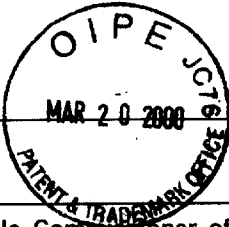


MUJ
3/20/00



04-18-2000

FORM PTO-1594
(Rev. 6-93)

REC



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101324431

To the Honorable Commissioner of Patent
thereof.

attached original documents or copy

<p>1. Name of conveying party(ies): Template Software, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association</p> <p><input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-Maryland <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of conveyance: <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>October 28, 1996</u></p>	<p>2. Name and address of receiving party(ies): Name: <u>Template Software, Inc.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>45365 Vintage Park Plaza, Suite 100</u></p> <p>City: <u>Dulles</u> State: <u>Virginia</u> ZIP <u>20166</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>Virginia</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): A. Trademark Application No.(s)</p> <p style="text-align: right;">Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>B. Trademark Registration No.(s) <u>1,769,816</u></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>Peter J. Willsey, Esq.</u></p> <p>Street Address: <u>2002 Edmund Halley Drive, Suite 300</u></p> <p>City: <u>Reston</u> State: <u>VA</u> ZIP <u>20191-3436</u></p>	<p>6. Total number of applications and registrations involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41): <u>\$40.00</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>

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.

Peter J. Willsey 3/20/00
Peter J. Willsey, Esq. Date

Total number of pages including cover sheet, attachments, and document: 11

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

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

October 31, 1996

The State Corporation Commission finds the accompanying articles submitted on behalf of

TEMPLATE SOFTWARE ACQUISITIONS, INC.

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission. Each of the following:

TEMPLATE SOFTWARE, INC.

is merged into TEMPLATE SOFTWARE, INC. (formerly TEMPLATE SOFTWARE ACQUISITIONS, INC.), which continues to exist under the laws of VIRGINIA with the name TEMPLATE SOFTWARE, INC.. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on October 31, 1996.

STATE CORPORATION COMMISSION

By

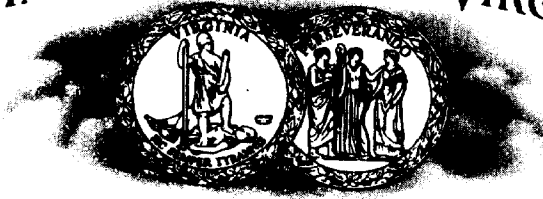


Commissioner

MERGACPT
CIS20436
96-10-29-0070

THEODORE V. MORRISON, JR.
CHAIRMAN
JULIHEN WILLIAMS MOORE
COMMISSIONER
CLINTON MILLER
COMMISSIONER

COMMONWEALTH OF VIRGINIA



WILLIAM J. BRIDGE
CLERK OF THE COMMISSION
P. O. BOX 1197
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION

October 31, 1996

CATHERINE T WHITE
HUNTON & WILLIAMS
1751 PINNACLE DRIVE
SUITE 1700
MCLEAN, VA 22102

RE: TEMPLATE SOFTWARE, INC.
ID: 0472949 - 7
DCN: 96-10-29-0070

This is your receipt for \$25.00 covering the fees for filing articles of merger with this office.

The effective date of the certificate of merger is October 31, 1996.

Nonsurviving entities:

TEMPLATE SOFTWARE, INC.

are merged into TEMPLATE SOFTWARE, INC. (formerly TEMPLATE SOFTWARE ACQUISITIONS, INC.).

Sincerely yours,

A handwritten signature in cursive script that reads "William J. Bridge".

William J. Bridge
Clerk of the Commission

MERGACPT
CIS20436

ARTICLES OF MERGER

merging

TEMPLATE SOFTWARE, INC.,
a Maryland corporation

into

TEMPLATE SOFTWARE ACQUISITIONS, INC.,
a Virginia corporation

Pursuant to the provisions of Section 13.1-720 of the Virginia Stock Corporation Act, TEMPLATE SOFTWARE ACQUISITIONS, INC., a Virginia corporation (the "Surviving Corporation"), as the surviving corporation, hereby adopts the following Articles of Merger:

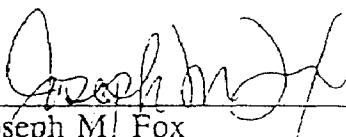
FIRST: The Agreement and Plan of Reorganization (the "Plan") pursuant to which TEMPLATE SOFTWARE, INC., a Maryland corporation (the "Merged Corporation"), will merge with and into the Surviving Corporation (the "Merger"), is attached hereto as Exhibit A and made a part hereof.

