

04-24-2000



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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 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 VISIBLE SYSTEMS SOFTWARE CENTERS, INC

12/30/1999

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization DELAWARE

Receiving Party

Mark if additional names of receiving parties attached

Name VISIBLE SYSTEMS CORPORATION

DBA/AKA/TA

Composed of

Address (line 1) 300 BEAR HILL ROAD

Address (line 2)

Address (line 3) WALTHAM MASS. 02154
City State/Country Zip Code

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

Citizenship/State of Incorporation/Organization MASSACHUSETTS

04/24/2000 JSHABAZZ 00000187 75432454

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 DP
100.00 DP

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:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK

REEL: 002057 FRAME: 0734

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)		
<input type="text" value="75432454"/>	<input type="text" value="-"/>	<input type="text" value="-"/>	<input type="text" value="1884758"/>	<input type="text" value="2027684"/>	<input type="text" value="-"/>
<input type="text" value="-"/>	<input type="text" value="-"/>	<input type="text" value="-"/>	<input type="text" value="1999796"/>	<input type="text" value="-"/>	<input type="text" value="-"/>
<input type="text" value="-"/>	<input type="text" value="-"/>	<input type="text" value="-"/>	<input type="text" value="1999795"/>	<input type="text" value="-"/>	<input type="text" value="-"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

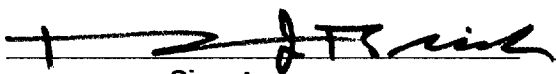
Method of Payment: Enclosed Deposit Account

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.

RICHARD J. BIRCH  03-29-2000

Name of Person Signing Signature Date Signed

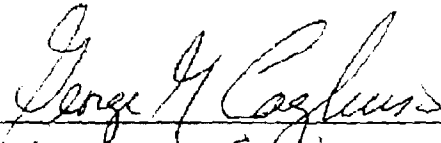
CERTIFICATE OF MERGER
of
VISIBLE SYSTEMS SOFTWARE CENTERS, INC.,
a Delaware corporation
with and into
VISIBLE SYSTEMS CORPORATION,
a Massachusetts corporation

1. **Constituent Corporations.** The constituent corporations are Visible Systems Software Centers, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Merged Corporation") and Visible Systems Corporation, a corporation organized and existing under the laws of the Commonwealth of Massachusetts (the "Surviving Corporation") (the Merged Corporation and the Surviving Corporation are collectively the "Constituent Corporations").
2. **Approval of the Plan and Agreement of Merger.** A Plan and Agreement of Merger (the "Agreement of Merger"), dated December 29, 1999, has been approved, adopted, certified, executed and acknowledged by the Surviving Corporation in accordance with Section 82 of Chapter 156B of the Massachusetts Business Corporation Law and by the Merged Corporation in accordance with Section 252 of the Delaware General Corporation Law.
3. **Name of the Surviving Corporation.** The name of the Surviving Corporation is "Visible Systems Corporation".
4. **Articles of Organization of the Surviving Corporation.** The Articles of Organization of the Surviving Corporation shall be that of Visible Systems Corporation.
5. **Executed Agreement of Merger.** An executed copy of the Agreement of Merger is on file at the principal place of business of the Surviving Corporation at the following address: Visible Systems Corporation, 300 Bear Hill Road, Waltham, Massachusetts 02154.
6. **Copies of the Agreement of Merger.** The Surviving Corporation will furnish a copy of the Agreement of Merger to any of its stockholders, or to any person who was a stockholder of any Constituent Corporation, upon written request and without charge.
7. **Service of Process.** Pursuant to Section 252 of the General Corporate Law of the State of Delaware, the Secretary of State of Delaware is hereby appointed as the agent of Visible Systems Software Centers, Inc. to accept service of process in any suit or other proceedings and a copy of such process shall be mailed to the corporation c/o Visible Systems Corporation, 300 Bear Hill Road, Waltham, Massachusetts 02451.


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EXECUTED as of this 29th day of December, 1999.

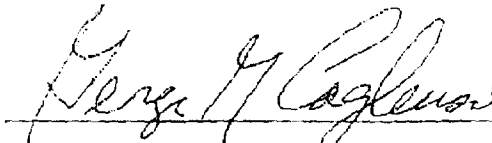
VISIBLE SYSTEMS SOFTWARE CENTERS, INC.
a Delaware Corporation

By: 
GEORGE CAGLIUSO
Its President

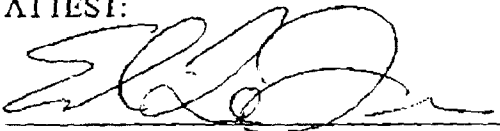
ATTEST:


Edouard C. LeFevre
Secretary

VISIBLE SYSTEMS CORPORATION
a Massachusetts Corporation

By: 
GEORGE G. CAGLIUSO
Its President

ATTEST:


Edouard C. LeFevre
Secretary

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:

"VISIBLE SYSTEMS SOFTWARE CENTERS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "VISIBLE SYSTEMS CORPORATION" UNDER THE NAME OF "VISIBLE SYSTEMS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MASSACHUSETTS, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 1999, AT 6 O'CLOCK P.M.



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

2271813 8100M

001148283

AUTHENTICATION: 0335587

DATE: 03-23-00

RECORDED: 03/29/2000

TRADEMARK
REEL: 002057 FRAME: 0738