



03-23-2000

U.S. Department of Commerce
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02-21-2000

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TO THE ASSISTANT COMMISSIONER FOR TRADEMARKS

WITH THE ATTACHED ORIGINAL DOCUMENTS OR COPY THEREOF

MS 2-21-00

1. Name of conveying party(ies):
Digitalk, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State - California
 Other _____
 Additional name(s) of conveying party(ies) attached? yes no

2. Name and address of receiving party(ies):
 Name: ParcPlace-Digitalk, Inc.
 Internal Address: Suite A
 Street Address: 16811 Hale Avenue
 City: Irvine State: CA Zip: 92606-5020
 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: March 5, 1997

4. Application number(s) or registration numbers(s):
 A. Trademark Application No.(s):
 B. Trademark Registration No.(s):
 1,931,754
 1,917,668
 1,935,823
 Additional numbers attached? yes no

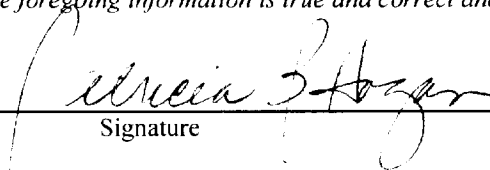
5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Patricia B. Hogan
 Internal Address: Keating, Muething & Klekamp, P.L.L.
 Street Address: 1400 Provident Tower, One E. 4th Street
 City: Cincinnati State: Ohio Zip: 45202

6. Total number of applications and registrations involved: _____
 7. Total fee (37 CFR 3.41): \$90.00
 Enclosed
 Authorized to be charged to deposit account
 8. Deposit account number: _____
 (Attached duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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02 FC: 82 50.00 OP

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  2/21/00
 Name of Person Signing Signature Date

TOTAL NUMBER OF PAGES COMPRISING COVER SHEET: _____

State of Delaware
Office of the Secretary of State

PAGE 1

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 OWNERSHIP, WHICH MERGES:

"DIGITALK, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "PARCPLACE-DIGITALK, INC." UNDER THE NAME OF "PARCPLACE-DIGITALK, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF MARCH, A.D. 1997, AT 5 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2363666 8100M

001020245

AUTHENTICATION: 0198272

DATE: 01-13-00

TRADEMARK
REEL: 002038 FRAME: 0099

**CERTIFICATE OF OWNERSHIP
AND MERGER OF FOREIGN SUBSIDIARY
INTO DOMESTIC PARENT**


**CERTIFICATE OF OWNERSHIP
MERGING
DIGITALK, INC.
INTO
PARCPLACE-DIGITALK, INC.**

**(PURSUANT TO SECTION 253 OF THE GENERAL
CORPORATION LAW OF DELAWARE)**

ParcPlace-DigitalK, Inc., a Delaware corporation ("ParcPlace"), incorporated on December 14, 1993 pursuant to the provisions of the General Corporation Law of the State of Delaware does hereby certify that ParcPlace owns all the capital stock of DigitalK, Inc., a California corporation ("DigitalK"), and that ParcPlace, by a resolution of its board of directors duly adopted on March 20, 1997, attached hereto as Exhibit A, merged DigitalK into itself.

IN WITNESS WHEREOF, ParcPlace has caused this certificate to be signed by its authorized officer on March 20, 1997.

Name: William P. Lyons

By: 

Title: President & CEO

EXHIBIT A

WHEREAS, this corporation lawfully owns all the outstanding stock of Polymorphic Software, Inc., a California corporation ("Polymorphic"), and

WHEREAS, this corporation desires to merge into itself Polymorphic and to be possessed of all the estate, property, rights, privileges and franchises of Polymorphic, and

WHEREAS, this corporation lawfully owns all the outstanding stock of Digitalk, Inc., a California corporation ("Digitalk"), and

WHEREAS, this corporation desires to merge into itself Digitalk and to be possessed of all the estate, property, rights, privileges and franchises of Digitalk;

NOW, THEREFORE, be it:

RESOLVED: that this corporation merge Polymorphic into itself and this corporation assumes all of Polymorphic's liabilities and obligations, and

RESOLVED FURTHER: that the officers of this corporation are directed to execute, a certificate of ownership setting forth a copy of the resolution to merge Polymorphic and assume its liabilities and obligations, and the date of adoption thereof, and to file the certificate in the office of the Secretary of the State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County; and

RESOLVED FURTHER: that the officers of this corporation are authorized and directed to do all acts which may be necessary or proper to effect the merger of Polymorphic into this corporation, and

RESOLVED FURTHER: that this corporation merge Digitalk into itself and this corporation assumes all of Digitalk's liabilities and obligations, and

RESOLVED FURTHER: that the officers of this corporation are directed to execute, a certificate of ownership setting forth a copy of the resolution to merge Digitalk and assume its liabilities and obligations, and the date of adoption thereof, and to file the certificate in the office of the Secretary of the State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County; and

RESOLVED FURTHER: that the officers of this corporation are authorized and directed to do all acts which may be necessary or proper to effect the merger of Digitalk into this corporation.

