

04-08-1999



101005287

Re *MRD*
3-29-99

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

3-29-99

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
Effective Date
Month Day Year
- Merger
- 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/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership

- Corporation Association

Other

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.)

Citizenship/State of Incorporation/Organization

04/07/1999 DNGUYEN 00000300 1707832

FOR OFFICE USE ONLY

81 FC:481
08 FC:998

40.00 DP
10.00 DP

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:

TRADEMARK
REEL: 1879 FRAME: 0807

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)

Registration Number(s)

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

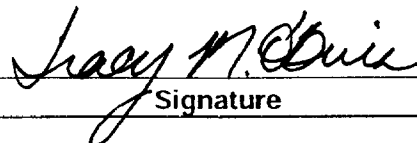
No

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.

Tracy M. O'Brien

Name of Person Signing



Signature



Date Signed

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Merger Agreement"), is entered into as of May 13, 1991, between QUARTERDECK OFFICE SYSTEMS, a California corporation ("Quarterdeck California"), and QUARTERDECK OFFICE SYSTEMS, INC., a Delaware corporation ("Quarterdeck Delaware"). Quarterdeck California and Quarterdeck Delaware are sometimes referred to herein as the "Constituent Corporations."

The authorized capital stock of Quarterdeck California consists of 25,000,000 shares of Common Stock, without par value. The authorized capital stock of Quarterdeck Delaware consists of 30,000,000 shares of Common Stock, \$.001 par value, and 2,000,000 shares of Preferred Stock, \$.001 par value.

The directors of the Constituent Corporations deem it advisable and to the advantage of these corporations that Quarterdeck California merge into Quarterdeck Delaware upon the terms and conditions contained herein.

NOW, THEREFORE, the parties hereby adopt the plan of merger encompassed by this Merger Agreement and hereby agree that Quarterdeck California shall merge into Quarterdeck Delaware as herein provided.

SECTION 1

TERMS AND CONDITIONS

1.1 Merger. Subject to compliance with all applicable laws and to the terms and conditions of this Merger Agreement, Quarterdeck California shall be merged with and into Quarterdeck Delaware, and Quarterdeck Delaware shall be the surviving corporation (the "Surviving Corporation"), effective as of the date when this Merger Agreement is filed with the Secretary of State of the State of Delaware (the "Effective Date") provided such Merger Agreement is also filed with the Secretary of State of the State of California as required by Section 1108(d) of the California Corporations Code.

1.2 Succession. On the Effective Date, Quarterdeck Delaware shall succeed to all of the rights, privileges, powers and property, including, without limitation, all rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description, of Quarterdeck California, in the manner of and as more fully set forth in Section 259(a) of the General Corporation Law of the State of Delaware.

1.3 Stock of Quarterdeck California and Quarterdeck Delaware. Upon the Effective Date, by virtue of the merger and without any further action on the part of the Constituent Corporations or their shareholders, (i) each share of Common Stock of Quarterdeck California, without par value, issued and outstanding immediately prior to the Effective Date shall be changed and converted into and become one fully paid and non-assessable share of the Common Stock of Quarterdeck Delaware, \$.001 par value; and (ii) each share of Common Stock of Quarterdeck Delaware, \$.001 par value, issued and outstanding immediately prior to the Effective Date, shall be cancelled and returned to the status of authorized but unissued shares, without the payment of any consideration therefor.

1.4 Stock Certificates. On and after the Effective Date, all of the outstanding certificates that prior to that time represented shares of the Common Stock of Quarterdeck California shall be deemed for all purposes to evidence ownership of and to represent the shares of Quarterdeck Delaware into which the shares of Quarterdeck California represented by such certificates have been converted as herein provided and shall be so registered on the books and records of Quarterdeck Delaware or its transfer agents. The registered owner of any such outstanding stock certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to Quarterdeck Delaware or its transfer agent, have and be entitled to exercise any voting and other rights with respect to and to receive any dividend and other distributions upon the shares of Quarterdeck Delaware evidenced by such outstanding certificate as provided above.

1.5 Employee Plans and Convertible Securities. On the Effective Date, Quarterdeck Delaware will assume and continue all employee benefit and stock plans of Quarterdeck California, and the outstanding and unexercised or unconverted portions of all options, warrants or rights to purchase Common Stock of Quarterdeck California (including rights of conversion under outstanding convertible securities of Quarterdeck California) shall, upon the Effective Date, become options, warrants or rights for the same number of shares of Common Stock of Quarterdeck Delaware, with no other changes in the terms and conditions of such options, warrants or rights.

SECTION 2

CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Certificate of Incorporation and Bylaws. The Certificate of Incorporation and Bylaws of Quarterdeck Delaware as in effect immediately prior to the Effective Date shall remain the Certificate of Incorporation and Bylaws of Quarterdeck Delaware after the Effective Date.

2.2 Directors and Officers. The directors and officers of Quarterdeck Delaware immediately prior to the Effective Date shall remain the directors and officers of Quarterdeck Delaware after the Effective Date.

