



101104373

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

1. Name of conveying party(ies):

SAGENT PROFESSIONAL SERVICES, INC.

7-26-99

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State Delaware  
 Other \_\_\_\_\_

Additional names(s) of conveying party(ies)       Yes  No

2. Name and address of receiving party(ies):

Name: SAGENT TECHNOLOGY, INC.

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

Street Address: 4751 Best Road

City: Atlanta                      State: GA      ZIP: 30337

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

If assignee is not domiciled in the United States, a domestic designation is                       Yes       N  
(Designations must be a separate document from  
Additional name(s) & address(es)                       Yes       N

3. Nature of conveyance:

Assignment                       Merger  
 Security Agreement               Change of Name  
 Other MERGER

Execution Date: September 30, 1998

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

A. Trademark Application No.(s)

Additional numbers

B. Trademark Registration No.(s)

2,175,293

Yes  No

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

Name: H. Le Giap

Internal Address: MORRIS, MANNING & MARTIN

Street Address: 1600 Atlanta Financial Center  
3343 Peachtree Road, NE

City: Atlanta                      State: GA      ZIP: 30326

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

8. Deposit account number:

07-26-1999  
U.S. Patent & TMO/TM Mail Rcpt Dt. #70

07/29/1999 RTMAIL 00000305 2175293  
01 FC:481                      40.00 GP

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.

H. Le Giap                                            7/26/99

Name of Person Signing                      Signature                      Date

*State of Delaware*  
**Office of the Secretary of State** PAGE 1

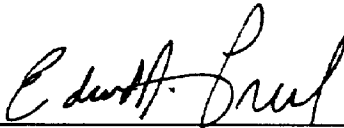
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"SAGENT PROFESSIONAL SERVICES, INC.", A DELAWARE CORPORATION,

WITH AND INTO "SAGENT TECHNOLOGY, INC." UNDER THE NAME OF "SAGENT TECHNOLOGY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF SEPTEMBER, A.D. 1998, AT 3 O'CLOCK P.M.



  
\_\_\_\_\_  
*Edward J. Freel, Secretary of State*

2858005 8100M

991204071

AUTHENTICATION:

9760507

DATE:

05-21-99

TRADEMARK  
REEL: 001936 FRAME: 0692

## **CERTIFICATE OF OWNERSHIP AND MERGER**

### **MERGING**

**SAGENT PROFESSIONAL SERVICES, INC.**  
(a Delaware corporation)

### **WITH AND INTO**

**SAGENT TECHNOLOGY, INC.**  
(a Delaware corporation)

**(Pursuant to Section 253 of the General Corporation Law of Delaware)**

Sagent Technology, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Company") does hereby certify as follows:

1. that the Company owns all the capital stock of Sagent Professional Services, Inc., a Delaware corporation (the "Subsidiary"); and
2. that the Company determined to and did merge the Subsidiary into itself, effective as of 2:00 p.m., E.S.T. on September 30, 1998, by the following resolutions of its Board of Directors, duly adopted on September 24, 1998 at a meeting of the Board of Directors:

**WHEREAS** the Company lawfully owns all the capital stock of Sagent Professional Services, Inc., a Delaware corporation (the "Subsidiary"); and

**WHEREAS** the Company desires to merge the Subsidiary into itself and to acquire all of the assets and assume all of the liabilities of the Subsidiary.

**NOW, THEREFORE, BE IT RESOLVED:** that, effective as of 2:00 p.m. on September 30, 1998, the Company shall merge the Subsidiary into itself and acquire all of its assets and assume all of its liabilities and obligations; and

**RESOLVED FURTHER:** that the President and the Secretary of the Company are hereby authorized and directed to make, execute, and acknowledge a certificate of ownership and merger setting forth (i) a copy of these resolutions to merge the Subsidiary into the Company and assume its liabilities and obligations, and (ii) the date of adoption of such resolutions, and to file such certificate of ownership and merger in the office of the Delaware Secretary of State, a certified copy thereof in the office of the Recorder of Deeds of New Castle County and a counterpart original certificate of ownership and merger in the office of the California Secretary of State; and

**RESOLVED FURTHER:** that the officers of the Company are hereby authorized and directed to do all acts and things whatsoever, whether within or without Delaware, which they may deem necessary or appropriate to effect such merger.

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Under penalty of perjury, this signature constitutes the acknowledgment that this instrument is the act and deed of the Company, and that the facts stated herein are true.

BY: *A. Eugene Haller*

ATTEST:

*A. Schneider*  
Art Schneiderman, Secretary

ODMA\MHODMA\PAL\82:958270:1