

11-29-2000

A\$

FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

RE



SHEET

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

101530957

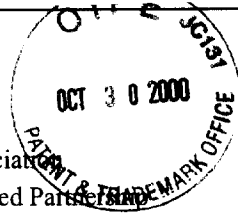
To the Honorable Commissioner of

the attached original documents or copy thereof.

1. Name of conveying party (ies):  
 think3design

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State: California  
 Other \_\_\_\_\_

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



2. Name and address of receiving party(ies):  
 Name: **think3 Inc.**  
 Internal Address: \_\_\_\_\_  
 Street Address: **2880 Lakeside Drive, Suite 250**  
 City: **Santa Clara** State: **CA** ZIP: **95054**

Individual(s) citizenship: \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State **Delaware**  
 Other \_\_\_\_\_

3. Nature of conveyance:

Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

Execution Date: June 30, 2000

If assignment 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) and addresses attached?     Yes     No

WRD 10/30/00

4. Application number(s) or patent number(s):  
 A. Trademark Application No.(s)  
**Please see attached list.**

Additional numbers attached?     Yes     No

B. Trademark Registration No.(s)  
**Please see attached list.**

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: **Andrew P. Bridges/Thomas D. Drescher**  
 Internal Address: \_\_\_\_\_  
**Wilson Sonsini Goodrich & Rosati**  
**Professional Corporation**  
 Street Address: **650 Page Mill Road**  
 City: **Palo Alto** State: **California** ZIP: **94304**

6. Total number of applications and registrations involved: ..... 9

7. Total fee (37 CFR 3.41) ..... **\$240.00**  
 Enclosed  
 Authorized to be charged to deposit account

**If fee insufficient, please charge**

8. Deposit account number:  
23-2415 Attn.: 18562.900  
 (Attach duplicate copy of this page if paying by deposit account.)

1/29/2000 MTHAI1 00000397 75607855  
 40.00 00  
 200.00 00

DO NOT USE THIS SPACE

9. 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.*

**Thomas D. Drescher**           10/24/00  
 Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and document: 16

Mail documents to be recorded with required cover sheet information to:  
 Commissioner of Patents & Trademarks, Box Assignments  
 Washington, D.C. 20231

**Attachment to Recordation Form Cover Sheet for think3 Inc.**

| <b><u>Trademark</u></b> | <b><u>Application Serial No.</u></b> |
|-------------------------|--------------------------------------|
| THINK3                  | 75/607,855                           |
| THINKCARE               | 75/630,409                           |
| THINKDESIGN             | 75/630,860                           |
| THINKDRAFT              | 75/630,412                           |
| THINKREAL               | 75/630,411                           |
| THINKSHAPE              | 75/630,406                           |
| THINKSOLUTIONS          | 75/630,598                           |
| THINKTEAM               | 75/630,597                           |

| <b><u>Trademark</u></b> | <b><u>Registration No.</u></b> |
|-------------------------|--------------------------------|
| CAD-LAB                 | 2,252,557                      |



State of Delaware  
Office of the Secretary of State

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 AGREEMENT OF MERGER, WHICH MERGES:

"THINK3DESIGN", A CALIFORNIA CORPORATION,

WITH AND INTO "THINK3 INC." UNDER THE NAME OF "THINK3 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 NEW CASTLE COUNTY RECORDER OF DEEDS.

**FOR  
REFERENCE ONLY**



Edward J. Freel, Secretary of State

3248156 8100M

001335986

0536382

AUTHENTICATION:

07-03-00

DATE:

**TRADEMARK  
REEL: 002182 FRAME: 0412**

**AGREEMENT AND PLAN OF MERGER  
OF THINK3 INC.  
A DELAWARE CORPORATION  
AND  
THINK3DESIGN  
A CALIFORNIA CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER dated as of June 29, 2000, (the "Agreement") is between think3 Inc., a Delaware corporation ("think3-Delaware") and think3design, a California corporation ("think3-California"). think3-Delaware and think3-California are sometimes referred to herein as the "Constituent Corporations."

