FORM PTO-1618A Expires 06/30/99

OMB 0651-0027

06-01-2000

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DBA/AKA/TA						
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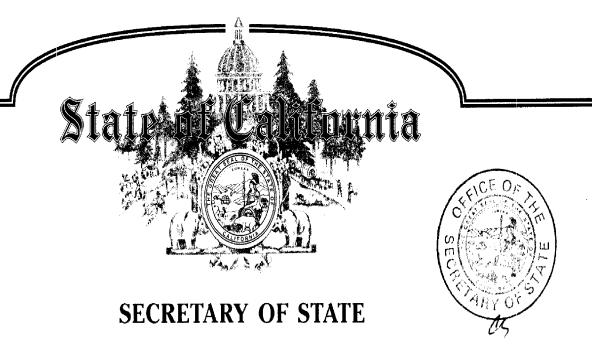
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Name	Sally M. Abel				
Address (line 1)	Fenwick & West LLP				
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I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

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Secretary of State

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In the office of the Secretary of State
of the State of Colifornia

2002330 Sun CERTIFICATE OF OWNERSHIP JAN 2 5 2000

MERGING

EILL JONES, Segretary of State

ISOCOR a California corporation

INTO

a California corporation

I, David Thatcher, the Executive Vice President and Chief Financial Officer of Critical Path, Inc., a California corporation ("Critical Path"), do hereby certify:

- 1. That I am the Executive Vice President and Chief Financial Officer of Critical Path.
- 2. That Critical Path is duly organized and existing under the laws of the State of California.
- 3. That Critical Path owns 100 percent of the outstanding shares of ISOCOR, a corporation duly organized and existing under the laws of the State of California ("ISOCOR").
- 4. That the following resolution was duly adopted and approved by the board of directors of Critical Path:

RESOLVED that Critical Path merge, and does hereby merge into itself ISOCOR, its subsidiary, and assumes all of its obligations pursuant to Section 1110 of the California Corporations Code.

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The undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of his own knowledge. Executed at San Francisco, California, on January 19 2000.

David Thatcher, Executive Vice President and Chief Financial Officer

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