SECOND: The Plan was duly approved and adopted on October 16, 1996 by the Board of Directors and by the shareholders of the Surviving Corporation by unanimous written consent. The Plan was duly approved and adopted on October 16, 1996 by the Board of Directors of the Merged Corporation by unanimous written consent and on October 28, 1996 by the shareholders of the Merged Corporation at a duly called special meeting.

IN WITNESS WHEREOF, the Surviving Corporation and the Merged Corporation have caused these Articles of Merger to be executed as of the date set forth below.

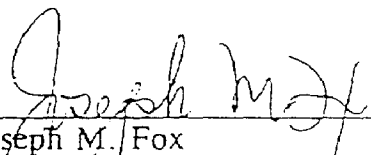
Dated: October 28, 1996.

TEMPLATE SOFTWARE ACQUISITIONS,
INC., a Virginia corporation

By: 

Joseph M. Fox
Chairman

TEMPLATE SOFTWARE, INC.,
a Maryland corporation

By: 

Joseph M. Fox
Chairman

AGREEMENT AND PLAN OF REORGANIZATION
OF TEMPLATE SOFTWARE, INC.,
A MARYLAND CORPORATION
AND
TEMPLATE SOFTWARE ACQUISITIONS, INC.,
A VIRGINIA CORPORATION

Exhibit A

THIS AGREEMENT AND PLAN OF REORGANIZATION, dated as of October 16, 1996 (the "Agreement"), is entered into by and between Template Software, Inc., a Maryland corporation ("Template-Maryland"), and Template Software Acquisitions, Inc., a Virginia corporation ("Template-Virginia"). Template-Maryland and Template-Virginia are sometimes referred to herein as the "Constituent Corporations."

RECITALS

A. Template-Maryland is a corporation duly organized and existing under the laws of the State of Maryland and has an authorized capital of 10,450,000 shares, 5,000,000 of which are shares of Class A Common Stock, \$.01 par value (the "Class A Common Stock"), 5,000,000 of which are shares of Class B Common Stock, \$.01 par value (the "Class B Common Stock") and 450,000 of which are shares of Convertible Preferred Stock, \$1.9694 par value (the "Convertible Preferred Stock"). As of October 16, 1996, Template-Maryland had outstanding: (i) 1,809,988 shares of Class A Common Stock; (ii) 437,020 shares of Class B Common Stock; and (iii) no shares of Convertible Preferred Stock.

B. Template-Virginia is a corporation duly organized and existing under the laws of the Commonwealth of Virginia and has an authorized capital of 20,000,000 shares, 17,000,000 of which are shares of Common Stock ("Common Stock") and 3,000,000 of which are shares of Preferred Stock ("Preferred Stock"). As of October 16, 1996, 1 share of Common Stock was issued and outstanding, and held by Template-Maryland, and no shares of Preferred Stock were issued and outstanding.

C. The Board of Directors of Template-Maryland has determined that, for the purpose of effecting the reincorporation of Template-Maryland in the Commonwealth of Virginia, it is advisable and in the best interests of Template-Maryland that Template-Maryland merge with and into Template-Virginia upon the terms and conditions herein provided.

D. The respective Boards of Directors of Template-Maryland and Template-Virginia have approved this Agreement and have directed that this Agreement be submitted to a vote of their respective stockholders and be executed by the undersigned officers.

E. The Merger is intended to qualify as a tax free organization under Section 368(a)(1)(F) of the Internal Revenue Code.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Template-Maryland and Template-Virginia hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

I. MERGER

1.1 Merger. In accordance with the provisions of this Agreement, the Maryland General Corporation Law and the Virginia Stock Corporation Act, Template-Maryland shall be merged with and into Template-Virginia (the "Merger"), the separate existence of Template-Maryland shall cease and Template-Virginia shall be, and is herein sometimes referred as, the "Surviving Corporation," and the name of the Surviving Corporation shall be "Template Software, Inc."

