L. Slafsky John Slafsky 8-17-98
 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

State of Delaware
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:

"HELIX SOFTWARE COMPANY, INC.", A GEORGIA CORPORATION, WITH AND INTO "NETWORKS ASSOCIATES, INC." UNDER THE NAME OF "NETWORKS ASSOCIATES, 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 DECEMBER, A.D. 1997, AT 1:30 O'CLOCK P.M.

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



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

Edward J. Freel, Secretary of State

2306741 8100M

971447735

AUTHENTICATION: 8836688

DATE: 12-29-97

TRADEMARK

REEL: 1775 FRAME: 0808

CERTIFICATE OF OWNERSHIP AND MERGER**MERGING****HELIX SOFTWARE COMPANY, INC.****INTO****NETWORKS ASSOCIATES, INC.**

Networks Associates, Inc. a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 14th day of August, 1992, pursuant to the Delaware General Corporation Law.

SECOND: That this corporation owns all the outstanding shares of stock of Helix Software Company, Inc., a corporation incorporated on the 19th day of June, 1990, pursuant to the Georgia Business Corporations Code.

THIRD: Code Section 14-2-1104 of the Georgia Business Corporation Code authorizes the merger of an at least 90% owned Georgia subsidiary into its foreign parent corporation.

FOURTH: That this corporation, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent on the 23rd day of December, 1997, determined to and did merge into itself Helix Software Company, Inc.

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RESOLVED, that Networks Associates, Inc. merge, and it hereby does merge into itself Helix Software Company, Inc. and assumes all its obligations;

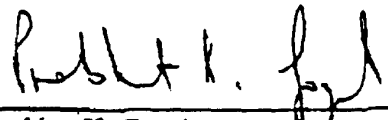
FURTHER RESOLVED, that the merger shall be effective upon the date of filing with the Secretary of State of Delaware and the Secretary of the State of Georgia; and

FURTHER RESOLVED, that the proper officer of this corporation be and he or she is hereby directed to make and execute a Certificate of Ownership and Merger in the State of Delaware and Articles of Merger in the State of Georgia setting forth a copy of the resolutions to merge Helix Software Company, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the applicable Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anyway necessary or proper to effect such merger.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended and terminated and abandoned by the Board of Directors of Networks Associates, Inc. at any time prior to the date of filing the merger with the Delaware Secretary of State.

IN WITNESS WHEREOF, Networks Associates, Inc. has caused this Certificate to be signed by Prabhat K. Goyal, its Chief Financial Officer this 23 day of December, 1997.

NETWORKS ASSOCIATES, INC.

By: 
Prabhat K. Goyal
Chief Financial Officer

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