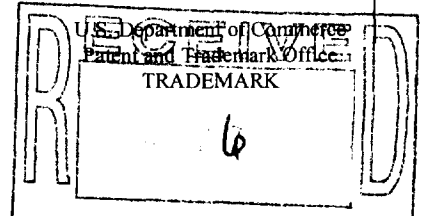


07-29-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

7.26.99

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

Name
Formerly

Execution Date
Month Day Year

- 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)

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.)

FOR OFFICE USE ONLY

07/29/1999 DNGUYEN 00000095 1893552

01 FC:481 40.00 DP
02 FC:482 25.00 DP

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

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TRADEMARK
REEL: 001935 FRAME: 0405

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

650-494-0600

Name

Linda G. Henry, Esq.

Address (line 1)

Fenwick & West LLP

Address (line 2)

Two Palo Alto Square, Suite 800

Address (line 3)

Palo Alto, CA 94306

Address (line 4)

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

#

9

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).

Trade Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

1,893,552	<input type="text"/>	<input type="text"/>
1,803,667	<input type="text"/>	<input type="text"/>
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Number of Properties Enter the total number of properties involved.

#

2

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

65.00

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:

#

50-0261

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.

Linda G. Henry, Esq.

Name of Person Signing

Linda G. Henry

Signature

July 26, 1999

Date Signed

STATE OF NORTH CAROLINA



Department of The
Secretary of State

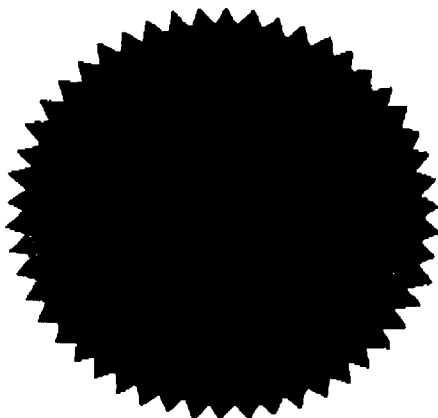
To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

**ARTICLES OF MERGER
OF
BURL SOFTWARE LABORATORIES, INC.
INTO
MICRO FOCUS INCORPORATED**

the original of which was filed in this office on the 26th day of January, 1999.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 26th day of January, 1999.



Elaine F. Marshall

Secretary of State

990269086

State of North Carolina
Department of the Secretary of State

C. 0311618
FILED
2:01 PM
JAN 26 1999

ARTICLES OF MERGER
FOREIGN AND DOMESTIC BUSINESS CORPORATION

EFFECTIVE 11:55 AM 1-29-99
ELAINE E. MARSHALL
SECRETARY OF STATE
NORTH CAROLINA

Pursuant to Sections 55-11-05 and 55-11-07 of the General Statutes of North Carolina, the undersigned corporation does hereby submit the following Articles of Merger as the surviving corporation in a merger between a domestic business corporation and one or more foreign business corporations.

- The name of the surviving corporation is Micro Focus Incorporated, a corporation organized under the laws of California, the name of the merged corporation is Burl Software Laboratories, Inc., a corporation organized under the laws of North Carolina.
- Attached is a copy of the Plan of Merger that was duly approved in the manner prescribed by law by each of the corporations participating in the merger.
- With respect to the surviving corporation (check either a or b, as applicable):
a. Shareholder approval was not required for the merger.
b. Shareholder approval was required for the merger and the plan of merger was approved by the shareholders as required by Chapter 55 of the North Carolina General Statutes.
- With respect to the merged corporation (check either a or b, as applicable):
a. Shareholder approval was not required for the merger.
b. Shareholder approval was required for the merger, and the plan of merger was approved by the shareholders as required by Chapter 55 of the North Carolina General Statutes.
- The merger is permitted by the law of the state or country of incorporation or organization of each foreign entity which is a party.
- Each foreign entity which is a party has complied or shall comply with the applicable laws of its state or country of incorporation or organization.
- These articles will be effective upon filing, unless a delayed date and/or time is specified: January 29, 1999

This is the 25th day of JANUARY, 1999.

Micro Focus Incorporated
Name of Corporation
Fritz K. Koehler
Signature
Fritz K. Koehler, Vice President & Secretary
Type or Print Name and Title

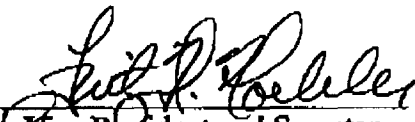
Notes:

- Filing fee is \$50. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.
- Certificate(s) of Merger must be registered pursuant to the requirements of N.C.G.S. Section 47-18.1

