

09-21-2000



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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

Name Execution Date
Month Day Year

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

FOR OFFICE USE ONLY

09/20/2000 KTHR11 00000274 75717099

01 FC:481 40.00 DF
02 FC:482 175.00 DF

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

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.

John C. Lindsey
Name of Person Signing


Signature

9/1/2000
Date Signed

State of Delaware
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:

"HAHT SOFTWARE, INC.", A NORTH CAROLINA CORPORATION, WITH AND INTO "HAHT COMMERCE, INC." UNDER THE NAME OF "HAHT COMMERCE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2000, AT 9 O'CLOCK A.M.

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



3237838 8100M

001336499

Edward J. Freel, Secretary of State

AUTHENTICATION: 0536442

DATE: 07-03-00

CERTIFICATE OF MERGER
OF
HAHT SOFTWARE, INC., A NORTH CAROLINA CORPORATION
INTO
HAHT COMMERCE, INC., A DELAWARE CORPORATION

**Under Section 252(c) of the
General Corporation Law
Of the State of Delaware**

HAHT Commerce, Inc., a Delaware corporation, hereby certifies that:

FIRST: The name and state of incorporation of each of the constituent corporations to the merger are:

1. HAHT Software, Inc., a North Carolina corporation.
2. HAHT Commerce, Inc., a Delaware corporation.

SECOND: A plan of merger (the "Plan of Merger") providing for the merger of HAHT Software, Inc., a North Carolina corporation, into HAHT Commerce, Inc., a Delaware corporation, with HAHT Commerce, Inc., a Delaware corporation as the surviving corporation (sometimes referred to herein as the "Surviving Corporation"), has been duly approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the Delaware General Corporation Law.

THIRD: The name of the Surviving Corporation is HAHT Commerce, Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of HAHT Commerce, Inc., a Delaware corporation, shall be the certificate of incorporation of the Surviving Corporation.

FIFTH: The Plan of Merger as executed is on file at the principal place of business of the Surviving Corporation at:

HAHT Commerce, Inc.
400 Newton Road
Raleigh, NC 27615

SIXTH: A copy of the Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of each of the constituent corporations.

SEVENTH: The aggregate number of shares of stock which HAHT Software, Inc. has the authority to issue is 146,955,940 shares, of which 84,000,000 shares, par value of \$0.001 per share are designated Common stock; 1,000,000 shares, par value of \$0.001 per share are designated Series A Preferred stock; 3,258,200 shares, par value of \$0.001 per share are designated Series B Preferred stock; 3,039,156 shares, par value of \$0.001 per share are designated Series C Preferred stock; 5,000,000 shares, par value of \$0.001 per share are designated Series C-1 Preferred stock; 18,000,000 shares, par value of \$0.001 per share are designated Series D Preferred stock; and 27,658,584 shares, par value of \$0.001 per share are designated Series E Preferred stock.

IN WITNESS WHEREOF, HAHT Commerce, Inc. has caused this Certificate to be signed by J. Nick Riehle, its Executive Vice President this 30th day of June, 2000.

HAHT Commerce, Inc.



J. Nick Riehle
Executive Vice President

STATE OF
NORTH
CAROLINA



C O P Y

Department of The
Secretary of State

To all whom these presents shall come, Greetings:

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF MERGER

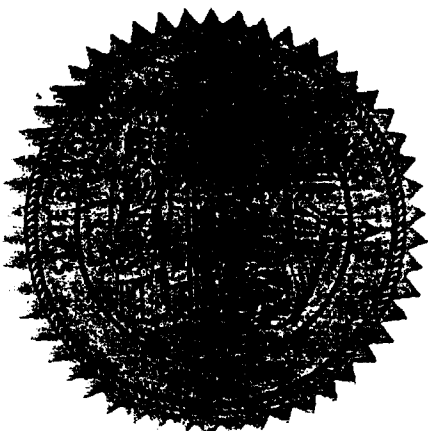
OF

HAHT SOFTWARE, INC.

INTO

HAHT COMMERCE, INC.

the original of which was filed in this office on the 30th day of June, 2000.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 30th day of June, 2000.

