

11-04-1999

COMMERCE
mark Office



101191811

TRADEMARKS

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

1. Name of conveying party(ies):

Cayenne Software, Inc.

 Individual(s) Association

 General Partnership Limited Partnership

X Corporation - Massachusetts

 Other

Add'l name(s) of conveying party(ies) attached? Yes X No



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

Name: Sterling Software (Southern), Inc.

Internal Address:

Street Address: 300 Crescent Court, Ste 1200

City: State: Dallas, TX ZIP: 75201

 Individual(s) citizenship

 Association

 Limited Partnership

X Corporation - State Georgia

 Other:

3. Nature of conveyance:

 Assignment X Merger

 Security Agreement Change of Name

 Other

Execution Date: October 26, 1998

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes X No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes X No

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

A. Trademark Application No.(s)

Additional numbers attached? Yes X No

B. Trademark Registration No.(s)

1,717,776; 1,565,688; 1,594,979; 1,512,476; 1,471,299;

1,439,851; 1,430,085; 1,421,784; 1,381,149; 1,706,376;

1,564,221; 1,701,513; 2,098,071; 1,654,800; 1,682,738;

1,565,687; 1,682,777; and 1,710,715

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

Name: Thomas M. Coester, Esq.

Internal Address:

BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN

Street Address: 12400 Wilshire Boulevard

Seventh Floor

City: Los Angeles State: CA ZIP: 90025

6. Total number of applications and registrations involved: 18

7. Total fee (37 CFR 3.41)\$ 720.00

X Enclosed

X Deficiency of fees authorized to be charged to deposit account

8. Deposit account number:

02-2666

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.

Thomas M. Coester, Esq. Thomas Coester 7/21/99

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 7

07/26/1999 DNGUYEN 00000302 1717776

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

07/26/1999 DNGUYEN 001203000
Name/Number: 171776
4255.00 CR
FC: 704

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512



ARTICLES OF ~~CONSOLIDATION~~ *MERGER (General Laws, Chapter 156B, Section 79)

~~Consolidation~~ / *merger of

Cayenne Software, Inc. (a MA Massachusetts corporation) and
Sterling Software (Southern), Inc. GA
(a Georgia corporation)

the constituent corporations, into
Sterling Software (Southern), Inc. GA

~~Consolidation~~ / *one of the constituent corporations organized under the laws of: Georgia

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~consolidation~~ / *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The ~~surviving~~ / *surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the ~~consolidation~~ / *merger determined pursuant to the agreement of ~~consolidation~~ / *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

3. (For a merger)

**The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger:

~~For consolidation~~
~~The purpose of the new corporation is to engage in the following business activities:~~

*Delete the inapplicable words.
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

Examiner

RECEIVED

BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN
LOS ANGELES

C
P
M
R.A.

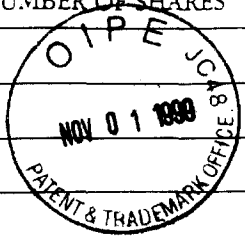
P.C.

Tom Blakely nlc (S), 9/23/88 nlc

(For a consolidation)

(b) State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue: N/A

| WITHOUT PAR VALUE | | WITH PAR VALUE | | |
|-------------------|------------------|----------------|------------------|-----------|
| TYPE | NUMBER OF SHARES | TYPE | NUMBER OF SHARES | PAR VALUE |
| Common: | | Common: | | |
| | | | | |
| Preferred: | | Preferred: | | |
| | | | | |



** (c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

N/A

** (d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

N/A

** (e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

N/A

Item 4 below may be deleted if the resulting /surviving corporation is organized under the laws of a state other than Massachusetts.

~~Information contained in Item 4 is not a permanent part of the Articles of Organization of the resulting / surviving corporation.~~

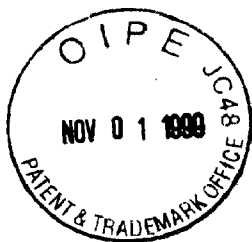
(a) The street address (*post office boxes are not acceptable*) of the *resulting / *surviving corporation in Massachusetts is:

N/A

** If there are no provisions state "None".

(b) The name, residential address and post office address of each director and officer of the *resulting / *surviving corporation is:

| NAME | RESIDENTIAL ADDRESS | POST OFFICE ADDRESS |
|------------|---------------------|---------------------|
| President: | | |
| Treasurer: | N/A | |
| Clerk: | | |
| Directors: | | |



(c) The fiscal year end (i.e. tax year) of the *resulting / *surviving corporation shall end on the last day of the month of:

N/A

(d) The name and business address of the resident agent, if any, of the *resulting / *surviving corporation is:

N/A

Item 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts.

5. The ~~resulting~~ / *surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the ~~resulting~~ / *surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

FOR MASSACHUSETTS CORPORATIONS

The undersigned *President / ~~Vice President~~ and *Clerk / ~~Assistant Clerk~~ of Cayenne Software, Inc., a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of ~~corporation~~ / *merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

John J. Alexander John J. Alexander, *President / ~~Vice President~~

Reuven Z. Cohn Reuven Z. Cohn, *Clerk / ~~Assistant Clerk~~

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † Don J. McDemett, Jr. and †† Mark H. Kleinman, of Sterling Software (Southern), Inc., a corporation organized under the laws of Georgia, further state under the penalties of perjury that the agreement of ~~corporation~~ /

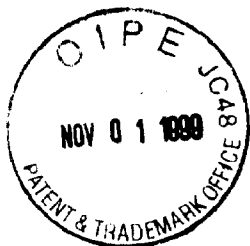
*merger has been duly adopted by such corporation in the manner required by the laws of Georgia.

*Delete the inapplicable words.
†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.
††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

† Don J. McDemett
Vice President
†† Mark H. Kleinman
Assistant Secretary

ARTICLES OF ~~CONSOLIDATION~~ / *MERGER
(General Laws, Chapter 156B, Section 79)

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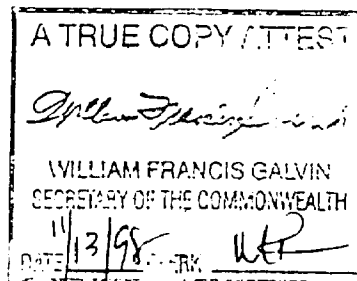


I hereby approve the within Articles of ~~Consolidation~~ *Merger and, the filing fee in the amount of \$ 200, having been paid, said articles are deemed to have been filed with me this 26th day of October, 19 98.

Effective date _____

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth



TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Christopher J. Austin, Esquire
Ropes & Gray
One International Place
Boston, MA 02110
Telephone: (617) 951-7000