



10-14-1998

U.S. Patent & TMO/TM Mail Rpt Dt. #22

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atched original documents or copy thereof.

1. Name of conveying party(ies):

INFINITY FINANCIAL TECHNOLOGY, INC.

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

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

3. Nature of conveyance:

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

Execution Date: June 19, 1998

2. Name and address of receiving party(ies)

Name: SUNGARD SYSTEMS INTERNATIONAL INC.

Internal Address:

Street Address: 1285 Drummers Lane

City: Wayne State: PA ZIP: 19087

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Pennsylvania
- 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

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

A. Trademark Application No.(s)

See attached Schedule A

B. Trademark Registration No.(s)

See attached Schedule A

Additional numbers attached? Yes No

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

Name: Glenn A. Gundersen

Internal Address: Dechert Price & Rhoads

4000 Bell Atlantic Tower

Street Address: 1717 Arch St.

City: Philadelphia State: PA ZIP: 19103

6. Total number of applications and registrations involved: 18

7. Total fee (37 CFR 3.41).....\$ 465.00

- Enclosed
- Authorized to be charged to deposit account

and any under payment

8. Deposit account number:

04-0475

(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.

Stephanie E. Thier
Name of Person Signing

Stephanie Thier
Signature

10/14/98
Date

Total number of pages including cover sheet, attachments, and document: 12

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 1809 FRAME: 0403

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01 FC:461
02 FC:402

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

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SUNGARD SYSTEMS INTERNATIONAL INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 1012518

MICROFILM NUMBER: 09849

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CT CORPORATION SYSTEMS
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JUN 30 1998

Microfilm Number _____

Filed with the Department of State on _____

Entity Number 1012518

[Signature]
Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION
DSCB:15-1926 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: _____
SunGard Systems International Inc.

2. (Check and complete one of the following):

The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

Attn: Lawrence A. Gross,

(a) 1285 Drummers Lane, #300, Wayne, Pennsylvania 19087, Chester County
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

____ The surviving corporation is a qualified foreign business corporation incorporated under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

____ The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____

Number and Street City State Zip County

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DSCB:15-1926 (Rev 90)-2

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

| Name of Corporation | Address of Registered Office or Name of Commercial Registered Office Provider | County |
|--|---|--------|
| Infinity Financial Technology, Inc. (DE DOM) | Not licensed in PA | |
| Renaissance Software Inc. (CA DOM) | Not licensed in PA | |

4. (Check, and if appropriate complete, one of the following):

- The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.
- The plan of merger shall be effective on June 30, 1998 at 11:59 p.m. (E.S.T.)
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

| Name of corporation | Manner of adoption |
|------------------------------------|---|
| SunGard Systems International Inc. | Adopted by action of Board of Directors and Kale Shareholder pursuant to 15 Pa.C.S. § 1924.(a). |

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

- The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

| Number and Street | City | State | Zip |
|-------------------|------|-------|-----|
|-------------------|------|-------|-----|

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DSCB:15-1926 (Rev 90)-3

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IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 19th day of June, 1998.

SunGard Systems International Inc.

(Name of Corporation)

BY: Thomas J. McDugall

(Signature)

Thomas J. McDugall

TITLE: Vice President-Finance, CFO, Asst. Sec.

Infinity Financial Technology, Inc.

(Name of Corporation)

BY: Thomas J. McDugall

(Signature)

Thomas J. McDugall

TITLE: Vice President-Finance, CFO

Renaissance Software Inc.

(Name of Corporation)

BY: Thomas J. McDugall

(Signature)

Thomas J. McDugall

TITLE: Vice President-Finance, CFO

(CHANGES)

DOCKETING STATEMENT DSCB:15-134B (Rev 90)

BUREAU USE ONLY:

REVENUE LABOR & INDUSTRY
OTHER

FILING FEE: NONE

FILE CODE _____

FILED DATE _____

MICROFILM NUMBER _____

This form (file in triplicate) and all accompanying documents shall be mailed to:
COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
308 NORTH OFFICE BUILDING
HARRISBURG, PA 17120-0029

Part I. COMPLETE FOR EACH FILING:

Current name of entity or registrant affected by the submittal to which this statement relates: (survivor or new corporation if merger or consolidation)
SunGard Systems International Inc.

Entity number, if known: 56145109 NOTE: ENTITY NUMBER is the computer index number assigned to an entity upon initial filing in the Department of State.

Incorporation/qualification date in Pa.: Dec. 24, 1987 State of incorporation: Pennsylvania

Specified effective date, if any: June 30, 1998 at 11:59 p.m.

