

10-26-2000



101497582

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

10-10-00

- 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
- Change of Name
- Other

Effective Date  
Month Day Year  
3/3/00

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

- Corporation
- Association

Other

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.)

Citizenship/State of Incorporation/Organization

10/25/2000 18VAF 000001 7 75822879  
01 FD-481 90.10 00

FOR OFFICE USE ONLY

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)

<input type="text" value="75822879"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**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.

Susan Okin Goldsmith

*Susan Okin Goldsmith*

October 5, 2000

Name of Person Signing

Signature

Date Signed

CERTIFICATE OF MERGER

**FILED**

OF

MAR 8 2000

SALESPLUS/CORNET INC.

INTO

DENDRITE INTERNATIONAL, INC.

To the Department of the Treasury  
State of New Jersey

Pursuant to the provisions of Sections 14A:10-5.1 and 14A:10-7(4) of the New Jersey Business Corporation Act, the New Jersey parent business corporation hereinafter named does hereby certify that:

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Delaware, is SalesPlus/CorNet Inc. (the "Subsidiary Corporation").

2. The name of the parent corporation, which is a business corporation organized under the laws of the State of New Jersey, is Dendrite International, Inc. (the "Parent Corporation").

3. The number of outstanding shares of the Subsidiary Corporation is 100, all of which are of one class, and all of which are owned by the Parent Corporation.

4. The following is the Plan of Merger for merging the Subsidiary Corporation into the Parent Corporation as approved by the Board of Directors of the Parent Corporation on February 29, 2000.

"1. Dendrite International, Inc., which is a business corporation of the State of New Jersey and is the owner of all of the outstanding shares of SalesPlus/CorNet Inc., which is a business corporation of the State of Delaware, hereby merges SalesPlus/CorNet Inc. into Dendrite International, Inc. pursuant to the provisions of the laws of the State of Delaware and of the New Jersey Business Corporation Act.

2. The separate existence of SalesPlus/CorNet Inc. shall cease upon the effective date of the merger pursuant to the provisions of the laws of the State of Delaware; and Dendrite International, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the New Jersey Business Corporation Act.

3. The issued shares of SalesPlus/CorNet Inc. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.

4. The issued shares of Dendrite International, Inc. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of Dendrite International, Inc.

5. The Board of Directors and the proper officers of Dendrite International, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

5. Neither the Certificate of Incorporation of the Parent Corporation nor the Certificate of Incorporation of the Subsidiary Corporation requires the approval of its shareholders to authorize the merger herein certified.

6. The applicable provisions of the laws of the jurisdiction of organization of the Subsidiary Corporation relating to the merger of the Subsidiary Corporation into the Parent Corporation have been complied with in accordance with the filing and recording requirements thereof.


7. The Parent Corporation will continue its existence as the Surviving Corporation pursuant to the provisions of the New Jersey Business Corporation Act.

8. The merger herein certified shall become effective in the State of New Jersey at the time when this Certificate of Merger is filed with the Secretary of State of the State of New Jersey.


\*\*\*\*\*

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Merger  
as of the 29 of February, 2000.

SALESPLUS/CORNET INC.

By:   
\_\_\_\_\_  
Christopher J. French  
Executive Vice President

DENDRITE INTERNATIONAL INC.

By:   
\_\_\_\_\_  
Christopher J. French  
Vice President

MAR 15 2000 6:15 PM FR BUCHANAN INGERSOLL 9 520 0360 TO 19734252100

03/01/00 WED 12:35 FAX 609 520 0360  
02/29/00 18:04 FAX

BUCHANAN INGERSOLL  
DENDRITE USA

P.05  
005

EXHIBIT B

CERTIFICATE OF OWNERSHIP AND MERGER

CERTIFICATE OF OWNERSHIP AND MERGER

of

SALESPLUS/CORNET INC.  
(a Delaware corporation)

into

DENDRITE INTERNATIONAL, INC.  
(a New Jersey corporation)

Pursuant to the provisions of Section 253 of the Delaware General Corporation Law, it is hereby certified that:

1. Dendrite International, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of New Jersey.
2. The Corporation is the owner of all of the outstanding shares of stock of SalesPlus/CorNet Inc., which is a business corporation of the State of Delaware.
3. The laws of the jurisdiction of organization of Dendrite International, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges SalesPlus/CorNet Inc. into the Corporation.
5. The following is a copy of the resolutions adopted on February <sup>29</sup>, 2000 by the Board of Directors of the Corporation to merge the said SalesPlus/CorNet Inc. into the Corporation:

RESOLVED, that SalesPlus/CorNet Inc. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of SalesPlus/CorNet Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by SalesPlus/CorNet Inc. in its name; and it is further

RESOLVED, that this Corporation assume all of the obligations of SalesPlus/CorNet Inc.; and it is further

RESOLVED, that this Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of SalesPlus/CorNet Inc., as well as for enforcement of any

obligation of this Corporation arising from the merger herein provided for; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

Dendrite International, Inc.  
1200 Mount Kemble Avenue  
Morristown, NJ 07960  
ATTN: Christopher J. French, Esq.,  
Vice President, General Counsel and Secretary

; and it is further

RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of New Jersey, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of SalesPlus/CorNet Inc. and of this Corporation and in any other appropriate jurisdiction; and it is further

RESOLVED, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be at the time when this Certificate of Merger is filed with the Secretary of State of the State of Delaware, 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.

