

10-06-2000



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To the Honorable Commis.

original documents or copy thereof.

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1. Name of conveying party(ies): **MD 9-28-00**

Poms Corporation

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State of **Delaware**
 Other _____

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

2. Name and address of receiving party (ies)

Name: Honeywell Poms Corp.
Internal Address: _____
Street Address: 13655 Dulles Technology Drive
City: Herndon State: VA ZIP: 20171

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State of **Delaware**
 Other _____

3. Nature of conveyance: **28**

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 21, 1999

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

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

A. Trademark Application No.(s) **TM**
See Attached Schedule

Additional numbers attached? Yes No

B. Trademark Registration No. (s)
See Attached Schedule

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

Name: David A. Cohen, Esq.
Internal Address: _____
Honeywell International Inc.
Street Address: 101 Columbia Road
City: Morristown State: NJ ZIP: 07962

6. Total number of applications and registrations involved 7

7. Total fees (37 CFR 3.41).....\$ 190

Enclosed
 Authorized to be charged to deposit account

Deposit account number: 01-1125 01-1255

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

8. 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.

David A. Cohen [Signature]
Name of Person Signing Signature

chg 190
9/28/00
Date

Total number of pages including cover sheet, attachments, and document: **6**

Mail documents to be recorded with required cover sheet information to:
Assistant Commissioner for Trademarks
BOX ASSIGNMENTS
2900 Crystal Drive
Arlington, VA 22202-3513

Poms Corporation Trademark Schedule

Trademark	Registration No.
FAIM	2,063,134
FAST-TRACK APPLICATION INSTALLATION METHOD	2,115,385
INCODE	1,688,837
LEITSTAND	1,791,331
POMS	1,639,556
PROCEDUREWARE	2,062,519
SOMS	1,884,701

**CERTIFICATE OF MERGER
OF
HONEYWELL ACQUISITION CORP.
a Delaware corporation,
WITH AND INTO
POMS CORPORATION,
a Delaware corporation**

The undersigned corporation, POMS Corporation, a corporation duly organized and existing under the laws of the State of Delaware, hereby certifies as follows:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
POMS Corporation	Delaware
Honeywell Acquisition Corp.	Delaware

SECOND: That an Agreement and Plan of Merger, dated December 2, 1999, among Honeywell Inc., Honeywell Acquisition Corp., and POMS Corporation has been approved, adopted, certified, executed, and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is POMS Corporation.

FOURTH: That the Certificate of Incorporation of the surviving corporation is hereby amended and restated in its entirety as set forth in Exhibit A hereto.

FIFTH: That the executed Agreement and Plan of Merger is on file at an office of the surviving corporation, 13655 Dulles Technology Drive, Herndon, Virginia 20171.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, this Certificate of Merger has been executed by a duly authorized officer of POMS Corporation this 21st day of December, 1999.

POMS CORPORATION



Curtis L. Grina, Chief Executive Officer

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Exhibit A**Certificate of Incorporation
of
HONEYWELL POMS CORP.****Article I**

The name of this Corporation is Honeywell POMS Corp.

Article II

(a) The address of the registered office of this Corporation in the State of Delaware is Corporation Service Company, 1013 Centre Road, Wilmington, Delaware 19805, located in New Castle County.

(b) The registered agent at that address is Corporation Service Company.

Article III

The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law. f

Article IV

The total number of shares of all classes of capital stock that this Corporation shall have authority to issue is 1,000 shares, all of which shall be common stock, par value \$.001 per share.

Article V

Except as may otherwise be required by law, the books of this Corporation may be kept within or outside of the State of Delaware, at such places as the Board of Directors may designate from time to time.

Article VI

No election of directors at any time need be by written ballot, unless the bylaws of this Corporation shall then so provide.

Article VII

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend, and repeal bylaws of this Corporation from time to time, without any action by stockholders. The bylaws so made by the directors may be amended or repealed by action of stockholders.

Article VIII

(a) This Corporation shall defend and indemnify each director, officer, or employee of this Corporation against liability to this Corporation and its stockholders to the maximum extent permitted under the laws of the State of Delaware. Among other things, this Corporation shall defend and indemnify each director, officer, or employee of this Corporation, ~~or of any other corporation or organization which he or she served as such at the request of this Corporation,~~ against any liability or reasonable expense incurred with respect to any proceeding to which the director, officer, or employee is a party or is threatened to be made a party by reason of being a director or officer of this Corporation to the fullest extent permissible under, and subject to the conditions and restrictions of, Section 145 and any successor and related sections of the Delaware General Corporation Law.

(b) The directors, officers, and employees of this Corporation shall be absolved of liability to this Corporation and its stockholders to the maximum extent permitted under the laws of the State of Delaware. Among other things, the directors of this Corporation shall have no liability for monetary damages for breach of fiduciary duty as directors, except for (1) breaches of the duty of loyalty to this Corporation or its stockholders, (2) acts or omissions not made in good faith or that involve intentional misconduct or knowing violation of law, (3) transactions prohibited under Section 174 (or successor sections) of the Delaware General Corporation Law, and (4) transactions from which a director derives improper personal benefit.

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