

08-23-2000

BT

U.S. Department of Commerce  
Patent and Trademark Office

7.25.00



101439343

To the Honorable Commissioner of Patents

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Powersoft Corporation

- Individual(s)
- General Partnership
- Corporation - Massachusetts
- Other \_\_\_\_\_
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: May 1, 1997

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached?  Yes  No

B. Trademark Registration No.(s)

1929795	1658112
2000467	2087494
2012454	1849011
2067979	1849029
2116421	

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Charles E. Weinstein, Esq.

Internal Address: Foley Hoag & Eliot LLP

Street Address: One Post Office Square

City: Boston State: MA ZIP: 02109

6. Total number of applications and registrations involved: ..... 9

7. Total fee (37 CFR

3.41):.....\$240.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

06-1446

(Attach duplicate copy of this page if paying by deposit account)

08/22/2000 DNGUYEN 00000243 061446 1929795

DO NOT USE THIS SPACE

01 FC:401 40.00 CH  
02 FC:452 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.

Charles E. Weinstein, Esq.  
Name of Person Signing

July 20, 2000  
Date

Total number of pages comprising cover sheet: ..... 1

no. 002151005  
Feb 1978

# The Commonwealth of Massachusetts

81

William Francis Galvin  
Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

## ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS (General Laws, Chapter 156B, Section 83)

We, Mitchell Kertzman . . . President / Vice President

and Mitchell L. Gaylor . . . Clerk / Assistant Clerk

of (S) Sybase, Inc.  
(Exact name of corporation)

organized under the laws of Delaware and herein called the parent corporation.

certify as follows:

1. That the subsidiary corporation(s) to be merged into the parent corporation is/are:

NAME	STATE OF ORGANIZATION	DATE OF ORGANIZATION
(M) Powersoft Corporation	Massachusetts	May 7, 1974

2. The parent corporation, at the date of the vote, owned not less than ninety percent (90%) of the outstanding shares of each class of stock of the subsidiary corporation or corporations with which it has voted to merge.

Item 3 below may be deleted if all the corporations are organized under the laws of Massachusetts and if General Laws, Chapter 156B is applicable to them.

3. That in the case of each of the above named corporations, the laws of the state of its organization, if other than Massachusetts, permit the merger herein described, and that all action required under the laws of each such state in connection with this merger has been duly taken.

*When the subsidiary is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers and corresponding parties and states.*

IMAGE 1888 21001081

(M) 5/7/74 C

4. That at a meeting of the directors of the parent corporation, the following vote, pursuant to General Laws, Chapter 156B, Section 82, Subsection (a) was duly adopted:

See Exhibit A attached hereto

## **EXHIBIT A**

### **Reorganization or Dissolution of Subsidiaries**

**WHEREAS:** The Corporation has a number of direct and indirect subsidiaries located within the United States and abroad (collectively, "Sybase Subsidiaries");

**WHEREAS:** For administrative, tax and other business purposes, it may be desirable to merge Sybase Subsidiaries with the Corporation or other Sybase Subsidiaries, to have Sybase Subsidiaries acquired by other Sybase Subsidiaries or to dissolve, reincorporate, reorganize or change the corporate form of Sybase Subsidiaries;

**RESOLVED:** That the merger of any Sybase Subsidiary with the Corporation or any direct or indirect Sybase Subsidiary as now or hereafter proposed by the President, Chief Financial Officer, General Counsel or Corporate Controller is hereby approved;

**RESOLVED FURTHER:** That the acquisition of any Sybase Subsidiary by any direct or indirect Sybase Subsidiary (whether through sale of assets or through any purchase, transfer or exchange of stock) as now or hereafter proposed by the President, Chief Financial Officer, General Counsel or Corporate Controller is hereby approved;

**RESOLVED FURTHER:** That the dissolution, liquidation, winding up, reincorporation or change in corporate form or organization of any Sybase Subsidiary as now or hereafter proposed by the President, Chief Financial Officer, General Counsel or Corporate Controller is hereby approved;

