

06-12-2000



FORM PTO-1594

(Rev. 6-93)

MRO 6.12.00

RECORDATION FOR TRADEMARK

DEPARTMENT OF COMMERCE and Trademark Office

101348612

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

<p>1. Name of conveying party(ies):</p> <p>Blue Martini, LLC</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <hr/> <p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>January 12, 1999</u></p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>Blue Martini Software, Inc.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>2600 Campus Drive, Suite 175</u></p> <p>City: <u>San Mateo</u> State: <u>California</u> Zip: <u>94403</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation- <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designation must be a separate document from Assignment). Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) <u>75-558,746; 75-582,300</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>B. Trademark Registration No.(s)</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Cooley Godward LLP</u></p> <p>Internal Address: _____ <u>Susan G. Mobley</u></p> <p>Street Address: <u>One Freedom Square, Reston Town Ctr.</u> <u>11951 Freedom Drive</u></p> <p>City: <u>Reston</u> State: <u>VA</u> ZIP <u>20190-5601</u></p>	<p>6. Total number of applications and registrations involved: <u>2</u></p> <p>7. Total fee (37 CFR 3.41): <u>\$65.00</u> <i>65E</i> <u>120E</u></p> <p><input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>03-3118</u> (Attach duplicate copy of this page if paying by deposit account)</p>
<p>DO NOT USE THIS SPACE</p>	
<p>9. Statement and signature. <i>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.</i></p> <p style="text-align: center;"><i>Susan G. Mobley</i> <u>4-9-00</u> _____ Susan G. Mobley Date:</p> <p style="text-align: center;">Total number of pages including cover sheet, attachments, and document: <u>4</u></p>	

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

06/13/2000 DCOATES 00000037 7558746

01 FC:481 40.00 OP
02 FC:482 25.00 OP
03 FC:484 120.00 OP

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 MERGER, WHICH MERGES:

"BLUE MARTINI LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "BLUE MARTINI SOFTWARE, INC." UNDER THE NAME OF "BLUE MARTINI SOFTWARE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF JANUARY, A.D. 1999, AT 9 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

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991542088

AUTHENTICATION: 0147318

DATE: 12-16-99

TRADEMARK
REEL: 002052 FRAME: 0524

**CERTIFICATE OF MERGER
OF
BLUE MARTINI LLC
WITH AND INTO
BLUE MARTINI SOFTWARE, INC.**

The undersigned corporation, organized and existing under and by virtue of the Delaware General Corporation Law, does hereby certify that:

FIRST: The names and states of organization of the constituent companies are Blue Martini LLC, a Delaware limited liability company (the "Merged Company"), and Blue Martini Software, Inc., a Delaware corporation (the "Surviving Company").

SECOND: An Agreement and Plan of Merger between the Merged Company and the Surviving Company has been approved, adopted, certified, executed and acknowledged by each of the Merged Company and the Surviving Company in accordance with the requirements of Section 264(c) of the General Corporation Law of Delaware.

THIRD: The name of the surviving company is Blue Martini Software, Inc.

FOURTH: The Certificate of Incorporation of Blue Martini Software, Inc. shall be the Certificate of Incorporation of the Surviving Entity.

FIFTH: The executed Agreement and Plan of Merger is on file at the office of the Surviving Company located at 2600 Campus Drive, Suite 175, San Mateo, California 94403.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Company on request and without cost, to any stockholder of the Surviving Company or any member of the Merged Company.

IN WITNESS WHEREOF, the Surviving Company has caused this Certificate of Merger to be signed by Monte Zweben and Eric C. Jensen as President and Secretary, respectively, this 12th day of January, 1999.

BLUE MARTINI SOFTWARE, INC.

By: Monte Zweben
Monte Zweben
President

By: _____
Eric Jensen
Secretary

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WITH AND INTO
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IN WITNESS WHEREOF, the Surviving Company has caused this Certificate of Merger to be signed by Monte Zweben and Eric C. Jensen as President and Secretary, respectively, this 10th day of January, 1999.

BLUE MARTINI SOFTWARE, INC.

By: _____
Monte Zweben
President

By: _____
Eric Jensen
Secretary

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