

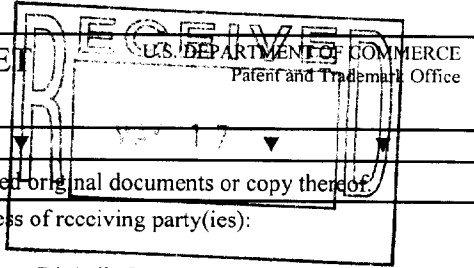
MKD 5-17-99

05-25-1999

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp.



FORM COVER SHEET
MARKS ONLY



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Tab settings =>=>=>

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

1. Name of conveying party (ies):
Digitalk, Inc.

- 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: ParcPlace-Digitalk, Inc.
 Internal Address: _____
 Street Address: 16811 Hale Avenue
 City: Irvine State: CA ZIP: 92707

- Individual(s) citizenship: _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignment 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) and addresses attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: March 20, 1997

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

(1,773,502)

Additional numbers attached? Yes No

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

Name: Harold J. Milstein
 Internal Address: _____

 Street Address: Wilson Sonsini Goodrich & Rosati, 650 Page Mill Road
 City: Palo Alto State: CA ZIP: 94304-1050

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$40.00

- Enclosed
- Authorized to be charged to deposit account

If fee insufficient, please charge:

8. Deposit account number:
23-2415 ATTN: 14078-900

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

05/21/1999 MTHA11 00000003 1773502
01 FC:481 40.00 OP

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.

Harold J. Milstein
Name of Person Signing

Harold J. Milstein
Signature

May 13, 1999
Date

Total number of pages including cover sheet, attachments, and document: 4

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

TRADEMARK
REEL: 001900 FRAME: 0664

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 OWNERSHIP, WHICH MERGES:

"DIGITALK, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "PARCPLACE-DIGITALK, INC." UNDER THE NAME OF "PARCPLACE-DIGITALK, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF MARCH, A.D. 1997, AT 5 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2363666 8100M

991179406

AUTHENTICATION: 9727808

DATE: 05-06-99

TRADEMARK
REEL: 001900 FRAME: 0665

**CERTIFICATE OF OWNERSHIP
AND MERGER OF FOREIGN SUBSIDIARY
INTO DOMESTIC PARENT**

**CERTIFICATE OF OWNERSHIP
MERGING
DIGITALK, INC.
INTO
PARCPLACE-DIGITALK, INC.**

**(PURSUANT TO SECTION 253 OF THE GENERAL
CORPORATION LAW OF DELAWARE)**

ParcPlace-DigitalK, Inc., a Delaware corporation ("ParcPlace"), incorporated on December 14, 1993 pursuant to the provisions of the General Corporation Law of the State of Delaware does hereby certify that ParcPlace owns all the capital stock of DigitalK, Inc., a California corporation ("DigitalK"), and that ParcPlace, by a resolution of its board of directors duly adopted on March 20, 1997, attached hereto as Exhibit A, merged DigitalK into itself.

IN WITNESS WHEREOF, ParcPlace has caused this certificate to be signed by its authorized officer on March 20, 1997.

Name: William P. Lyons

By: 

Title: President & CEO

EXHIBIT A

WHEREAS, this corporation lawfully owns all the outstanding stock of Polymorphic Software, Inc., a California corporation ("Polymorphic"), and

WHEREAS, this corporation desires to merge into itself Polymorphic and to be possessed of all the estate, property, rights, privileges and franchises of Polymorphic, and

WHEREAS, this corporation lawfully owns all the outstanding stock of Digitalk, Inc., a California corporation ("Digitalk"), and

WHEREAS, this corporation desires to merge into itself Digitalk and to be possessed of all the estate, property, rights, privileges and franchises of Digitalk;

NOW, THEREFORE, be it:

RESOLVED: that this corporation merge Polymorphic into itself and this corporation assumes all of Polymorphic's liabilities and obligations, and

RESOLVED FURTHER: that the officers of this corporation are directed to execute, a certificate of ownership setting forth a copy of the resolution to merge Polymorphic and assume its liabilities and obligations, and the date of adoption thereof, and to file the certificate in the office of the Secretary of the State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County; and

RESOLVED FURTHER: that the officers of this corporation are authorized and directed to do all acts which may be necessary or proper to effect the merger of Polymorphic into this corporation, and

RESOLVED FURTHER: that this corporation merge Digitalk into itself and this corporation assumes all of Digitalk's liabilities and obligations, and

RESOLVED FURTHER: that the officers of this corporation are directed to execute, a certificate of ownership setting forth a copy of the resolution to merge Digitalk and assume its liabilities and obligations, and the date of adoption thereof, and to file the certificate in the office of the Secretary of the State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County; and

RESOLVED FURTHER: that the officers of this corporation are authorized and directed to do all acts which may be necessary or proper to effect the merger of Digitalk into this corporation.