**RECITALS**

A. think3-Delaware is a corporation duly organized and existing under the laws of the State of Delaware and has an authorized capital of 98,133,884 shares, 75,000,000 of which are designated "Common Stock", \$0.001 par value, and 23,133,884 of which are designated "Preferred Stock", \$0.001 par value. Of such authorized shares of Preferred Stock, 7,624,242 shares are designated "Series A Preferred Stock," 10,000,000 shares are designated "Series B Preferred Stock" and 5,509,642 shares are designated "Series C Preferred Stock." As of the date of this Agreement of Merger, 1,000 shares of Common Stock are issued and outstanding, all of which were held by think3-California. No shares of Preferred Stock are outstanding.

B. think3-California is a corporation duly organized and existing under the laws of the State of California and has an authorized capital of 98,133,884 shares, 75,000,000 of which are designated "Common Stock", no par value and 23,133,884 of which are designated "Preferred Stock", no par value. Of such authorized shares of Preferred Stock, 7,624,242 shares are designated "Series A Preferred Stock," 10,000,000 shares are designated "Series B Preferred Stock" and 5,509,642 shares are designated "Series C Preferred Stock." As of the record date of the solicitation of the consent of shareholders at which this Agreement of Merger was approved, 25,658,262 shares of Common Stock, 7,624,242 shares of Series A Preferred Stock, 9,768,095 shares of Series B Preferred Stock and 5,509,642 shares of Series C Preferred Stock were issued and outstanding.

C. The Board of Directors of think3-California has determined that, for the purpose of effecting the reincorporation of think3-California in the State of Delaware, it is advisable and in the best interests of think3-California that think3-California merge with and into think3-Delaware upon the terms and conditions herein provided.

D. The respective Boards of Directors of think3-Delaware and think3-California have approved this Agreement and have directed that this Agreement be submitted to a vote of their respective stockholders and executed by the undersigned officers.

**FOR  
REFERENCE ONLY**

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, think3-Delaware and think3-California hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

1. MERGER

(a) Merger. In accordance with the provisions of this Agreement, the Delaware General Corporation Law and the California General Corporation Law, think3-California shall be merged with and into think3-Delaware (the "Merger"), the separate existence of think3-California shall cease and think3-Delaware shall be, and is herein sometimes referred as, the "Surviving Corporation", and the name of the Surviving Corporation shall be think3 Inc.

(b) Filing and Effectiveness. The Merger shall be completed when the following actions shall have been completed:

(i) This Agreement and Merger was adopted and approved by the stockholders of each Constituent Corporation in accordance with the requirements of the Delaware General Corporation Law and the California General Corporation Law on June 21, 2000, respectively;

(ii) All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof;

(iii) An executed Agreement and Plan of Merger meeting the requirements of the Delaware General Corporation Law shall have been filed with the Secretary of State of the State of Delaware; and

(iv) An executed Certificate of Merger or an executed, acknowledged and certified counterpart of this Agreement meeting the requirements of the California Corporations Code shall have been filed with the Secretary of State of the State of California.

Pursuant to Section 251 of the Delaware General Corporation Law and Section 1128 of the California Corporations Code, the date and time when the Merger shall become effective, shall be the date upon which subsections (i), (ii) and (iii) of this Section 1(b) are satisfied and as to think3-California on the day subsection (iv) is satisfied, is herein called the "Effective Date of the Merger."

(c) Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of think3-California shall cease and think3-Delaware, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall be subject to all actions previously taken by its and think3-California's Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of think3-California in the manner more fully set forth in Section 259 of the Delaware General Corporation Law, (iv) shall continue to be subject to all of the debts, liabilities and obligations of think3-Delaware as constituted immediately prior to the Effective Date of the Merger, and (v) shall succeed, without other transfer, to all of the debts, liabilities and

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provided under the applicable provisions of the Delaware General Corporation Law and the California Corporations Code.

2. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

(a) Certificate of Incorporation. The Certificate of Incorporation of think3-Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

(b) Bylaws. The Bylaws of think3-Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

(c) Directors and Officers. The directors and officers of think3-California immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

3. MANNER OF CONVERSION OF STOCK

(a) think3-California Common Shares. Upon the Effective Date of the Merger, each share of think3-California Common Stock, no par value, issued and outstanding immediately prior thereto shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one share of fully paid and nonassessable of Common Stock, \$.001 par value, of the Surviving Corporation. No fractional share interests of Surviving Corporation Common Stock shall be issued. In lieu thereof, any fractional share interests to which a holder would otherwise be entitled shall be aggregated.

(b) think3-California Preferred Shares.

(i) Upon the Effective Date of the Merger, each share of Series A Preferred, Series B Preferred, and Series C Preferred Stock of think3-California, no par value, issued and outstanding immediately prior to the Merger, which shares are convertible into such number of shares of think3-California Common Stock as set forth in the think3-California Restated Articles of Incorporation, as amended, shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into or exchanged for one share of fully paid and nonassessable of Series A Preferred, Series B Preferred and Series C Preferred Stock of the Surviving Corporation, \$0.001 par value, respectively, having such rights, preferences and privileges as set forth in the Certificate of Incorporation of the Surviving Corporation, which share of Preferred Stock shall be convertible into the same number of shares of the Surviving Corporation's Common Stock, \$0.001 par value, as such share of think3-California Preferred Stock was so convertible into immediately prior to the Effective Date of the Merger, subject to adjustment pursuant to the terms of the Certificate of Incorporation of the Surviving Corporation.

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(c) think3-California Options, Warrants, Stock Purchase Rights and Convertible Securities.

(i) Upon the Effective Date of the Merger, the Surviving Corporation shall assume the obligations of think3-California under, and continue, the 1997 Stock Option Plan ("Stock Option Plan"), and all other employee benefit plans of think3-California. Each outstanding and unexercised option, warrant, other right to purchase, or security convertible into, think3-California Common Stock or think3-California Preferred Stock (a "Right") shall become, subject to the provisions in paragraph (c) hereof, an option, warrant, right to purchase or a security convertible into the Surviving Corporation's Common Stock or Preferred Stock, respectively, on the basis of one share of the Surviving Corporation's Common Stock or Preferred Stock, as the case may be, for each share of think3-California Common Stock or Preferred Stock, as the case may be, issuable pursuant to any such Right, on the same terms and conditions and at an exercise price equal to the exercise price applicable to any such think3-California Right at the Effective Date of the Merger, as appropriately adjusted. This paragraph 3.3(a) shall not apply to think3-California Common Stock or Preferred Stock. Such Common Stock and Preferred Stock are subject to paragraph 3.1 and 3.2, respectively, hereof.

(ii) A number of shares of the Surviving Corporation's Common Stock and Preferred Stock shall be reserved for issuance upon the exercise of options, warrants, stock purchase rights and convertible securities equal to the number of shares of think3-California Common Stock and think3-California Preferred Stock so reserved immediately prior to the Effective Date of the Merger, as adjusted.

(iii) The assumed Rights shall not entitle any holder thereof to a fractional share upon exercise or conversion (unless the holder was entitled to a fractional interest immediately prior to the Merger). In lieu thereof, any fractional share interests to which a holder of an assumed Right (other than an option issued pursuant to think3-California's 1997 Stock Option Plan) would otherwise be entitled upon exercise or conversion shall be aggregated (but only with other similar Rights which have the same per share terms). To the extent that after such aggregation, the holder would still be entitled to a fractional share with respect thereto upon exercise or conversion, the holder shall be entitled upon the exercise or conversion of all such assumed Rights pursuant to their terms (as modified herein), to one full share of Common Stock or Preferred Stock in lieu of such fractional share. With respect to each class of such similar Rights, no holder will be entitled to more than one full share in lieu of a fractional share upon exercise or conversion.