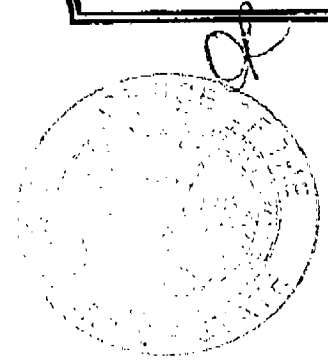
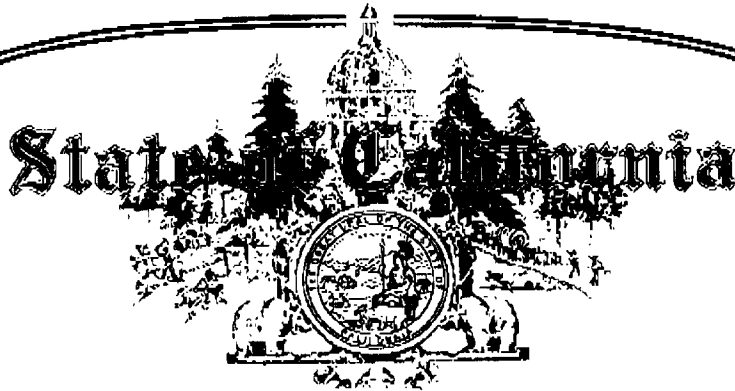
PLAN OF MERGER

1. **Micro Focus Incorporated, which is a business corporation of the State of California and is the parent corporation and the owner of all of the outstanding shares of Burl Software Laboratories, Inc., which is a business corporation of the State of North Carolina and the wholly owned subsidiary corporation, shall merge Burl Laboratories, Inc. into Micro Focus Incorporated pursuant to the provisions of the North Carolina Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Micro Focus Incorporated.**
2. **The separate existence of Burl Software Laboratories, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the North Carolina Business Corporation Act, and Micro Focus Incorporated shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.**
3. **The issued shares of Burl Software Laboratories, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.**
4. **The Board of Directors and the proper officers of Micro Focus Incorporated are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.**

Micro Focus Incorporated

By: 
Title: Vice President and Secretary

0520192



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

1999 - 2 - 19



Bill Jones

Secretary of State

A0520192

CERTIFICATE OF OWNERSHIP
OF
BURL SOFTWARE LABORATORIES, INC.
INTO
MICRO FOCUS INCORPORATED

ENDORSED FILED
 In the office of the Secretary of State
 of the State of California

JAN 29 1999

BILL JONES, Secretary of State

Pursuant to the provisions of the General Corporation Law of the State of California, the undersigned officers of the domestic parent corporation hereinafter named do hereby certify as follows:

1. The name of the parent corporation, which is a business corporation of the State of California, and which is to be the surviving corporation under the merger herein certified, is Micro Focus Incorporated.
2. The name of the subsidiary corporation, which is a business corporation of the State of North Carolina, and which is to be the disappearing corporation under the merger herein certified, is Burl Software Laboratories, Inc.
3. Micro Focus Incorporated owns 100% of the outstanding shares of Burl Software Laboratories, Inc.
4. The following is a copy of the resolutions to merge Burl Software Laboratories, Inc. into Micro Focus Incorporated as adopted and approved by the Board of Directors of Micro Focus Incorporated:

"RESOLVED, Micro Focus Incorporated, which is a business corporation of the State of California and is the owner of all of the outstanding shares of Burl Software Laboratories, Inc., which is a business corporation of the State of North Carolina, shall merge Burl Software Laboratories, Inc. into Micro Focus Incorporated pursuant to the provisions of the General Statutes of North Carolina and pursuant to the provisions of the General Corporation Law of the State of California and shall upon the merger assume all of the liabilities of Burl Software Laboratories, Inc.;

RESOLVED FURTHER, that Burl Software Laboratories, Inc. shall be the disappearing corporation upon the effective date of the merger herein provided for pursuant to the provisions of the General Statutes

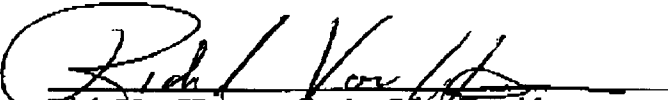
of North Carolina and Micro Focus Incorporated shall continue its existence as the surviving corporation pursuant to the provisions of the General Corporation Law of the State of California;


RESOLVED FURTHER, that the issued shares of Burl Software Laboratories, Inc. shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, inasmuch as Micro Focus Incorporated is the owner of all outstanding shares of Burl Software Laboratories, Inc., but each said share which is issued as of the complete effective date of the merger shall be surrendered and extinguished; and

RESOLVED FURTHER, that the Board of Directors and the proper officers of Micro Focus Incorporated are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of the merger herein provided for."

On the date set forth below, in the City of Mountain View in the State of California, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

Signed on January 29, 1999.


Rick Van Hoesen, Senior Vice President
Micro Focus Incorporated


Fritz Koehler, Secretary
Micro Focus Incorporated