**RESOLVED FURTHER:** That each of the officers of this Corporation is hereby authorized and directed on the Corporation's behalf (as a shareholder or in any other capacity) to negotiate, execute and deliver any and all resolutions, consents, requests, applications, certificates and agreements that such officer deems necessary, required or appropriate in connection with any such mergers or acquisitions of Sybase Subsidiaries;

**RESOLVED FURTHER:** That each of the officers of this Corporation is hereby authorized and directed on the Corporation's behalf (as a shareholder or in any other capacity) to negotiate, execute and deliver any and all resolutions, consents, requests, applications, certificates and agreements that such officer deems necessary, required or appropriate in connection with the dissolution, liquidation, winding up, reincorporation or change in corporate form or organization of any Sybase Subsidiaries as now or hereafter proposed by the President, Chief Financial Officer, General Counsel or Corporate Controller is hereby approved;

**RESOLVED FURTHER:** That the form of any resolution required to be approved under applicable laws in connection with the foregoing matters is hereby approved and adopted, and the Clerk of the Corporation is hereby directed to insert a copy of any such

resolutions in the minute book of the Corporation immediately following these resolutions;

**RESOLVED FURTHER:** That the officers of the Corporation and their designees, be, and each of them hereby is, authorized to execute, file and deliver, in the name of and on behalf of the Corporation and under its corporate seal or otherwise, such further agreements, documents and other instruments as any such officer may deem necessary or appropriate to effectuate the intent of the foregoing resolutions;

**RESOLVED FURTHER:** That the officers of the Corporation and their designees be, and each of them hereby is, authorized and directed to do all things necessary and desirable to carry out the intent of the foregoing resolutions;

**RESOLVED FURTHER:** That the taking of any action or the execution of any instrument by an officer of the Corporation in connection with the foregoing resolutions shall be conclusive of his or her determination that the same was necessary to serve the best interests of the Corporation; and

**RESOLVED FURTHER:** That all acts and deeds heretofore done by any director or officer of the Corporation intended to carry out the intent of the foregoing resolutions are hereby ratified and approved.

3. The effective date of the merger shall be the date approved and filed by the Secretary of the Commonwealth. If an alternative date is desired, specify such date, which shall not be more than thirty days after the date of filing.

Section 5 below may be deleted if the parent corporation is organized under the laws of Massachusetts.

6. The parent corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any portion of any obligations assumed under the laws of Massachusetts with which it has merged, and its obligation shall be satisfied by the parent corporation, including the obligation created by General Laws, Chapter 156B, Section 82. Subsection (b) may hereby be amended to read: "The parent corporation shall be liable for any and all obligations against the parent corporation in the Commonwealth of Massachusetts, and it hereby appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligations, including those, in the same manner as provided in Chapter 181.

SIGNED UNDER THE PENALTIES OF PERJURY ON 29 day of April, 19 32

 President

 Clerk

\*Delete any illegible words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these words shall be deleted and replaced by the words "including" "powers and duties."

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THE COMMONWEALTH OF MASSACHUSETTS

SECRETARY OF THE COMMONWEALTH

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS  
(General Laws, Chapter 156B, Section 82)

MAY 1 PM 2:46

RECORDS DIVISION

I hereby approve the within Articles of Merger of Parent and Subsidiary Corporations and, the filing fee in the amount of \$ 750.00 having been paid, said articles are deemed to have been filed with me this 1st day of MAY, 19 97.

Effective date: \_\_\_\_\_

*William Francis Galvin*

WILLIAM FRANCIS GALVIN  
Secretary of the Commonwealth

A TRUE COPY ATTEST  
*William Francis Galvin*  
WILLIAM FRANCIS GALVIN  
SECRETARY OF THE COMMONWEALTH  
DATE \_\_\_\_\_ CLERK \_\_\_\_\_

2 OLIVER STREET  
BOSTON, MA 02109

TO BE FILLED IN BY CORPORATION  
Photocopy of document to be sent to:

CT Corporation Systems

49 Stevenson Street, Suite 900

San Francisco, CA 94105

Telephone: Richard Votava 415-547-7655