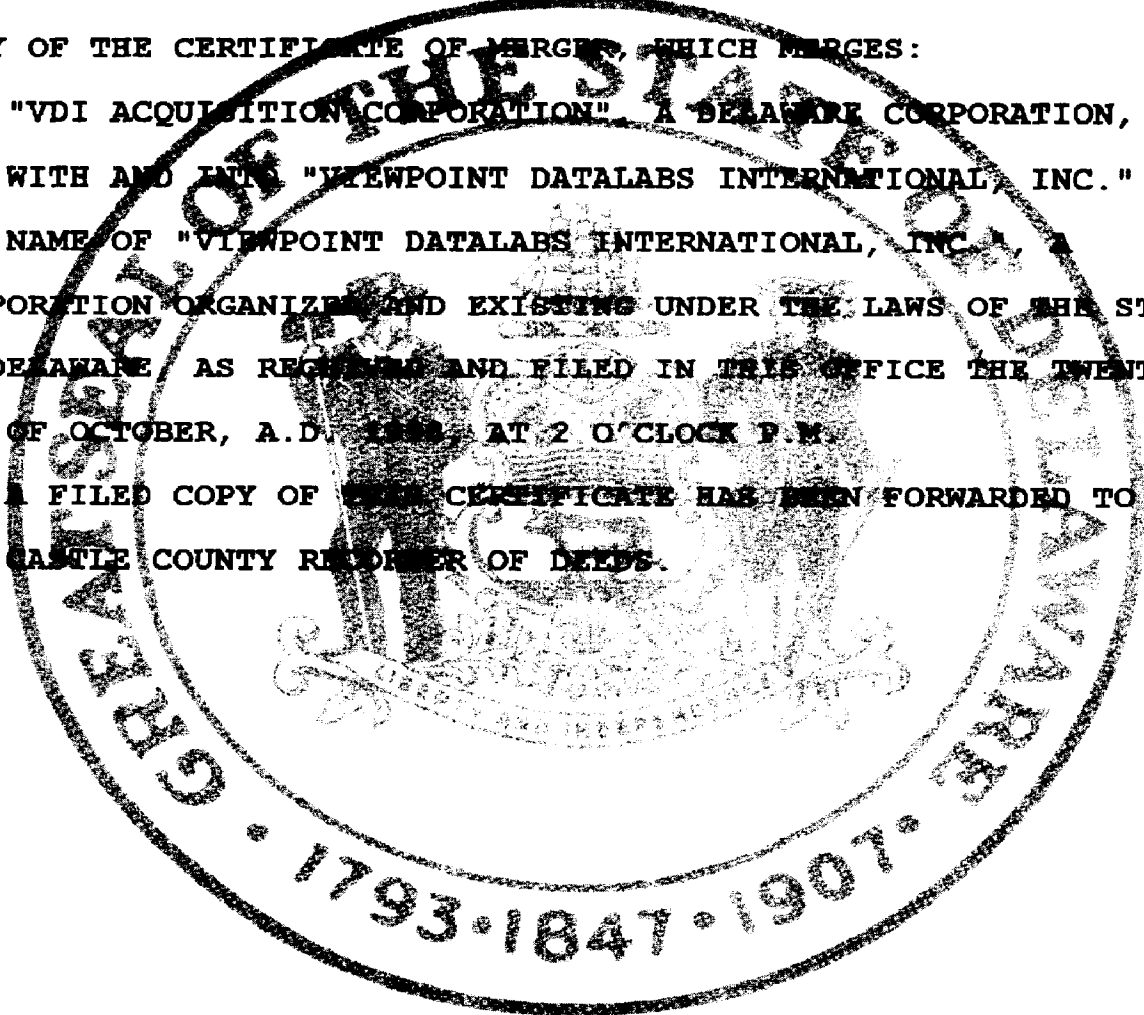


I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"VDI ACQUISITION CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "VIEWPOINT DATALABS INTERNATIONAL, INC." UNDER THE NAME OF "VIEWPOINT DATALABS INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE AS REGISTERED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF OCTOBER, A.D. 1998, AT 2 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9365295
DATE: 10-21-98
TRADEMARK
REEL: 1830 FRAME: 0224

CERTIFICATE OF MERGER
OF
VDI ACQUISITION CORPORATION
INTO
VIEWPOINT DATALABS INTERNATIONAL, INC.

*Pursuant to Section 251(c) of the General
Corporation Law of the State of Delaware*

Viewpoint DataLabs International, Inc., a Delaware corporation ("Viewpoint") does hereby certify to the following facts relating to the merger ("Merger") of VDI Acquisition Corporation, a Delaware corporation ("Merger Sub") and a wholly owned subsidiary of Computer Associates International, Inc., a Delaware corporation ("CA") with and into Viewpoint:

1. The names and states of incorporation of each of the constituent corporations are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
VDI Acquisition Corporation	Delaware
Viewpoint DataLabs International, Inc.	Delaware

2. An Agreement and Plan of Merger dated as of September 25, 1998 (the "Merger Agreement"), by and among Viewpoint, Merger Sub and CA has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation (the "Surviving Corporation") in the Merger herein certified is Viewpoint DataLabs International, Inc. which will continue its existence as the Surviving Corporation under its present name upon the effective date of the Merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Restated Certificate of Incorporation of Viewpoint is to be amended in its entirety by reason of the merger herein certified and shall read as follows:

"RESTATED CERTIFICATE OF INCORPORATION

OF

VIEWPOINT DATALABS INTERNATIONAL, INC.

FIRST: The name of the corporation is Viewpoint DataLabs International, Inc.

SECOND: The address of the corporation's registered office in this State is

1209 Orange Street
Wilmington, New Castle County, Delaware 19801

and the name of its registered agent at such address is

The Corporation Trust Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH: The corporation is authorized to issue one class of common stock. The total number of shares of common stock which the corporation shall have authority to issue shall be 1,000. Each share shall have a par value of \$.01.

FIFTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

SIXTH: No director shall have any personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. However, this provision does not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the General Corporation Law of Delaware or (d) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of Delaware is amended after the effective date of this Restated Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to

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the fullest extent permitted by the General Corporation Law of Delaware, as so amended. Any repeal or modification of this Section either (i) by the stockholders of this corporation or (ii) by an amendment to the General Corporation Law of Delaware (unless such statutory amendment specifically provides to the contrary) shall not adversely affect any right or protection, existing at the time of such repeal or modification with respect to any acts or omissions occurring either before or after such repeal or modification, of a person serving as a director at the time of such repeal or modification.

SEVENTH: The board of directors may adopt, amend or repeal the by-laws of the corporation.

EIGHTH: Elections of directors need not be by written ballot, unless so requested by a stockholder present and entitled to vote at the meeting."

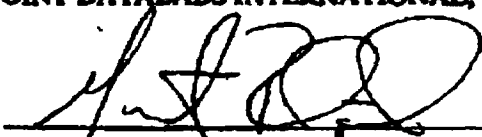
5. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is 625 South State Street, Orem, Utah, 84058.

6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. This Certificate of Merger shall become effective at the time of filing this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, each of the constituent corporations has caused this Certificate of Merger to be duly executed in its corporate name this 20th day of October, 1998.

VIEWPOINT DATALABS INTERNATIONAL, INC.

By: 
Its: President & CEO