RESOLUTIONS ADOPTED BY THE
BOARD OF DIRECTORS OF
PARCPLACE SYSTEMS, INC.

On May 18, 1995

Approval of Merger

RESOLVED: That the Board hereby determines that it is in the best interests of the Company and its stockholders to enter into an Agreement and Plan of Reorganization, together with exhibits thereto including an Agreement of Merger (collectively, the "Merger Agreement"), in substantially the form described at this meeting, providing for the merger (the "Merger") of a wholly-owned subsidiary of the Company with and into Digitalk, whereby Digitalk would become a wholly-owned subsidiary of the Company. The terms and conditions of the Merger as set forth in the Merger Agreement, including the issuance of 3,800,000 shares of the Company's Common Stock to the equity holders of Digitalk, are hereby approved, subject to such changes and modifications of a non-material nature as the proper officers of the Company may consider necessary or appropriate. A copy of the Merger Agreement in the form executed by the respective parties and delivered to the Board is approved and ratified in its entirety.

RESOLVED FURTHER: That the proper officers of the Company be, and each of them hereby is, authorized and directed to execute and deliver on behalf of the Company the Merger Agreement and such other agreements, instruments and documents as may be necessary or appropriate to consummate the transactions contemplated by the Merger, including without limitation the Escrow Agreement, Voting Agreements and Affiliate Agreements in substantially the forms attached to the Merger Agreement.

RESOLVED FURTHER: That all prior actions by the officers of the Company with respect to the preparation and negotiation of the Merger Agreement and otherwise in effecting the purposes and intent of the Merger Agreement, are hereby ratified, confirmed and approved.

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RESOLVED FURTHER: That, if the Merger is approved by the stockholders of each of ParcPlace and Digitalk, and the Merger is not subsequently abandoned pursuant to its terms, the proper officers of the Company are hereby authorized and directed (hereby ratifying and confirming any and all actions taken heretofore or hereafter to accomplish the following purposes) to execute and file all documents and to take all other actions they may deem necessary or advisable to carry out the intent and accomplish the purposes of these resolutions, including the execution and filing of an Agreement of Merger and related Officers Certificates in the office of the Secretary of State of California.

RESOLVED FURTHER: That the Merger is intended to qualify as a tax-free reorganization under Section 368 of the Internal Revenue Code of 1986, as amended.

RESOLVED FURTHER: That the Merger is intended to be accounted for as a pooling of interests.

RESOLVED FURTHER: That the Merger shall become effective at the time and on the date specified in the Agreement of Merger.

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Formation of Merger Subsidiary

RESOLVED: That the Board of Directors deems it appropriate in effecting the Merger to create under the laws of the State of California a wholly-owned subsidiary corporation, to be known as Boardwalk Merger Subsidiary Co. ("Sub"), and all prior actions taken by the officers of the Company with respect to the legal incorporation and creation of Sub are hereby ratified, confirmed and approved.

Registration Statement

RESOLVED: That the proper officers of the Company be, and each of them hereby is, authorized and directed to submit the Merger Agreement and the transactions contemplated thereby to the stockholders of the Company for their approval, in a manner consistent with the provisions of applicable state and federal law, and to take all such actions as they deem necessary or advisable to obtain the appropriate approval of the Merger Agreement and the transactions contemplated thereby by the Company's stockholders.

RESOLVED FURTHER: That the proper officers of the Company are, and each of them hereby is, authorized and directed to cause to be prepared and filed with the Securities and

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Exchange Commission (the "SEC"), as part of a Registration Statement on Form S-4 (the "Registration Statement"), a Joint Proxy Statement (the "Proxy Statement") under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), relating to the approval of the Merger Agreement and the Merger by the stockholders of the Company and the shareholders of Digitalk in the manner required by law.