1.2 Filing and Effectiveness. The Merger shall become effective when the following actions shall have been completed:

(a) This Agreement and Merger shall have been adopted and approved by the stockholders of each Constituent Corporation in accordance with the requirements of the Maryland General Corporation Law and the Virginia Stock Corporation Act;

(b) All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof;

(c) Executed Articles of Merger, in substantially the form of Exhibit A hereto, meeting the requirements of the Maryland General Corporation Law shall have been filed with the Maryland Department of Assessments and Taxation; and

(d) Executed Articles of Merger, in substantially the form of Exhibit B hereto, meeting the requirements of the Virginia Stock Corporation Act shall have been filed with the State Corporation Commission of the Commonwealth of Virginia.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger."

1.3 Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of Template-Maryland shall cease and Template-Virginia, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall be subject to all actions previously taken by its and Template-Maryland's Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of Template-Maryland

in the manner more fully set forth in Section 13.1-721 of the Virginia Stock Corporation Act, (iv) shall continue to be subject to all of the debts, liabilities and obligations of Template-Maryland as constituted immediately prior to the Effective Date of the Merger, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Template-Maryland in the same manner as if Template-Virginia had itself incurred them, all as more fully provided under the applicable provisions of the Virginia Stock Corporation Act and the Maryland General Corporation Law.

II. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Articles of Incorporation. The Articles of Incorporation of Template-Virginia as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation, except that the name of the Surviving Corporation shall become "Template Software, Inc." until duly amended in accordance with the provisions thereof and applicable law.

2.2 Bylaws. The Bylaws of Template-Virginia as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 Directors and Officers. The directors and officers of Template-Virginia immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Articles of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

III. MANNER OF CONVERSION OF STOCK

3.1 Template-Maryland Common Shares.

(a) Upon the Effective Date of the Merger, each share of Class A Common Stock and each share of Class B Common Stock of Template-Maryland issued and outstanding immediately prior thereto shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one fully paid and nonassessable share of Common Stock of the Surviving Corporation.

(b) Notwithstanding any other provision of this Agreement, no fractional share of Common Stock of the Surviving Corporation or certificates therefor shall be issued as a result of the conversion of issued and outstanding Class A Common Stock or Class B Common Stock into shares of Common Stock of the Surviving Corporation, but in lieu of each fractional

interest, the number of shares of Common Stock of the Surviving Corporation to be issued shall be rounded to the next whole number.

3.2 Template-Maryland Options.

(a) Upon the Effective Date of the Merger, the Surviving Corporation shall assume the obligations of Template-Maryland under, and continue, the option plans (including without limitation the 1984 Incentive Stock Option Plan, the 1986 Incentive Stock Option Plan, the 1992 Incentive Stock Option Plans, and the 1996 Equity Incentive Plan) and all other employee benefit plans of Template-Maryland. Each outstanding and unexercised option to purchase Class A Common Stock or Class B Common Stock of Template-Maryland (a "Right") shall become, subject to the provisions in paragraph (c) hereof, an option to purchase Common Stock of the Surviving Corporation on the basis of one share of Common Stock of the Surviving Corporation for each one share of Common Stock of Template-Maryland issuable pursuant to any such Right, on the same terms and conditions and at the same exercise price.

(b) A number of shares of the Common Stock of the Surviving Corporation shall be reserved for issuance upon the exercise of options equal to the number of shares of Common Stock of Template-Maryland so reserved immediately prior to the Effective Date of the Merger.

(c) The assumed Rights shall not entitle any holder thereof to a fractional share upon exercise or conversion (unless the holder was entitled to a fractional interest immediately prior to the Merger). In lieu thereof, any fractional share interests to which a holder of an assumed Right would otherwise be entitled upon exercise or conversion shall be aggregated (but only with other similar Rights which have the same per share terms). To the extent that after such aggregation there remains a fractional share with respect to such Right, the number of shares of Common Stock of the Surviving Corporation into which such right shall be exercisable shall be rounded down to the next whole number.

