

FDPM PTO-1618A



10-02-2000

U.S. Patent & TMO/TM Mail Rcpt Dt. #58

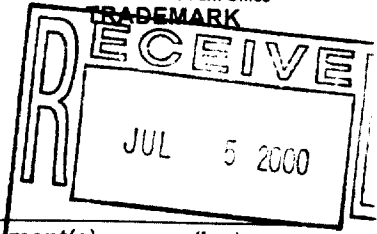
10-25-2000



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RECORDATION FORM COVER SHEET
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U.S. Department of Commerce
Patent and Trademark Office



10-2-00

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
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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 Hell's Kitchen Systems, Inc.

Execution Date
Month Day Year
May 25, 2000

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name Red Hat, Inc.

DBA/AKATA _____

Composed of _____

Address (line 1) 2600 Meridian Parkway

Address (line 2) PO Box 13588 Research Triangle Park

Address (line 3) Durham

City

North Carolina

State/Country

27713

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 Delaware

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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.

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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)

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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.

Edward L. Pencoske

Name of Person Signing

Signature

3 July 2000

Date Signed

07-31-2000

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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)

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Address (line 3)

Address (line 4)

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No

Statement and Signature

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Edward L. Pencoske

Name of Person Signing

Signature

3 July 2000

Date Signed

COPY

CERTIFICATE OF OWNERSHIP AND MERGER
OF

HELL'S KITCHEN SYSTEMS, INC.
(a Pennsylvania corporation)

into

RED HAT, INC.
(a Delaware corporation)

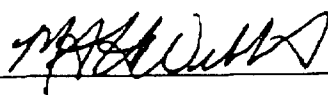
Pursuant to §253 of
Delaware General Corporation Law

It is hereby certified that:

1. Red Hat, Inc. (the "Corporation") is a corporation organized under the laws of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of capital stock of Hell's Kitchen Systems, Inc., a corporation organized under the laws of the State of Pennsylvania. ("HKS").
3. The laws of the jurisdiction of organization of HKS permit the merger of a corporation of that jurisdiction with a corporation of another jurisdiction.
4. The Corporation hereby merges HKS into the Corporation pursuant to §253 of Delaware General Corporation Law.
5. Attached hereto as Exhibit A is a copy of the resolutions adopted unanimously on May 24, 2000 by the Board of Directors of the Corporation to merge HKS into the Corporation.
6. The effective time of this Certificate of Ownership and Merger, and the effective merger time, shall be 11:59 p.m. on May 31, 2000.

Executed on the 25th day of May, 2000.

RED HAT, INC.

By: 
Name: MARK H. WEBBER
Title: GENERAL COUNSEL

**RESOLUTIONS
OF THE
BOARD OF DIRECTORS
OF
RED HAT, INC.**

May 24, 2000

The Board of Directors of Red Hat, Inc., a Delaware corporation (the "Corporation"), adopted the following resolutions at its regularly scheduled meeting on May 24, 2000:

WHEREAS, the Corporation is the owner of all of the outstanding shares of capital stock of Hell's Kitchen Systems, Inc., a corporation organized under the laws of the Commonwealth of Pennsylvania ("HKS"); and

WHEREAS, the Board, after duly reviewing the ramifications of merging HKS into Red Hat, wishes to effect the merger of HKS into Red Hat in accordance with the Plan of Merger attached hereto as Exhibit A; and

WHEREAS, by HKS being the wholly-owned subsidiary of Red Hat, the merger of HKS into Red Hat may be effected, pursuant to Section 1924(b)(3) of Pennsylvania Business Corporation Law and Section 253 of the Delaware General Corporation Law, by resolution of this Board.

NOW, THEREFORE, BE IT HEREBY RESOLVED, that the Board, after due consideration of the financial circumstances of the Corporation, hereby adopts the following resolutions for the purpose of effecting the merger of HKS into the Corporation, and

BE IT FURTHER RESOLVED, that the Plan of Merger attached hereto as Exhibit A be adopted by the Corporation and HKS be merged into the Corporation as provided therein; and

BE IT FURTHER RESOLVED, that the Corporation assume all of the obligations of HKS; and

BE IT FURTHER RESOLVED, that the Corporation shall cause to be executed and filed any and all documents prescribed by the laws of the State of Delaware, by the laws of the Commonwealth of Pennsylvania, and by the laws of any other appropriate jurisdiction, and will cause to be performed all necessary acts within such jurisdictions; and

BE IT FURTHER RESOLVED, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be 11:59 p.m. on May 31, 2000, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective merger time; and

BE IT FURTHER RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed on its behalf to take all such actions and to prepare, execute and deliver any and all certificates, instruments and documents, agreements and undertakings, and to do any and all acts or things, as they or any of them, consider necessary, appropriate or desirable to carry out the intent and purposes of all of the foregoing resolutions.

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RECORDED: 10/02/2000

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