RESOLVED FURTHER: That the proper officers of the Company are, and each of them hereby is, authorized and directed to prepare and cause to be filed any necessary amendment or amendments to the Registration Statement and the Proxy Statement included therein and to do or cause to be done such things as may be necessary or advisable, including the execution and filing of documents and instruments, to obtain appropriate clearance of the Proxy Statement and other proxy solicitation materials in accordance with the Exchange Act and the applicable rules and regulations thereunder.

RESOLVED FURTHER: That the proper officers of the Company are, and each of them hereby is, authorized and directed to furnish such information as may be necessary and proper for inclusion in the Registration Statement, including all amendments and exhibits thereto.

Stockholder Approval

RESOLVED: That the Board of Directors hereby authorizes and directs the officers of this corporation to solicit approval of the stockholders, as provided in the Bylaws and as of the record date, of the Merger Agreement and terms of the Merger pursuant to the Proxy Statement in connection with the 1995 Annual Meeting of Stockholders, as set forth below.

Reservation of Shares

RESOLVED: That the Board hereby reserves 3,800,000 shares of the Company's Common Stock, \$.001 par value, for issuance to Digitalk shareholders upon consummation of the Merger and upon exercise of outstanding stock options assumed by the Company in connection with the Merger.

Stock Option Assumptions

RESOLVED: That the commitments and obligations of Digitalk with respect to stock options outstanding under its Stock Option Plan are, effective upon the Merger, hereby accepted as commitments and obligations of the Company with respect to

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those options that have not been exercised prior to the consummation of the Merger (the shares underlying such assumed options to be part of the 3,800,000 shares of ParcPlace Common Stock to be issued in the Merger), and that the proper officers of the Company are hereby authorized to execute and deliver such agreements and documents as they deem appropriate to evidence the Company's assumption of such options, in such form and with such terms as shall be approved by them, their execution thereof to be conclusive evidence of such approval. Each outstanding option to acquire Common Stock of Digitaltalk shall become an option to purchase the number of shares of ParcPlace's Common Stock equal to the number of shares of Digitaltalk Common Stock subject to the option immediately prior to the Merger multiplied by the Exchange Ratio (as defined in the Merger Agreement) and the exercise price thereof shall be equal to the exercise price in effect immediately prior to the Merger divided by the Exchange Ratio.

Issuance of Common Stock and Fractional Shares

RESOLVED: That upon the effective time of the Merger, each of the issued and outstanding shares of Common Stock and Preferred Stock of Digitaltalk shall be converted on the terms and conditions set forth in the Merger Agreement into fully paid and nonassessable shares of the Common Stock of the Company, and each holder of Digitaltalk Common Stock or Preferred Stock who would otherwise be entitled to receive a fractional share (after aggregating all of such shareholder's shares) shall receive an amount of cash (rounded to the nearest whole cent) equal to the per share market value of the Company's Common Stock (as determined by the average closing price over the 10 trading days prior to the effective time of the Merger) multiplied by such fraction of a share.

Exchange Agent

RESOLVED: That Harris Trust Co. of California shall act as Exchange Agent for the Digitaltalk Common Stock and Preferred Stock certificates to be exchanged for the Company's Common Stock certificates upon completion of the Merger.

Omnibus Resolutions

RESOLVED: That the proper officers of the Company and legal counsel to the Company be, and each of them hereby is, authorized to prepare, execute, deliver and file all agreements, documents and instruments, authorized and directed to pay any

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and all expenses and fees of the Company arising in connection with the issuance of securities of the Company pursuant to the Merger, and to take or cause to be taken such other action and to execute such further documents as may be necessary or desirable to effect the Merger and all other transactions contemplated by the Merger Agreement, and to carry out the intent and accomplish the purpose thereof and of these resolutions.

RESOLVED FURTHER: That all acts and deeds heretofore done by any director or officer of the Company intended to carry out the intent and accomplish the purpose of the foregoing resolutions are hereby ratified and approved.

Amendment of Certificate of Incorporation

RESOLVED: That the Certificate of Incorporation of the Company be amended to change the name of the Company to "ParcPlace-Digitalk, Inc." immediately after the effective time of the Merger.

RESOLVED FURTHER: That the officers of the Company are hereby authorized and directed to solicit stockholder approval of this amendment to the Certificate of Incorporation at the 1995 Annual Meeting of Stockholders, and when the necessary corporate authorization has been obtained, to prepare or cause to be prepared, execute and file with the Delaware Secretary of State a Certificate of Amendment of the Certificate of Incorporation giving effect to the foregoing resolution.

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