\* \* \* \* \*



IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Ownership and Merger as of the 29 of February, 2000.

DENDRITE INTERNATIONAL, INC.

By:   
\_\_\_\_\_  
Christopher J. French  
Vice President

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

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 OWNERSHIP, WHICH MERGES:

"SALESPLUS/CORNET INC.", A DELAWARE CORPORATION,  
WITH AND INTO "DENDRITE INTERNATIONAL, INC." UNDER THE NAME OF "DENDRITE INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW JERSEY, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF MARCH, 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.



3187332 8100M

001108872

Handwritten signature of Edward J. Freel in cursive script.

---

Edward J. Freel, Secretary of State

AUTHENTICATION: 0296778

DATE: 03-06-00

TRADEMARK  
REEL: 002161 FRAME: 0971

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 03/03/2000  
001108872 - 2360667

CERTIFICATE OF OWNERSHIP AND MERGER

of

SALESPLUS/CORNET INC.  
(a Delaware corporation)

into

DENDRITE INTERNATIONAL, INC.  
(a New Jersey corporation)

Pursuant to the provisions of Section 253 of the Delaware General Corporation Law, it is hereby certified that:

1. Dendrite International, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of New Jersey.
2. The Corporation is the owner of all of the outstanding shares of stock of SalesPlus/CorNet Inc., which is a business corporation of the State of Delaware.
3. The laws of the jurisdiction of organization of Dendrite International, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges SalesPlus/CorNet Inc. into the Corporation.
5. The following is a copy of the resolutions adopted on February <sup>29</sup> 2000 by the Board of Directors of the Corporation to merge the said SalesPlus/CorNet Inc. into the Corporation:

RESOLVED, that SalesPlus/CorNet Inc. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of SalesPlus/CorNet Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by SalesPlus/CorNet Inc. in its name; and it is further

RESOLVED, that this Corporation assume all of the obligations of SalesPlus/CorNet Inc.; and it is further

RESOLVED, that this Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of SalesPlus/CorNet Inc., as well as for enforcement of any

obligation of this Corporation arising from the merger herein provided for; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding; and does hereby specify the following address within the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

Desdrite International, Inc.  
1209 Mount Kemble Avenue  
Morristown, NJ 07960  
ATTN: Christopher J. French, Esq.,  
Vice President, General Counsel and Secretary

; and it is further

RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of New Jersey, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of SalesPlus/ConNet Inc. and of this Corporation and in any other appropriate jurisdiction; and it is further

RESOLVED, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be at the time when this Certificate of Merger is filed with the Secretary of State of the State of Delaware, 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.

\* \* \* \* \*

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Ownership and Merger as of the 29 of February, 2000.

DENDRITE INTERNATIONAL, INC.

By:   
\_\_\_\_\_  
Christopher J. French  
Vice-President

— NO. 003 —

MAR 6 2000 11:49AM CORP SERVICES CO

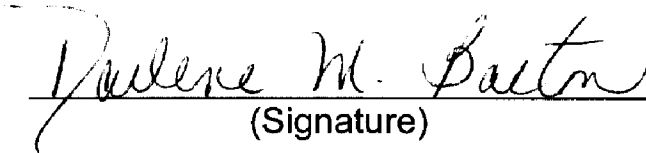
**CERTIFICATE OF MAILING UNDER 37 CFR 1.8**

I hereby certify that the following document(s) is/are being deposited with the United States Postal Service with sufficient postage as first class mail in an envelope addressed to:

Assistant Commissioner for Patents and Trademarks  
Assignment Division  
Washington, D.C. 20231

Document: Assignment Recordation Form Cover Sheet  
ASN: 75/822,879

on: October 5, 2000  
(Date)

  
\_\_\_\_\_  
(Signature)

Darlene M. Barton  
(Typed or printed name of person signing Certificate)



# Buchanan Ingersoll

ATTORNEYS

Incorporated in Pennsylvania

Darlene M. Barton

(609) 987-6859

Bartondm@bipc.com

October 5, 2000

## VIA REGULAR MAIL

Assistant Commissioner for Patents and Trademarks

Box Assignments

Washington, D.C. 20231

**Re: Certificate of Merger**

Ladies and Gentlemen:

Enclosed please find the following:

1. Recordation Form Cover Sheet ;
2. Copy of Certificate of Merger;
3. Check # 2589 for \$40.00
4. Certificate of First Class Mail; and
5. Return Receipt Postcard.

Please charge any additional fees associated with this matter to deposit account No. 50-1057.

Respectfully submitted,

SUSAN OKIN GOLDSMITH

SOG/db  
Encl.