3.3 Template-Virginia Common Stock. Upon the Effective Date of the Merger, each share of Common Stock of Template-Virginia issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by Template-Virginia, the holder of such shares or any other person, be canceled and returned to the status of authorized but unissued shares.

3.4 Exchange of Certificates.

(a) After the Effective Date of the Merger, each holder of an outstanding certificate representing shares of Class A Common Stock or Class B Common Stock of Template-Maryland may be asked to surrender the same for cancellation to an exchange agent, whose name will be delivered to holders prior to any requested exchange (the "Exchange Agent"), and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of Common Stock of the Surviving Corporation into which the surrendered

shares were converted as herein provided. Until so surrendered, each outstanding certificate theretofore representing shares of Class A Common Stock or Class B Common Stock of Template-Maryland shall be deemed for all purposes to represent the number of shares of Common Stock of the Surviving Corporation into which such shares of Class A Common Stock or Class B Common Stock of Template-Maryland were converted in the Merger.

(b) The registered owner on the books and records of the Surviving Corporation or the Exchange Agent of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation or the Exchange Agent, have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of Common Stock of the Surviving Corporation represented by such outstanding certificate as provided above.

(c) Each certificate representing Common Stock of the Surviving Corporation so issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as the certificates of Template-Maryland so converted and given in exchange therefore, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws.

(d) If any certificate for shares of the Surviving Corporation's stock is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer, that such transfer otherwise be proper and comply with applicable securities laws and that the person requesting such transfer pay to the Exchange Agent any transfer or other taxes payable by reason of issuance of such new certificate in a name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of the Surviving Corporation that such tax has been paid or is not payable.

IV. GENERAL

4.1 Covenant of Template-Virginia. Template-Virginia covenants and agrees that it will, on or before the Effective Date of the Merger, take all such actions as may be required by the Maryland General Corporation Law.

4.2 Further Assurances. From time to time, as and when required by Template-Virginia or by its successors or assigns, there shall be executed and delivered on behalf of Template-Maryland such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by Template-Virginia the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Template-Maryland and otherwise to carry out the purposes of this Agreement, and the officers and directors of Template-Virginia are fully authorized in the name and on behalf

of Template-Maryland or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.3 Abandonment. At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either Template-Maryland or Template-Virginia, or both, notwithstanding the approval of this Agreement by the shareholders of Template-Maryland or by the sole stockholder of Template-Virginia, or both.

4.4 Amendment. The Boards of Directors of the Constituent Corporations may amend, or waive any provision of this Agreement at any time prior to the filing of the Articles of Merger with the State Corporation Commission of the Commonwealth of Virginia, provided that an amendment made subsequent to the adoption of this Agreement by the stockholders of either Constituent Corporation shall be taken only if, in the opinion of the Board of Directors or officers so acting, such waiver or amendment will not have a material adverse effect on the benefits intended under this Agreement.

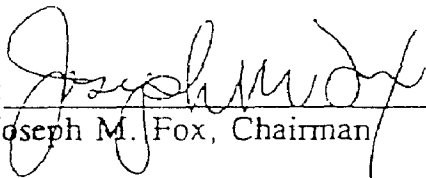
4.5 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the Commonwealth of Virginia and, so far as applicable, the merger provisions of the Maryland General Corporation Law.

4.6 Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

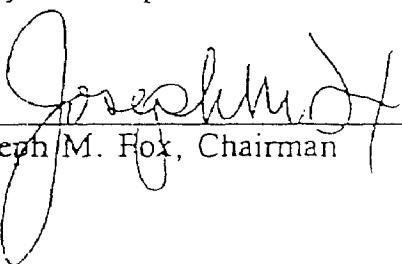
[SIGNATURE PAGE FOLLOWS.]

IN WITNESS WHEREOF, this Agreement having first been approved by the resolutions of the Boards of Directors of Template Software, Inc., a Maryland corporation, and Template Software Acquisitions, Inc., a Virginia corporation, is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

TEMPLATE SOFTWARE ACQUISITIONS, INC.
a Virginia corporation

By: 
Joseph M. Fox, Chairman

TEMPLATE SOFTWARE, INC.
a Maryland corporation

By: 
Joseph M. Fox, Chairman