Part II. COMPLETE FOR EACH FILING This statement is being submitted with (check proper box):

- Articles of Amendment: complete Section A only
- Amended Certificate of Authority: complete Section A only
- Articles of Merger: complete Section B
- Articles of Consolidation: complete Section C
- Articles of Division: complete Section D
- Articles of Conversion: complete Sections A and E only
- Statement of Merger, Consolidation or Division: complete Section B, C or D
- Statement of Correction: complete Section A only
- Statement of Termination: complete Section H
- Statement of Revival: complete Section G
- Dissolution by Shareholders or Incorporators before Commencement of Business: complete Section F only
- Amendment of Certificate of Limited Partnership: complete Section A only

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Part III. COMPLETE IF APPROPRIATE: The delayed effective date of the accompanying submittal is:

month day year hour, if any

Section A. CHANGES TO BE MADE TO THE ENTITY NAMED IN PART I: (Check box/boxes which pertain)

Name: _____

Registered Office: _____
Number & street/RD number & box number City State Zip County

Purpose: _____

Stock: aggregate number of shares authorized _____ (attach additional provisions, if any)

Term of Existence: _____

Other: _____

X Section B. MERGER (Complete Section A if any changes to survivor corporation):

MERGING CORPORATIONS ARE: (List only the merging corporations-SURVIVOR IS LISTED IN PART I)

1. Name: Infinity Financial Technology, Inc.

Entity Number, if known: n/a Inc./quali. date in Pa.: _____ Not licensed State of Incorporation: Delaware

2. Name: Renaissance Software Inc.

Entity Number, if known: n/a Inc./quali. date in Pa.: _____ Not licensed State of Incorporation: California

Attach sheet containing above corporate information if there are additional merging corporations.

Section C: CONSOLIDATION (NEW corporation information should be completed in Part I. Also, complete and attach DOCKETING STATEMENT DSCB:15-134A for the NEW corporation formed.)

CONSOLIDATING CORPORATIONS ARE:

1. Name: _____

Entity Number, if known: _____ Inc./quali. date in Pa.: _____ State of Incorporation: _____

2. Name: _____

Entity Number, if known: _____ Inc./quali. date in Pa.: _____ State of Incorporation: _____

Attach sheet containing above corporate information if there are additional consolidating corporations.

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Section D. DIVISION (Forming NEW corporation(s) named below. Also, complete and attach DOCKETING STATEMENT DSCB:15-134A for EACH new corporation formed by division.)

Entity Number 1 _____

Entity Number 2 _____

Attach sheet if there are additional corporations to be named.

CHECK ONE:

____ Corporation named in Part I survives. (Any changes, complete Section A)

____ Corporation named in Part I does not survive.

____ **Section E. CONVERSION (Complete Section A)**

CHECK ONE:

____ Converted from nonprofit to profit

____ Converted from profit to nonprofit

____ **Section F. DISSOLVED BY SHAREHOLDERS OR INCORPORATORS BEFORE COMMENCEMENT OF BUSINESS**

____ **Section G. STATEMENT OF REVIVAL** Corporation named in Part I hereby revives its charter or articles which were forfeited by Proclamation or expired. (Complete Section A if any changes have been made to the revived corporation.)

____ **Section H. STATEMENT OF TERMINATION**

_____ filed in the Department of State on _____ is/are hereby terminated.
(type of filing made) month date year hour, if any

If merger, consolidation or division, list all corporations involved, other than that listed in Part I:

Entity Number 1 Name _____

Entity Number 2 Name _____

Attach sheet containing above information if there are additional corporations involved.

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

Parties: **INFINITY FINANCIAL TECHNOLOGY, INC.**
 a Delaware corporation ("Infinity")
 640 Clyde Court
 Mountain View, CA 94043

RENAISSANCE SOFTWARE INC.
a California corporation ("Renaissance")
640 Clyde Court
Mountain View, CA 94043

SUNGARD SYSTEMS INTERNATIONAL INC.
a Pennsylvania corporation ("Systems")
510 Walnut Street, Suite 900
Philadelphia, PA 19106

Date: June 18, 1998

Background: Infinity, Renaissance and Systems are subsidiaries of SunGard Investment Ventures, Inc., a Delaware corporation and the Sole Stockholder of each corporation ("SIVI"). For various business and tax reasons, the Sole Stockholder and the Board of Directors of Infinity, Renaissance and Systems have determined that it is in the best interests of each subsidiary that Infinity and Renaissance be merged with and into Systems. The merger of Infinity and Renaissance with and into Systems ("the Merger") will be effected on the terms stated in this Agreement and Plan of Merger ("Agreement"). Accordingly, the Sole Stockholder and the Board of Directors of Infinity, Renaissance, and Systems have unanimously adopted resolutions approving the Merger and this Agreement in the manner required by law. Accordingly, Articles of Merger will be executed and filed with the Secretary of State of the Commonwealth of Pennsylvania, a Certificate of Merger will be executed and filed with the Secretary of State of the State of Delaware, and the appropriate Officers' Certificates will be executed and filed with the Secretary of State of the State of California.

