

WRD 9/16/00

09-20-2000

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



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

101467028

### 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

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

#### Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
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

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01 FC:481 40.00 OP  
02 FC:482 75.00 OP

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:  
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TRADEMARK  
 REEL: 002141 FRAME: 0868

**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

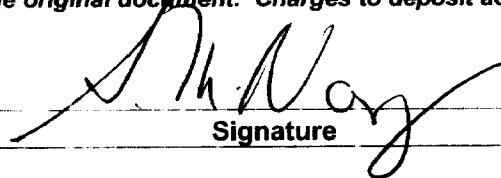
No

**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.

Sandra Nangeroni

Name of Person Signing



Signature

8/29/00

Date Signed

**CERTIFICATE OF MERGER  
OF**

**ROVING SOFTWARE INCORPORATED  
a Massachusetts corporation**

**INTO**

**ROVING SOFTWARE INCORPORATED  
a Delaware corporation**

**(UNDER SECTION 252 OF THE GENERAL  
CORPORATION LAW OF THE STATE OF DELAWARE)**

**Roving Software Incorporated, a Delaware corporation, hereby certifies that:**

- (1) The name and state of incorporation of each of the constituent corporations are:**
  - (a) Roving Software Incorporated, a Massachusetts corporation ("Roving-MA"); and**
  - (b) Roving Software Incorporated, a Delaware corporation ("Roving-DE").**
- (2) An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by Roving-MA and Roving-DE, in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.**
- (3) The name of the surviving corporation (the "Surviving Corporation") is Roving Software Incorporated, a Delaware corporation.**
- (4) The certificate of incorporation of Roving-DE shall be the certificate of incorporation of the Surviving Corporation.**
- (5) The Surviving Corporation is a corporation under the laws of the State of Delaware.**
- (6) The executed Agreement of Merger is on file at the principal place of business of the Surviving Corporation at 321 Commonwealth Road, Wayland, Massachusetts 01778.**
- (7) A copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of Roving-MA or Roving-DE**
- (8) The authorized capital stock of Roving-MA is 26,104,194 shares, consisting of 17,000,000 shares of Common Stock, no par value; 2,330,000 shares of Series A Redeemable Convertible Preferred Stock, no par value; and 6,774,194 shares of Series B Convertible Preferred Stock, no par value.**
- (9) The effective date of this Certificate of Merger shall be the date of its filing.**

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate to be signed by the undersigned authorized officer, on the 19 day of July, 2000.

Roving Software Incorporated  
a Massachusetts corporation

By Glen Randolph Parker  
Glen Randolph Parker, President

Roving Software Incorporated  
a Delaware corporation

By Glen Randolph Parker  
Glen Randolph Parker, President

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:

"ROVING SOFTWARE INCORPORATED", A MASSACHUSETTS CORPORATION, WITH AND INTO "ROVING SOFTWARE INCORPORATED" UNDER THE NAME OF "ROVING SOFTWARE INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF JULY, A.D. 2000, AT 9:01 O'CLOCK A.M.

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



*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATOR: 0580067  
DATE: 07-25-00

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