



MRB 3-22-99

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

03-30-1999



03-22-1999

U.S. Patent & TMO/TM Mail Rcpt Dt. #47

Division of Patents and Trademarks: Please record the attached on

100997588

1. Name and address of recording party(ies):

Apptivity Corporation

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 recording party(ies):

Name: Apptivity Corporation

Internal Address: \_\_\_\_\_

Street Address: 14 Oak Park

City: Bedford State: MA ZIP: 01730

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Massachusetts  
 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

3. Nature of conveyance:

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

Execution Date: July 16, 1997

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

A. Trademark Application No.(s)  
75/232,276

B. Trademark registration No.(s)  
 None

Additional numbers attached?  Yes  No

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

Name: Charles E. Weinstein, Esq.

Internal Address: Foley Hoag & Eliot LLP

Street Address: One Post Office Square

City: Boston State: MA ZIP: 02109

6. Total number of applications and registrations involved: ..... 1

7. Total fee (37 CFR 3.41): ..... \$40  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
06-1446


(Attach duplicate copy of this page if paying by deposit account)

03/29/1999 JSHABAZZ 00000202 061446 75232276  
01 FC:481 40.00 CH

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.*

Charles E. Weinstein  
 Name of Person Signing

  
 Signature

March 18, 1999  
 Date

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

BT/HG  
EXHIBIT

FEDERAL IDENTIFICATION NO. Applied For  
Arbela Acquisition Corp. 62-58573  
FEDERAL IDENTIFICATION NO. 94-3243825  
Apptivity Corporation

# The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

081  
051  
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021

## ARTICLES OF ~~CONSOLIDATION~~ / \*MERGER (General Laws, Chapter 156B, Section 79)

~~Consolidation~~ / \*merger of

(A) Apptivity Corporation, Int Reg.  
a California corporation

and

(S) Arbela Acquisition Corp.,  
a Massachusetts corporation

the constituent corporations, into

(S) Arbela Acquisition Corp.,

~~one corporation~~ / \*one of the constituent corporations organized under the laws of: Massachusetts

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~consolidation~~ / \*merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The ~~resulting~~ / \*surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the ~~consolidation~~ / \*merger determined pursuant to the agreement of ~~consolidation~~ / \*merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing: N/A

3. (For a merger)

\*\*The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger: See Continuation Sheet 3-A

(For a consolidation)

(a) The purpose of the *resulting* corporation is to engage in the following business activities: N/A

C   
P   
M   
R.A.

\*Delete the inapplicable words.  
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

P.C.

*Arbela*

(For a consolidation)

(b) State the total number of shares and the par value, if any, of each class of stock which the resulting corporation is authorized to issue: N/A

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

\*\* (c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established. N/A

\*\* (d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are: N/A

\*\* (e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders: N/A

Item 4 below may be deleted if the resulting /surviving corporation is organized under the laws of a state other than Massachusetts.

4. The information contained in Item 4 is not a permanent part of the Articles of Organization of the ~~resulting~~ surviving corporation.

(a) The street address (post office boxes are not acceptable) of the ~~resulting~~ surviving corporation in Massachusetts is:  
c/o Progress Software Corporation, 14 Oak Park, Bedford, MA 01730

\*\* If there are no provisions state "None".

**ARBELA ACQUISITION CORP.**

**CONTINUATION SHEET 3-A**

*Article I of the Articles of Organization is hereby amended to read:*

*"The exact name of the corporation is Appivity Corporation."*

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(b) The name, residential address and post office address of each director and officer of the ~~"resulting"~~ / "surviving" corporation is:

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President: Joseph W. Alsop	16 Thissel Street Prides Crossing, MA 01965	
Treasurer: Joseph W. Alsop	same as above	
Clerk: Joseph W. Alsop	same as above	
Directors: Joseph W. Alsop	same as above	

(c) The fiscal year end (i.e. tax year) of the ~~"resulting"~~ / "surviving" corporation shall end on the last day of the month of November

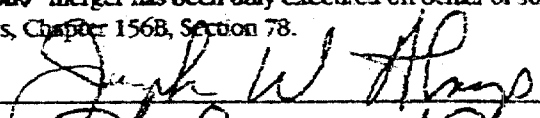
(d) The name and business address of the resident agent, if any, of the ~~"resulting"~~ / "surviving" corporation is:

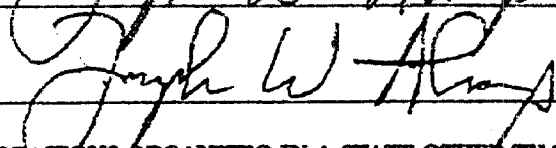
Item 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts.

5. The "resulting" / "surviving" corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the "resulting" / "surviving" corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181. N/A

**FOR MASSACHUSETTS CORPORATIONS**

The undersigned "President" / ~~"Vice President"~~ and "Clerk" / ~~"Assistant Clerk"~~ of Arbela Acquisition Corp., a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of ~~"consolidation"~~ / merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.


 \_\_\_\_\_, "President" / ~~"Vice President"~~

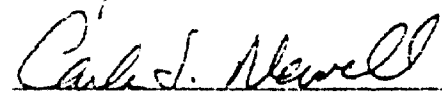
 \_\_\_\_\_, "Clerk" / ~~"Assistant Clerk"~~

**FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS**

The undersigned, † President and †† Secretary, of Apotivity Corporation, a corporation organized under the laws of California, further state under the penalties of perjury that the agreement of ~~"consolidation"~~ / merger has been duly adopted by such corporation in the manner required by the laws of California.

\*Delete the inapplicable words.  
†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.  
††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

†  \_\_\_\_\_

††  \_\_\_\_\_

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF \*CONSOLIDATION / \*MERGER  
(General Laws, Chapter 156B, Section 79)

I hereby approve the within Articles of \*Consolidation / \*Merger and  
the filing fee in the amount of \$ 250 -, having been paid,  
said articles are deemed to have been filed with me this 16<sup>th</sup>  
day of July, 19 97.

Effective date \_\_\_\_\_

*William Francis Galvin*

WILLIAM FRANCIS GALVIN  
Secretary of the Commonwealth

A TRUE COPY ATTEST  
*William Francis Galvin*  
WILLIAM FRANCIS GALVIN  
SECRETARY OF THE COMMONWEALTH  
DATE 2-3-97 CLERK Wuu

TO BE FILLED IN BY CORPORATION  
Photocopy of document to be sent to:

\_\_\_\_\_  
Robert L. Birnbaum  
\_\_\_\_\_  
c/o Foley, Hoag & Eliot LLP  
\_\_\_\_\_  
One P.O. Square  
\_\_\_\_\_  
Boston, MA 02109  
\_\_\_\_\_  
Telephone: (617) 832-1000