INTENDING TO BE LEGALLY BOUND, Infinity, Renaissance and Systems hereby adopt this Agreement and Plan of Merger, and agree that Infinity and Renaissance shall be merged with and into Systems on the following terms:

1. **Merger.** On the Effective Date (as defined below), Infinity and Renaissance shall be merged with and into Systems in accordance with this Agreement and in compliance with the Pennsylvania Business Corporation Law of 1988, as amended; the Delaware General Corporation Law and the California Corporations Code and the Merger shall have the effect provided for in such laws. Systems (sometimes referred to below as the "Surviving

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Corporation") shall be the surviving corporation of the Merger and shall continue to exist and to be governed by the laws of the Commonwealth of Pennsylvania. The corporate existence and identity of Systems, with its purposes and powers, shall continue unaffected and unimpaired by the Merger, and Systems shall succeed to and be fully vested with the corporate existence and identity of Infinity and the corporate existence and identity of Renaissance. The separate corporate existence and identity of Infinity and the separate corporate existence and identity of Renaissance shall cease upon the Effective Date, and Systems shall be a single Pennsylvania corporation. On the Effective Date, all outstanding shares of capital stock of Infinity and Renaissance shall be canceled, and all outstanding shares of capital stock of Systems shall be unaffected by the Merger and shall continue to be owned by SIVI. The directors and officers of Systems on the Effective Date will continue as the directors and officers of the Surviving Corporation.

2. **Name and Registered Office of Surviving Corporation.** On the Effective Date, the name of the Surviving Corporation shall continue to be SunGard Systems International Inc. with its registered office at 1285 Drummers Lane, Suite 300, Wayne, PA 19087. Attention: Lawrence A. Gross.

3. **Articles of Incorporation.** Immediately after the Merger, the Articles of Incorporation of the Surviving Corporation shall be the same as before the Merger.

4. **Bylaws.** Immediately after the Merger, the bylaws of the Surviving Corporation shall be the same as before the Merger.

5. **Effective Date.** As used in this Agreement, "Effective Date" shall mean June 30, 1998 at 11:59 p.m. (E.S.T.).

6. **Severability.** If any provision of this Agreement is construed to be invalid, illegal or unenforceable, then the remaining provisions hereof shall not be affected thereby and shall be enforceable without regard thereto.

7. **Section Headings.** Section headings in this Agreement are for convenience of reference only and do not constitute a part of this Agreement and shall not affect its interpretation.

8. **Termination.** This Agreement may be terminated or abandoned at any time before the Effective Date by any party hereto with the due approval of its Board of Directors.

9. **Counterparts.** This Plan may be executed in any number of counterparts, each of which when so executed and delivered shall be an original hereof, and it shall not be necessary in making proof of this Agreement to produce or account for more than one counterpart hereof.

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IN WITNESS WHEREOF, each undersigned corporation has caused this Agreement and Plan of Merger to be signed by a duly authorized officer as of the date first stated above.

INFINITY FINANCIAL TECHNOLOGY, INC.
a Delaware corporation

By: Thomas J. McDugall
Thomas J. McDugall,
Vice President-Finance,
Chief Financial Officer

By: Andrew P. Bronstein
Andrew P. Bronstein,
Assistant Vice President,
Assistant Secretary

RENAISSANCE SOFTWARE INC.
a California Corporation

By: Thomas J. McDugall
Thomas J. McDugall,
Vice President-Finance,
Chief Financial Officer

By: Andrew P. Bronstein
Andrew P. Bronstein,
Assistant Vice President,
Assistant Secretary

SUNGARD SYSTEMS INTERNATIONAL INC.
a Pennsylvania corporation

By: Thomas J. McDugall
Thomas J. McDugall,
Vice President-Finance,
Chief Financial Officer,
Assistant Secretary

By: Andrew P. Bronstein
Andrew P. Bronstein,
Assistant Vice President
Assistant Secretary

SCHEDULE A

SUNGARD SYSTEMS INTERNATIONAL INC.

Applications

| <u>Mark</u> | <u>Serial No.</u> | <u>Filing Date</u> |
|----------------------|--------------------------|---------------------------|
| EQUITYMETRICS | 75/319,040 | July 3, 1997 |
| FINOS | 75/259,762 | March 18, 1997 |
| INFINITY | 73/552,305 | August 7, 1985 |
| INFINITY DERIVATIVES | 75/098,742 | May 6, 1996 |
| INFINITY FX | 75/399,758 | December 3, 1997 |
| INFINITY NETSUITE | 75/458,071 | March 27, 1998 |
| INFINITY RISKVIEW | 75/098,741 | May 6, 1996 |
| INFINITY SOLUTIONS | 75/098,749 | May 6, 1996 |
| RISK++ | 75/028,937 | December 7, 1995 |
| RISKOS | 75/259,761 | March 18, 1997 |
| RISKVIEW.COM | 75/399,760 | December 3, 1997 |
| TRADER X | 75/282,957 | April 28, 1997 |

Registrations

| <u>Mark</u> | <u>Reg. No.</u> | <u>Reg. Date</u> |
|---------------------|-----------------|------------------|
| FIN++ | 1,898,723 | June 13, 1995 |
| INFINITY | 1,386,681 | March 18, 1986 |
| INFINITY and Design | 1,972,290 | May 7, 1996 |
| INFINITY PLATFORM | 2,154,173 | April 28, 1998 |
| MONTAGE | 1,737,540 | December 1, 1992 |
| RISKVIEW | 2,131,097 | January 20, 1998 |

\\IPG\USTMS\UNGARD\SUBATTY\INFINITY.DOC, October 14, 1998