



02-02-2000

U.S. Department of Commerce
Patent and Trademark Office

01-10-2000

U.S. Patent & TMO/TM Mail Rpt Dt. #34

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...JAL DOCUMENTS OR COPY THEREOF

TO THE ASSISTANT COMMISSIONER FOR TRADEMARKS

1. Name of conveying party(ies):

Parc Place Systems, Inc.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State - Delaware
☐ Other _____

Additional name(s) of conveying party(ies) attached? ☐ yes ☐ no

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

Name: Parc Place Digitalk, Inc.

Internal Address: _____

Street Address: 999 East Arques Avenue

City: Sunnyvale State: CA Zip: 94086

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ yes ☐ no

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? ☐ yes ☐ no

3. Nature of conveyance:

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

Execution Date: August 30, 1995

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

A. Trademark Application No(s):

B. Trademark Registration No(s):

1,975,228

Additional numbers attached? ☐ yes ☐ no

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

Name: Patricia B. Hogan

Internal Address: Keating, Muething & Klekamp, P.L.L.

Street Address: 1400 Provident Tower, One East Fourth St.

City: Cincinnati State: Ohio Zip: 45202

6. Total number of applications and registrations involved: _____

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

- ☒ Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number: _____

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

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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.

Patricia B. Hogan

Name of Person Signing

Signature

Date

TOTAL NUMBER OF PAGES COMPRISING COVER SHEET: _____

State of Delaware
Office of the Secretary of State

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 RESTATED CERTIFICATE OF "PARCPLACE SYSTEMS, INC.", CHANGING ITS NAME FROM "PARCPLACE SYSTEMS, INC." TO "PARCPLACE-DIGITALK, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF AUGUST, A.D. 1995, AT 3'O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.




Edward J. Freel, Secretary of State

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AUTHENTICATION:

7625537

DATE:

08-30-95

TRADEMARK

REEL: 002014 FRAME: 0481

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
PARCPLACE SYSTEMS, INC.**

ParcPlace Systems, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies that:

1. The name of the Corporation is ParcPlace Systems, Inc. The Corporation was originally incorporated under the same name, and the original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on December 14, 1993.
2. This Certificate amends and restates the Corporation's Certificate of Incorporation to read as set forth in Exhibit A hereto.
3. This amendment and restatement of the Corporation's Certificate of Incorporation has been duly adopted by the Corporation's Board of Directors and stockholders in accordance with Sections 228, 242, and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Restated Certificate of Incorporation to be signed by Carolyn V. Aver, its Vice President, Chief Financial Officer and Secretary, this 30th day of August, 1995.

PARCPLACE SYSTEMS, INC.

By: Carolyn V. Aver
Carolyn V. Aver, Vice President,
Chief Financial Officer and Secretary

EXHIBIT A
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
PARCPLACE SYSTEMS, INC.

I.

The name of the corporation is ParcPlace-Digital, Inc. (the "Corporation").

II.

The address of the Corporation's registered office in the State of Delaware is 32 Lookerman Square, Suite L-100 in the City of Dover 19901, County of Kent. The name of its registered agent at such address is The Prentice-Hall Corporation System, Inc.

III.

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

IV.

This Corporation is authorized to issue two classes of shares to be designated, respectively, Common Stock and Preferred Stock. The total number of shares of Common Stock which this corporation shall have the authority to issue shall be 30,000,000 \$.001 par value, and the total number of shares of Preferred Stock this Corporation shall have authority to issue shall be 3,000,000, \$.001 par value.

The Preferred Stock may be issued from time to time in one or more series pursuant to a resolution or resolutions providing for such issue duly adopted by the Board of Directors (authority to do so being hereby expressly vested in the Board). The Board of Directors is further authorized to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock and to fix the number of shares of any series of Preferred Stock and the designation of any such series of Preferred Stock. The Board of Directors, within the

limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, may increase or decrease (but not below the number of shares in any such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series.

V.

The Corporation is to have perpetual existence.

VI.

Elections of directors need not be by written ballot unless a stockholder demands election by written ballot at the meeting and before voting begins or unless the Bylaws of the Corporation shall so provide.

VII.

The number of directors which constitute the whole Board of Directors of the Corporation shall be designated in the Bylaws of the Corporation.

VIII.

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation.

IX.

(a) To the fullest extent permitted by the Delaware General Corporation Law as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach fiduciary duty as a director.

(b) The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director, officer or employee of the Corporation or any predecessor of the Corporation or serves or served at any other enterprise as a director, officer or employee at the request of the Corporation or any predecessor to the Corporation.

(c) Neither any amendment nor repeal of this Article X, nor the adoption of any provision of this Corporation's Certificate of Incorporation inconsistent with this Article X, shall eliminate or reduce the effect of this Article X, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article X, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

X.

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

XI.

Following the effectiveness of the registration of any class of securities of the Corporation pursuant to the requirements of the Securities Exchange Act of 1934, as amended, no action shall be taken by the stockholders of the Corporation except at an annual or special meeting of the stockholders called in accordance with the Bylaws and no action shall be taken by the stockholders by written consent; provided, however, that action may be taken by the stockholders by written consent with respect to any matter approved by the Board of Directors for the solicitation of stockholder written consent.

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