

MRS 2/8/00

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

03-10-2000

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TRADEMARKS ONLY

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

Execution Date
Month Day Year

Name

Formerly

- 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

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01 FC:481 40.00 CH
02 FC:482 150.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

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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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

#

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).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

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:

#

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.

Grazia T. Micewicz
Name of Person Signing

Grazia T. Micewicz
Signature

2/8/00
Date Signed

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
TRANSARC CORPORATION
INTO
INTERNATIONAL BUSINESS MACHINES CORPORATION

International Business Machines Corporation, a corporation organized and existing under the laws of the State of New York,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 15th day of June, 1911, pursuant to the Business Corporation Law of the State of New York.

SECOND: That this corporation owns all of the outstanding shares of the stock of Transarc Corporation, a corporation incorporated on the 28th day of March, 1989, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That the plan of merger merging Transarc Corporation into International Business Machines Corporation and assuming all of Transarc Corporation's obligations was adopted on the 30th day of September, 1999, by the Senior Vice President and Chief Financial Officer of International Business Machines Corporation pursuant to authority delegated by the Board of Directors of International Business Machines Corporation .

FOURTH: That the merger shall become effective on December 31, 1999.

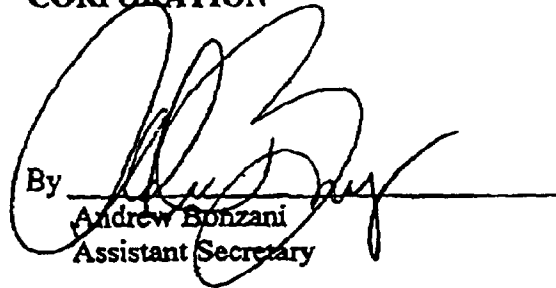
FIFTH: That the proper officer of this corporation be and he or she is hereby directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

SIXTH: That this corporation survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Transarc Corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of Title 8 of the Delaware Code, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is: International Business Machines Corporation, Attention: Donald D. Westfall, Esq., New Orchard Road, Armonk, New York 10504, until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to International Business Machines Corporation at the above address.

SEVENTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Senior Vice President and Chief Financial Officer of International Business Machines Corporation pursuant to authority delegated by the Board of Directors of International Business Machines Corporation at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said International Business Machines Corporation has caused this Certificate to be signed by Andrew Bonzani, its Assistant Secretary, this 13th day of December, 1999.

INTERNATIONAL BUSINESS MACHINES CORPORATION

By  Andrew Bonzani
Assistant Secretary

State of New York }
Department of State }^{ss:}

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

JAN 05 2000



A handwritten signature in cursive script, appearing to read "J. Clark", followed by a horizontal line.

Special Deputy Secretary of State

DOS-1266 (5/96)

F991214000428

GT-07 CERTIFICATE OF MERGER
OF
TRANSARC CORPORATION
INTO

**INTERNATIONAL BUSINESS MACHINES CORPORATION
UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW**

International Business Machines Corporation pursuant to the provisions of Section 905 of the Business Corporation Law of the State of New York, hereby certifies as follows:

1. International Business Machines Corporation (originally formed under the name Computing-Tabulating-Recording Co.), a corporation of the State of New York owns all of the outstanding shares of Transarc Corporation, a corporation of the State of Delaware.

2. As to Transarc Corporation, the designation and number of outstanding shares and the number of such shares (of each class) owned by the surviving corporation are as follows:

<u>Name of Subsidiary</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Survivor</u>
Transarc Corporation	common stock 18,174,882	common stock 18,174,882

3.(a) The certificate of incorporation of International Business Machines Corporation was filed in the Department of State on the 16th day of June, 1911.

(b) Transarc Corporation, was incorporated under the laws of the State of Delaware on the 22nd day of July, 1988, and its application for authority to do business in the State of New York has not been filed.

(NY)

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- (c) The merger is permitted by the laws of the state of Delaware and is in compliance therewith.
4. The surviving corporation owns all of the outstanding shares of the corporation to be merged.
 5. The merger shall be effective on the 31st day of December, 1999.
 6. The plan of merger was adopted on the 30th day of September, 1999, by the Senior Vice President and Chief Financial Officer of International Business Machines Corporation pursuant to authority delegated by the Board of Directors of International Business Machines Corporation.

IN WITNESS WHEREOF, this certificate has been signed on the 15th day of December, 1999, and the statements contained therein are affirmed as true under penalties of perjury.

INTERNATIONAL BUSINESS MACHINES
CORPORATION

By 

Andrew Bonzani
Assistant Secretary

(NY)

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TOTAL P.07

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C.T. CORP. SYSTEM

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CT-07

CERTIFICATE OF MERGER

OF

TRANSARC CORPORATION

EFF. 12/31/99

INTO

INTERNATIONAL BUSINESS MACHINES CORPORATION

Under Section 905 of the Business Corporation Law

FILED
Dec 14 1 38 PM '99

STATE OF NEW YORK
DEPARTMENT OF STATE

DEC 14 1999 Dec 14, 1999

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TAXS
BY: JAH

WESTCHESTER

Dec 13 4 04 PM '99

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International Business Machines Corporation
Route 100
P.O. Box 100
Somers, NY 10589-0000

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