Elaine F. Marshall

Secretary of State

TRADEMARK
REEL: 002142 FRAME: 0547

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**ARTICLES OF MERGER
OF
HAHT SOFTWARE, INC., A NORTH CAROLINA CORP
INTO
HAHT COMMERCE, INC., A DELAWARE CORPORATION**

SOSID:
Date Filed: 6/30/2000 11:29 AM
Elaine F. Marshall
North Carolina Secretary of State

HAHT Commerce, Inc., a corporation organized under the law of Delaware (the "surviving corporation"), hereby submits these Articles of Merger for the purpose of merging HAHT Software, Inc., a corporation organized under the law of North Carolina (the "merging corporation"), into the surviving corporation:

- I. The Agreement and Plan of Merger attached hereto as Exhibit A was duly approved in the manner prescribed by law by the corporations participating in the merger.
- II. Approval of such Plan by the shareholders of the surviving corporation was not required pursuant to Section 251(f) of the General Corporation Law of the State of Delaware.
- III. The merger will become effective as of 11:59 P.M. Eastern Time on the 30th day of June, 2000.

This the 27th day of June, 2000.

HAHT Commerce, Inc.



J. Nick Riche, Executive Vice President

EXHIBIT A**AGREEMENT AND PLAN OF MERGER**

THIS PLAN OF MERGER (the "Plan") dated as of June 27, 2000 has been adopted by HAHT Commerce, Inc., a Delaware corporation ("HAHT Delaware") and HAHT Software, Inc., a North Carolina corporation ("HAHT NC").

1. The Merger. At the Effective Time (as hereinafter defined), HAHT NC shall be merged with and into HAHT Delaware (the "Merger"), the separate corporate existence of HAHT NC shall thereupon cease, and HAHT Delaware shall be the surviving corporation in the Merger (the "Surviving Corporation"). The name of the Surviving Corporation shall be HAHT Commerce, Inc. The Merger shall be effected pursuant to the provisions of and shall have the effect provided by the Business Corporation Act of the State of North Carolina (the "BCA") and the General Corporation Law of Delaware ("DGCL").

2. Articles of Incorporation and Bylaws. On and subsequent to the Effective Time, the Articles of Incorporation and Bylaws of HAHT Delaware in effect immediately prior to the Effective Time shall continue to be the Certificate of Incorporation and Bylaws of the Surviving Corporation, until duly amended in accordance with the terms thereof and the BCA and DGCL.

3. Effect of the Merger. At the Effective Time, the corporate existence of HAHT NC shall cease, as provided in the BCA and DGCL, and be merged into HAHT Delaware, and the Surviving Corporation shall be deemed to continue as an entity with an identity separate of HAHT NC. The Surviving Corporation shall, from and after the Effective Time, possess all the rights, privileges, powers and franchises of whatsoever nature and description, as well as a public or private nature, and be subject to all the restrictions, liabilities and duties of HAHT NC; and all rights, privileges, powers and franchises of HAHT NC, and all property, tangible and intangible, real, personal and mixed, and debts due to HAHT NC on whatever account as well for stock subscriptions as all other things in action or belonging to HAHT NC shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectively the property of the Surviving Corporation as they were of HAHT NC prior to the Merger, and the title to any real estate vested by deed or otherwise in any of HAHT NC shall not revert or be in any way impaired by reason of the Merger. All rights of creditors and all liens upon the property of HAHT NC shall be preserved unimpaired, and all debts, liabilities and duties of HAHT NC shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against HAHT NC may be prosecuted to judgment or decree as if the Merger had not taken place, or the Surviving Corporation may be substituted in such action or proceeding.

4. Conversion and Exchange of Shares. Upon and by reason of the Merger becoming effective, each share of HAHT NC Common Stock, Series A Preferred Stock, Series B

Preferred Stock, Series C Preferred Stock, Series C-1 Preferred Stock, Series D Preferred Stock and Series E Preferred Stock ("HAHT NC Stock") (including shares underlying warrants and convertible debt) issued and outstanding immediately prior to the Effective Time shall thereupon, without any action on the part of the holder thereof or HAHT NC, be converted into and become the right to receive one share of the Common Stock, Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series C-1 Preferred Stock, Series D Preferred Stock and Series E Preferred Stock, respectively, of HAHT Delaware ("HAHT Delaware Stock"). No fractional shares shall be issued. In lieu of fractional shares, HAHT Delaware will pay cash to the holder of such fractional shares based upon the fair market value of the fractional share as of the Effective Time.

