

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

04-20-2000

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



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OPR/FINANCE

**RECORDATION FORM COVER SHEET
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
 - Change of Name
 - Other
- Effective Date
Month Day Year

May 12, 1999

Conveying Party

Mark if additional names of conveying parties attached

Name Synchronicity, Inc.

Execution Date
Month Day Year

May 10, 1999

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

Citizenship/State of Incorporation/Organization Massachusetts

Receiving Party

Mark if additional names of receiving parties attached

Name Synchronicity, Inc. of Massachusetts

DBA/AKA/TA

Composed of

Address (line 1) 201 Forest Street

Address (line 2)

Address (line 3) Marlboro MA 01752

City State/Country Zip Code

- Individual
 - General Partnership
 - Limited Partnership
 - Corporation
 - Association
 - Other
- 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 attached from Assignment.)

Citizenship/State of Incorporation/Organization Delaware

04/20/2000 JSH0877 00000156 75590078

01 FC:481
02 FC:482

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100.00 OP

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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 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.

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.)

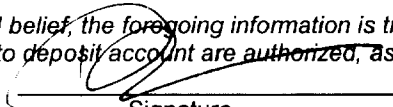
Deposit Account Number: #

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.

Deborah J. Peckham
Name of Person Signing


Signature

MARCH 23, 2000
Date Signed

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 CERTIFICATE OF MERGER, WHICH MERGES:

"SYNCHRONICITY, INC.", A MASSACHUSETTS CORPORATION,
WITH AND INTO "SYNCHRONICITY, INC. OF MASSACHUSETTS" UNDER THE NAME OF "SYNCHRONICITY, INC. OF MASSACHUSETTS", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF MAY, A.D. 1999, AT 12:30 O'CLOCK P.M.

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

3024505 8100M

991188735



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

Edward J. Freel, Secretary of State

AUTHENTICATION:

9739625

DATE:

05-12-99

TRADEMARK
REEL: 002055 FRAME: 0841

CERTIFICATE OF MERGER

of

Synchronicity, Inc., a Massachusetts Corporation

with and into

Synchronicity, Inc. of Massachusetts, a Delaware Corporation

**UNDER SECTION 252 OF THE GENERAL CORPORATION LAW OF THE STATE
OF**

DELAWARE

Pursuant to Section 252 of the General Corporation Law of the State of Delaware, Synchronicity, Inc. of Massachusetts, a Delaware corporation (the "Company"), hereby certifies to the following information relating to the merger of Synchronicity, Inc., a Massachusetts corporation (the "Merging Company"), with and into the Company (the "Merger").

1. The names and states of incorporation of the Company and the Merging Company, which are the constituent corporations in the Merger (the "Constituent Corporations"), are:

| <u>Name</u> | <u>State</u> |
|--------------------------------------|---------------|
| Synchronicity, Inc. | Massachusetts |
| Synchronicity, Inc. of Massachusetts | Delaware |

2. The Agreement of Merger dated as of May 10, 1999 between the Company and the Merging Company (the "Merger Agreement"), setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of Section 252 of the General Corporation Law of the State of Delaware.

3. The name of the Surviving Corporation is: "Synchronicity, Inc. of Massachusetts"

4. The Certificate of Incorporation of the Company, as the surviving corporation, shall be the Certificate of Incorporation of the Surviving Corporation.

5. An executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, which is located at 201 Forest Street, Marlboro, MA 01752.

- 2 -

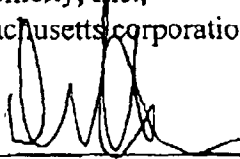
6. The effective time and date of the merger herein provided for shall be upon filing.

7. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.


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IN WITNESS WHEREOF, this Certificate of Merger has been executed as of this 10 day of May, 1999.

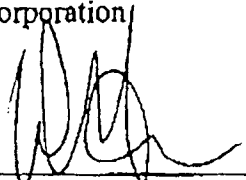
Synchronicity, Inc.,
a Massachusetts corporation

By: 
Name: Dennis Harman
Title: President

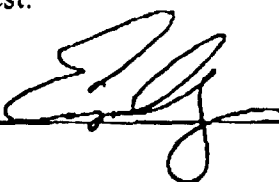
Attest:

By: 

Synchronicity, Inc. of Massachusetts,
a Delaware corporation

By: 
Name: Dennis Harman
Title: President

Attest:

By: 

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