SECTION 3

MISCELLANEOUS

3.1 Further Assurances. From time to time, and when required by Quarterdeck Delaware or by its successors and assigns, there shall be executed and delivered on behalf of Quarterdeck California such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate and necessary in order to vest or perfect, or to conform of record or otherwise, in Quarterdeck Delaware the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Quarterdeck California and otherwise to carry out the purposes of this Merger Agreement, and the officers and directors of Quarterdeck Delaware are fully authorized in the name and on behalf of Quarterdeck California or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

3.2 Amendment. At any time before or after approval by the shareholders of Quarterdeck California, this Merger Agreement may be amended in any manner as may be determined in the judgment of the respective Boards of Directors of Quarterdeck Delaware and Quarterdeck California to be necessary, desirable or expedient in order to clarify the intention of the parties hereto or to effect or facilitate the purpose and intent of this Merger Agreement.

3.3 Abandonment. At any time before the Effective Date, this Merger Agreement may be terminated and the merger may be abandoned by the Board of Directors of Quarterdeck California, notwithstanding the approval of this Merger Agreement by the

shareholders of Quarterdeck California, or the consummation of the merger may be deferred for a reasonable period if, in either case, in the opinion of the Board of Directors of Quarterdeck California, such action would be in the best interests of such corporation, including, without limitation, the failure by the Constituent Corporations to obtain (i) any and all consents or approvals from any governmental agency having jurisdiction and other third parties that are required for the lawful consummation of the merger and (ii) the approval by the requisite vote of the shareholders of Quarterdeck California in accordance with California law.

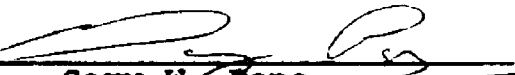
3.4 Governing Law. This Merger Agreement shall be governed by and construed in accordance with the internal laws of the State of Delaware.

IN WITNESS WHEREOF, this Merger Agreement, having first been duly approved by the Boards of Directors of Quarterdeck California and Quarterdeck Delaware, is hereby executed on behalf of each said corporation and attested by their respective officers thereunto duly authorized.

QUARTERDECK OFFICE SYSTEMS,
a California corporation

By 
Therese E. Myers, President


ATTEST:


Gary W. Pope
Executive Vice President
- Development and Secretary

QUARTERDECK OFFICE SYSTEMS, Inc.,
a Delaware corporation

By 
Therese E. Myers, President

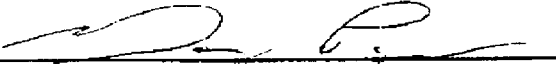
ATTEST:


Gary W. Pope
Executive Vice President
- Development and Secretary

CERTIFICATE OF SECRETARY
OF QUARTERDECK OFFICE SYSTEMS

I, Gary W. Pope, Secretary of Quarterdeck Office Systems, a California corporation ("Quarterdeck"), do hereby certify as such Secretary, in accordance with the General Corporation Laws of the States of California and Delaware, that a form of the Agreement and Plan of Merger (the "Agreement") to which this Certificate is attached was duly submitted to the shareholders of Quarterdeck, and that said Agreement was duly approved by holders of all of the outstanding shares of Common Stock and Preferred Stock of Quarterdeck pursuant to an action by written consent, and that thereby said Agreement was duly adopted as the act of the shareholders of Quarterdeck and as the agreement and act of Quarterdeck.

IN WITNESS WHEREOF, I have executed this Certificate this 3rd day of June, 1991.



Gary W. Pope, Secretary

CERTIFICATE OF SECRETARY
OF QUARTERDECK OFFICE SYSTEMS, INC.

I, Gary W. Pope, Secretary of Quarterdeck Office Systems, Inc., a Delaware corporation ("Quarterdeck Delaware"), do hereby certify as such Secretary, in accordance with the General Corporations Laws of the States of Delaware and California, that a form of the Agreement and Plan of Merger (the "Agreement") to which this Certificate is attached was adopted pursuant to Section 251(f) of the Delaware General Corporation Law and that, prior to the adoption by Quarterdeck Delaware's Board of Directors of the resolutions approving the Agreement, there were no shares of Quarterdeck Delaware stock issued.

IN WITNESS WHEREOF, I have executed this Certificate this 3rd day of June, 1991.



Gary W. Pope, Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

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 AMENDMENT OF "QUARTERDECK OFFICE SYSTEMS, INC.", CHANGING ITS NAME FROM "QUARTERDECK OFFICE SYSTEMS, INC." TO "QUARTERDECK CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 1995, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

7514175

DATE:

05-23-95

TRADEMARK

REEL: 1879 FRAME: 0816

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**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF
QUARTERDECK OFFICE SYSTEMS, INC.**

QUARTERDECK OFFICE SYSTEMS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of QUARTERDECK OFFICE SYSTEMS, INC., resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling for consent of the stockholders at a meeting of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Board of Directors proposes that the Company's Certificate of Incorporation be amended by changing Article I thereof so that, as amended, said Article shall be and read as follows:

"The name of the Corporation is
QUARTERDECK CORPORATION."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, the stockholders of said corporation considered and adopted said resolution to amend Article I at a duly constituted meeting thereof, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242(b) of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said QUARTERDECK OFFICE SYSTEMS, INC. has caused this certificate to be signed by Gaston Bastiaens its President and Stephen W. Tropp, its Secretary, this 22nd day of February, 1995.

By: 
Gaston Bastiaens, President

Attest: 
Stephen W. Tropp, Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER OF "QUARTERDECK OFFICE SYSTEMS, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF JUNE, A.D. 1991, AT 9 O'CLOCK A.M.



William T. Quillen

William T. Quillen, Secretary of State

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RECORDED: 03/29/1999

AUTHENTICATION: 7121781

DATE: 05-17-94

TRADEMARK

REEL: 1879 FRAME: 0818