

04-01-1999

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



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RECORDATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership

- Corporation Association

Other

- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 125.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 1876 FRAME: 0419

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

<input type="text"/>	<input type="text"/>	<input type="text" value="75/072403"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

<input type="text" value="1898725"/>	<input type="text" value="1779562"/>	<input type="text" value="1876114"/>
<input type="text" value="1557788"/>	<input type="text" value="1759633"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Ginabeth B. Hutchison

Name of Person Signing

Signature

3/22/99

Date Signed

State of Delaware
Office of the Secretary of State

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:

"XCELLENET, INC.", A GEORGIA CORPORATION,

WITH AND INTO "STERLING COMMERCE (SOUTHERN), INC." UNDER THE NAME OF "STERLING COMMERCE (SOUTHERN), INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF JULY, A.D. 1998, AT 8:20 O'CLOCK A.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

9206767

AUTHENTICATION:

07-21-98

DATE:

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TRADEMARK

REEL: 1876 FRAME: 0421

**CERTIFICATE OF MERGER OF
XCELLENET, INC.**
a Georgia corporation,
WITH AND INTO
STERLING COMMERCE (SOUTHERN), INC.
a Delaware corporation

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

Pursuant to the provisions of Section 252 of the General Corporation Law of the State of Delaware (the "DGCL") the undersigned corporation files this Certificate of Merger. Sterling Commerce (Southern), Inc., a Delaware corporation, does hereby certify:

1. The name and state of incorporation of each of the constituent corporations participating in the merger are:

(a) XcelleNet, Inc., which is incorporated under the laws of the State of Georgia; and

(b) Sterling Commerce (Southern), Inc., which is incorporated under the laws of the State of Delaware.

2. The Agreement and Plan of Merger, dated as of April 16, 1998 (the "Merger Agreement"), among Sterling Commerce, Inc., Sterling Commerce (Southern), Inc. and XcelleNet, Inc. has been approved, adopted, certified, executed and acknowledged by each of XcelleNet, Inc. and Sterling Commerce (Southern), Inc. in accordance with subsection (c) of Section 252 of the DGCL.

3. The name of the surviving corporation is Sterling Commerce (Southern), Inc.

4. The Certificate of Incorporation of Sterling Commerce (Southern), Inc. shall be the certificate of incorporation of the surviving corporation.

5. The executed Merger Agreement is on file at the principal place of business of the surviving corporation, the address of which is as follows: 300 Crescent Court, Suite 1200, Dallas, Texas 75201. The Merger Agreement has been adopted, approved, certified, executed and acknowledged by each constituent corporation in accordance with subsection (c) of Section 252 of the DGCL.

6. A copy of the Merger Agreement will be furnished by Sterling Commerce (Southern), Inc., on request and without cost, to any stockholder of XcelleNet, Inc. or Sterling Commerce (Southern), Inc.

7. The authorized capital stock of XcelleNet, Inc. is 30,000,000 shares of common stock, par value \$.01 per share, and 10,000,000 shares of preferred stock, par value \$.01 per share.

IN WITNESS WHEREOF, Sterling Commerce (Southern), Inc. has caused this Certificate of Merger to be signed by a duly authorized officer thereof as of this 21st day of July, 1998.

STERLING COMMERCE (SOUTHERN), INC.

By: 

Albert K. Hoover,
Vice President, Secretary and
Assistant Treasurer

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 982020039
CONTROL NUMBER: 8612888
EFFECTIVE DATE: 07/21/1998
REFERENCE : 0045
PRINT DATE : 07/21/998
FORM NUMBER : 411

JAN EZELL
ALSTON & BIRD
1201 WEST PEACHTREE ST.
ATLANTA, GA 30309-3424

CERTIFICATE OF MERGER

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:
STERLING COMMERCE (SOUTHERN), INC.
a Delaware corporation

Nonsurviving Entity/Entities:
XCELLENET, INC.
a Georgia corporation



Lewis A. Massey

Lewis A. Massey
Secretary of State

TRADEMARK

REEL: 1876 FRAME: 0424

CERTIFICATE OF MERGER OF
XCELLENET, INC.
a Georgia corporation,
WITH AND INTO
STERLING COMMERCE (SOUTHERN), INC.
a Delaware corporation

Pursuant to the provisions of Section 14-2-1105(b) of the Georgia Business Corporation Code (the "Code"), the undersigned corporation files this Certificate of Merger.

1. The names and states of incorporation of the corporations merging and the name of the surviving corporation of the merger (the "Merger") are as follows:

(a) The merging corporations are XcelleNet, Inc., a Georgia corporation, and Sterling Commerce (Southern), Inc., a Delaware corporation and a wholly owned subsidiary of Sterling Commerce, Inc., a Delaware corporation.

(b) Sterling Commerce (Southern), Inc. shall be the surviving corporation in the Merger.

2. All provisions of the Certificate of Incorporation of Sterling Commerce (Southern), Inc. shall remain in full force and effect.

3. An executed Agreement and Plan of Merger (the "Merger Agreement"), which sets forth the plan of Merger, is on file at the principal place of business of Sterling Commerce (Southern), Inc., which is 300 Crescent Court, Suite 1200, Dallas, Texas 75201.

4. A copy of the Merger Agreement will be furnished by Sterling Commerce (Southern), Inc. upon request and without cost to any shareholder of any corporation that is a party to the Merger.


5. The Merger has been duly approved by the shareholders of XcelleNet, Inc. and the sole stockholder of Sterling Commerce (Southern), Inc.

6. The undersigned hereby undertakes to deliver the request for publication of a notice of filing of this Certificate of Merger, together with payment therefor, as required by Section 14-2-1105.1(b) of the Code.

IN WITNESS WHEREOF, Sterling Commerce (Southern), Inc. has caused this Certificate of Merger to be signed by a duly authorized officer thereof as of this 21st day of July, 1998.

STERLING COMMERCE (SOUTHERN), INC.

By: _____


Albert K. Hoover,
Vice President, Secretary and
Assistant Treasurer

SECRETARY OF STATE
JUL 21 8 22 AM '98

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