Notwithstanding the foregoing, with respect to options issued under the think3-California 1997 Stock Option Plan that are assumed in the Merger, the number of shares of Common Stock to which the holder would be otherwise entitled upon exercise of each such assumed option following the Merger shall be rounded down to the nearest whole number and the exercise price shall be rounded up to the nearest whole cent. In addition, no "additional benefits" (within the meaning of Section 424(a)(2) of the Internal Revenue Code of 1986, as amended) shall be accorded to the optionees pursuant to the assumption of their options.

(d) think3-Delaware Common Stock. Upon the Effective Date of the Merger, each share of Common Stock, \$.001 par value, of think3-Delaware issued and outstanding

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immediately prior thereto shall, by virtue of the Merger and without any action by think3-Delaware, the holder of such shares or any other person, be canceled and returned to the status of authorized but unissued shares.

(e) Exchange of Certificates. After the Effective Date of the Merger, each holder of an outstanding certificate representing shares of think3-California Common Stock or Preferred Stock may be asked to surrender the same for cancellation to an exchange agent, whose name will be delivered to holders prior to any requested exchange (the "Exchange Agent"), and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Surviving Corporation's Common Stock or Preferred Stock, as the case may be, into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate theretofore representing shares of think3-California Common Stock or Preferred Stock shall be deemed for all purposes to represent the number of shares of the Surviving Corporation's Common Stock or Preferred Stock, respectively, into which such shares of think3-California Common Stock or Preferred Stock, as the case may be, were converted in the Merger.

The registered owner on the books and records of the Surviving Corporation or the Exchange Agent of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation or the Exchange Agent, have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of Common Stock or Preferred Stock of the Surviving Corporation represented by such outstanding certificate as provided above.

Each certificate representing Common Stock or Preferred Stock of the Surviving Corporation so issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as the certificates of think3-California so converted and given in exchange therefore, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws.

If any certificate for shares of the Surviving Corporation's stock is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer, that such transfer otherwise be proper and comply with applicable securities laws and that the person requesting such transfer pay to the Exchange Agent any transfer or other taxes payable by reason of issuance of such new certificate in a name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of the Surviving Corporation that such tax has been paid or is not payable.

#### 4. GENERAL

(a) Covenants of think3-Delaware. think3-Delaware covenants and agrees that it will, on or before the Effective Date of the Merger:

(i) Qualify to do business as a foreign corporation in the State of California and in connection therewith irrevocably appoint an agent for service of process as required under the provisions of Section 2105 of the California General Corporation Law.

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(ii) File any and all documents with the California Franchise Tax Board necessary for the assumption by think3-Delaware of all of the franchise tax liabilities of think3-California.

(iii) Take such other actions as may be required by the California General Corporation Law.

(b) Further Assurances. From time to time, as and when required by think3-Delaware or by its successors or assigns, there shall be executed and delivered on behalf of think3-California such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by think3-Delaware the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of think3-California and otherwise to carry out the purposes of this Agreement, and the officers and directors of think3-Delaware are fully authorized in the name and on behalf of think3-California or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

(c) Abandonment. At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either think3-California or of think3-Delaware, or of both, notwithstanding the approval of this Agreement by the shareholders of think3-California or by the sole stockholder of think3-Delaware, or by both.

(d) Amendment. The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement (or certificate in lieu thereof) with the Secretary of State of the State of Delaware, provided that an amendment made subsequent to the adoption of this Agreement by the stockholders of either Constituent Corporation shall not: (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (2) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger, or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series of capital stock of any Constituent Corporation.

