

MRP 11/20/98

12-02-1998



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

100912296

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

1. Name of conveying party(ies):

**ALTIUM**

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State **California**  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies)

Name: **ALTIUM, INC.**  
**c/o IBM Corporation**  
Internal Address: \_\_\_\_\_

Street Address: **North Castle Drive**

City: **Armonk** State: **NY** Zip: **10504**

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State **Delaware**  
 Other \_\_\_\_\_

3. Nature of conveyance:

Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

Execution Date: **December 20, 1993**

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 registration number(s):

A. Trademark Application No.(s)

Additional numbers attached?  Yes  No

B. Trademark registration No.(s)

**1,668,390      1,363,094      1,373,142**

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

**Alexander Tognino, Esq.**  
Name: \_\_\_\_\_

**International Business Machines Corporation**

Address: **North Castle Drive**  
**Armonk      New York      10504**  
City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

6. Total number of applications and registrations involved: **3**

7. Total fee (37 CFR 3.41): \$ **90.00**

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
**DA 090474**

(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.

**Jennifer D. Goff**      *Jennifer D. Goff*      **11/18/98**  
Name of Person Signing      Signature      Date

Total number of pages comprising cover sheet: **1**

AGREEMENT OF MERGER  
OF  
ALTIUM  
INTO  
ALTIUM, INC.

AGREEMENT OF MERGER dated as of  
December 20, 1993 between ALTIUM, a  
California corporation (the "First Company"),  
and ALTIUM, Inc., a Delaware corporation  
(the "Second Company").

WHEREAS the First Company has an authorized capital stock consisting of 100,000 shares of common stock, no par value per share, of which 100,000 shares have been duly issued and are now outstanding; and

WHEREAS the Second Company has an authorized capital stock consisting of 1,000 shares of common stock, no par value per share, of which 1,000 shares have been duly issued and are now outstanding; and

WHEREAS the Board of Directors of each of the First Company and the Second Company, deems it advisable and generally to the advantage of such party that the First Company merge with the Second Company under and pursuant to the provisions of the General Corporation Law of California and the General Corporation Law of the State of Delaware;

NOW, THEREFORE, the parties hereby agree as follows:

SECTION I. Merger. Subject to the provisions of this Agreement, the First Company shall be merged into the Second Company on the Effective Date.

SECTION II. Effective Date. This Agreement shall become effective on December 31, 1993 (the "Effective Date").

SECTION III. Surviving Corporation. The Second Company shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Delaware. The separate corporate existence of the First Company shall cease on the Effective Date and the Second Company shall succeed without other transfer, to all the rights and properties of the First Company and shall be subject to all the debts and liabilities of the First Company in the same manner as if the Second Company had itself incurred them.

SECTION IV. Stock.

(a) The outstanding shares of capital stock of the First Company shall be cancelled and no shares of the Second Company shall be issued in exchange thereof.

(b) The outstanding shares of capital stock of the Second Company shall remain outstanding and not affected by the merger.

SECTION V. Certificate of Incorporation; Bylaws, Directors. (a) The Certificate of Incorporation of the Second Company as it exists on the Effective Date shall be the Certificate of Incorporation of the Second Company following the Effective Date.

(b) The By-laws of the Second Company as they exist on the Effective Date shall be the By-laws of the Second Company following the Effective Date.

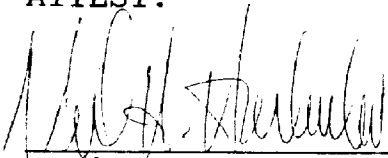
(c) The members of the Board of Directors of the Second Company immediately after the Effective Date shall be those persons who were the members of the Board of Directors of the Second Company immediately prior to the Effective Date.

SECTION VI. Certificate of Merger. A certificate of merger, substantially in the form of Exhibit A, shall be filed in Delaware and California.

IN WITNESS WHEREOF each of the corporate parties hereto, pursuant to authority duly granted by their respective Board of Directors, has caused this Agreement to be executed.

ATTEST:

ALTIUM


  
Assistant Secretary

  
Lee A. Murray, President

ATTEST:

ALTIUM, Inc.

  
Secretary

  
Lee A. Murray, President

**CERTIFICATE OF MERGER  
OF ALTIUM  
INTO  
ALTIUM, INC.**

(Under Section 252 of the General Corporation Law  
of the State of Delaware)

ALTIUM, Inc. hereby certifies that:

FIRST: The name of the undersigned corporations and the States  
under the laws of which they are respectively organized are:

- (a) ALTIUM, a California corporation; and
- (b) ALTIUM, Inc., a Delaware corporation.

SECOND: An Agreement of Merger has been approved, adopted,  
certified, executed and acknowledged by ALTIUM and by  
ALTIUM, Inc., in accordance with the provisions of  
subsection (c) of Section 252 of the General Corporation Law  
of the State of Delaware.

THIRD: The surviving corporation shall be ALTIUM, Inc., a  
Delaware corporation.

FOURTH: The Certificate of Incorporation of ALTIUM, Inc., a  
Delaware corporation which is surviving the merger, shall be  
the Certificate of Incorporation of the surviving  
corporation.

FIFTH: The executed Agreement of Merger is on file at the  
principal place of business of ALTIUM, Inc., at 1935 N.  
Buena Vista Street, Burbank, CA 91504 and shall be  
furnished on request and without cost to any stockholders of  
any constituent corporation.

SIXTH: The authorized capital stock of ALTIUM is 100,000  
shares of common stock, no par value per share.

SEVENTH: This Certificate of Merger shall be effective on  
December 31, 1993, and the merger shall be consummated on that  
date.

IN WITNESS WHEREOF, ALTIUM, Inc. has caused this  
certificate to be signed by Leo A. Murray, its President, and  
attested by James C. Rendeiro, its Secretary, on the 20th day of  
December 1993.


ALTIUM, Inc.

ATTEST:

BY:

  
Secretary

BY:

  
President