



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

1. Name of conveying party(ies):
INFERENCE CORPORATION
 [] Individual(s) [] Ltd. Partnership **10-2-98**
 [] General Partnership [] Association
 [X] Corporation-State CALIFORNIA
 [] Other _____
 Additional names of conveying parties attached? [] Yes [] No

3. Nature of conveyance:
 [] Assignment [X] Merger
 [] Security Agreement [X] Change of Name
 [] Other _____
 Execution Date: July 2, 1996

2. Name and address of receiving party(ies)
 Name: INFERENCE CORPORATION (formerly INFR, Inc.)
 Internal Address: _____
 Street Address: 100 Rowland Way
 City: Novato State: CA ZIP: 94945
 [] Individual(s) citizenship _____
 [] General Partnership _____
 [] Limited Partnership _____
 [X] 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 [X] No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s)
1,725,181
< 1,725,181 >
 Additional numbers attached? [] Yes [] No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Jane Shay Wald
 Internal Address: OPPENHEIMER WOLFF & DONNELLY LLP
Suite 3800
 Street Address: 2029 Century Park East
 City: Los Angeles State: California ZIP: 90067

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00
 [X] Enclosed
 [X] Authorized to be charged to deposit account

8. Deposit account number:
16-2230
 (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.

Jane Shay Wald Jane S. Wald October 20, 1998
 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

TRADEMARK
 REEL: 1805 FRAME: 0395

40/25/1998 JMW:MS 0000146 1725181

FC:401

40.00

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:

"INFERENCE CORPORATION", A CALIFORNIA CORPORATION,

WITH AND INTO "INFR, INC." UNDER THE NAME OF "INFERENCE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF JULY, A.D. 1996, AT 4:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2619156 8100M

AUTHENTICATION: 8314534

971036428

DATE: 02-04-97

CERTIFICATE OF MERGER

OF

**INFERENCE CORPORATION,
a California Corporation**

INTO

**INFR, INC.
a Delaware Corporation**

**Pursuant to Section 252 of the
Delaware General Corporation Law**

Pursuant to the provisions of Section 252 of the Delaware General Corporation Law, INFR, Inc., a Delaware corporation (the "Company"), certifies the following:

FIRST: The names of the constituent corporations and their respective states of incorporation are:

<u>Name of Corporation</u>	<u>State</u>
INFR, Inc.	Delaware
Inference Corporation	California

SECOND: An Agreement of Merger, dated as of July 2, 1996 (the "Agreement"), between Inference Corporation, a California corporation ("Inference") and the Company providing for the merger of Inference with and into the Company, with the Company as the surviving corporation (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the above constituent corporations in accordance with and in the manner provided in Section 252 of the Delaware General Corporation Law.

THIRD: The surviving corporation in the Merger shall be the Company; provided that the Company shall change its name to "Inference Corporation" pursuant to the Agreement.

FOURTH: The Certificate of Incorporation of the Company shall be the Certificate of Incorporation of the surviving corporation, except that the name of such corporation shall be changed to "Inference Corporation" and Article I shall be amended to state in its entirety as follows:

"The name of the corporation is Inference Corporation (hereinafter referred to as the 'Corporation')."

FIFTH: The executed Agreement is on file at the principal place of business of the Company at 100 Rowland Way, Novato, California 94945.

SIXTH: A copy of the Agreement will be furnished by the Company on request and without cost to any stockholder of either of the above constituent corporations.

SEVENTH: Inference has the authority to issue 35,000,000 shares of capital stock, consisting of: (i) 23,000,000 shares of Class A Common Stock, no par value, (ii) 2,000,000 shares of Class B Common Stock, no par value, and (iii) 10,000,000 shares of Preferred Stock, no par value.

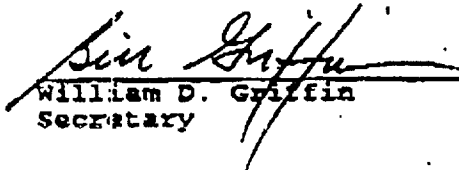
Dated: July 2, 1996

INFRA, INC.

By:


Peter R. Tierney
President

ATTESTED By:


William D. Griffin
Secretary