5. Stock Certificates. After the Effective Time, each holder of an outstanding certificate or certificates of HAHT NC Stock may surrender the same, and such holder shall be entitled, upon such surrender, to receive in exchange therefor a certificate or certificates representing the number of whole shares of HAHT Delaware Stock, into and for which the shares of HAHT NC Stock so surrendered shall have been converted and exchanged as provided above. Until a certificate which represented shares of HAHT NC Stock prior to the Effective Time and which is held by a person entitled to receive HAHT Delaware Stock is surrendered, such certificate shall evidence for all purposes the ownership of shares of HAHT Delaware Stock into which the shares of HAHT NC Stock represented by such certificate prior to the Effective Time have been converted as provided above.

6. Stock Options. On the Effective Time, HAHT NC hereby assigns, delegates and transfers to HAHT Delaware, and HAHT Delaware hereby assumes and continues: (i) all of HAHT NC's stock option plans (including, without limitation, all of HAHT NC's rights, title, interests, remedies, powers, obligations and duties under such stock option plans) in existence on the Effective Time, and (ii) the outstanding and unexercised portions of all outstanding options to purchase HAHT NC Stock (including, without limitation, all of HAHT NC's rights, title, interests, remedies, powers, obligations and duties under such stock options), whether granted under any such stock option plan or otherwise. The outstanding and unexercised portions of all options to purchase HAHT NC Stock, including without limitation all options outstanding under HAHT NC's stock option plans and any other outstanding stock options, shall as of the Effective Time become options to purchase the number of shares of HAHT Delaware Stock equal to one share for each share of HAHT NC Stock subject to such option at a price per share that is equal to the price for the corresponding HAHT NC Stock, with no other changes in terms or conditions, unless such changes shall be required to maintain the tax qualified status of incentive stock options under the Internal Revenue Code of 1986, as amended (the "Code"). Consistent with the provisions of the Code and the regulations, HAHT Delaware may, in its discretion, grant new options to purchase shares of HAHT Delaware Stock under the continued stock plans or otherwise, in the stead of HAHT NC Stock as if HAHT Delaware had been the creator of HAHT NC's stock option plans and stock options, and HAHT Delaware shall be substituted for and have all the obligations and liabilities of HAHT NC under such continued stock plans and stock options. HAHT Delaware Stock shall be substituted for HAHT NC Stock as to any options granted by HAHT Delaware pursuant to the continued stock plans or otherwise subsequent to the Effective Time. It is the intention of the parties hereto that while the benefits of HAHT NC's stock option plans and stock options shall be preserved for the employees of HAHT NC, the

assumption of such stock option plans and the outstanding and unexercised portions of all options to purchase HAHT NC Stock by HAHT Delaware shall not confer any additional benefits on the holders of options granted under the stock option plans or otherwise, whether now outstanding or hereafter granted.

7. **Officers and Directors.** The officers of the Surviving Corporation at and as of the Effective Time shall consist of all the persons who are officers of HAHT NC immediately prior to the Effective Time until their successors have been duly elected or appointed and qualified in accordance with the Surviving Corporation's Certificate of Incorporation and Bylaws. The Board of Directors of the Surviving Corporation at and as of the Effective Time shall consist of all the persons who are directors of HAHT NC immediately prior to the Effective Time until their successors have been duly elected or appointed and qualified in accordance with the Surviving Corporation's Certificate of Incorporation and Bylaws.

8. **Ratification by Shareholders.** This Plan shall be submitted to the shareholders of HAHT NC for approval in accordance with applicable laws and the Articles of Incorporation and Bylaws of HAHT NC, and to the stockholders of HAHT Delaware for approval in accordance with applicable laws and the Certificate of Incorporation and Bylaws of HAHT Delaware. HAHT Delaware and HAHT NC shall proceed expeditiously and cooperate fully in the procurement of any other consents and approvals and the taking of any other action, and the satisfaction of all other requirements prescribed by law or otherwise, necessary for consummation of the Merger on the terms herein provided.

9. **Termination.** If for any reason the consummation of the Merger is inadvisable in the opinion of the Boards of Directors of HAHT NC or HAHT Delaware, this Plan may be terminated at any time before the Effective Time by notice by one or more party to the other. Upon termination by notice as provided in this Section, this Plan shall be void and of no further force or effect.

10. **Effective Time.** The Merger shall become effective, and the Effective Time of the Merger shall occur upon the filing in advance thereof of the Articles of Merger with the North Carolina Secretary of State and the Certificate of Merger with the Delaware Secretary of State.