(e) Registered Office. The registered office of the Surviving Corporation in the State of Delaware is 1209 Orange Street, Wilmington, County of New Castle, DE 19801 and The Corporation Trust Company is the registered agent of the Surviving Corporation at such address.

(f) Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 2880 Lakeside Drive, Suite 250, Santa Clara, California 95054, and copies thereof will be furnished to any stockholder of either Constituent Corporation, upon request and without cost.

(g) Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, so far as applicable, the merger provisions of the California General Corporation Law.

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REFERENCE ONLY**

(h) FIRPTA Notification

(i) On the Effective Date of the Merger, think3-California shall deliver to think3-Delaware, as agent for the shareholders of think3-California, a properly executed statement (the "Statement") substantially in the form attached hereto as Exhibit A. think3-Delaware shall retain the Statement for a period of not less than seven years and shall, upon request, provide a copy thereof to any person that was a shareholder of think3-California immediately prior to the Merger. In consequence of the approval of the Merger by the shareholders of think3-California, (i) such shareholders shall be considered to have requested that the Statement be delivered to think3-Delaware as their agent and (ii) think3-Delaware shall be considered to have received a copy of the Statement at the request of the think3-California shareholders for purposes of satisfying think3-Delaware's obligations under Treasury Regulation Section 1.1445-2(c)(3).

(ii) think3-California shall deliver to the Internal Revenue Service a notice regarding the Statement in accordance with the requirements of Treasury Regulation Section 1.897-2(h)(2).

**FOR  
REFERENCE ONLY**

IN WITNESS WHEREOF, this Agreement having first been approved by the resolutions of the Board of Directors of think3-Delaware and think3-California is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

THINK3DESIGN  
a California corporation

By: Joseph B. Costello  
Joseph B. Costello, President  
and Chief Executive Officer

ATTEST:

Robert P. Latta  
Robert P. Latta  
Assistant Secretary

THINK3 INC.  
a Delaware corporation

By: Joseph B. Costello  
Joseph B. Costello, President  
and Chief Executive Officer

ATTEST:

Robert Habig  
Robert Habig  
Secretary

**FOR  
REFERENCE ONLY**

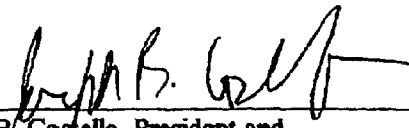
THINK3 INC.  
(a Delaware Corporation)  
(Surviving Corporation)

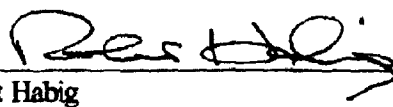
OFFICERS' CERTIFICATE

Joseph B. Costello and Robert Habig certify that:

1. They are the President and Secretary, respectively, of think3 Inc., a corporation organized under the laws of the State of Delaware.
2. The corporation has two authorized classes of stock, designated "Common Stock" and "Preferred Stock." There are authorized 75,000,000 shares of Common Stock and 23,133,884 shares of Preferred Stock. Of the authorized shares of Preferred Stock, 7,624,242 shares are designated as "Series A Preferred Stock", 10,000,000 shares are designated as "Series B Preferred Stock", and 5,509,642 shares are designated as Series C Preferred Stock."
3. There are 1,000 shares of Common Stock issued and outstanding and entitled to vote on the Agreement and Plan of Merger attached hereto (the "Merger Agreement"). There are no shares of Preferred Stock outstanding.
4. The principal terms of the Merger Agreement were approved by the Board of Directors and by the vote of a number of shares of each class of stock which equaled or exceeded the vote required.
5. The percentage vote required was more than 50% of the votes entitled to be cast by the sole stockholder of all outstanding shares of Common Stock.
6. The undersigned further declare under penalty of perjury under the laws of the State of California that each has read the foregoing certificate and knows the contents thereof and that the same is true of their own knowledge.

Executed in Sunnyvale, California on June 29, 2000.

  
\_\_\_\_\_  
Joseph B. Costello, President and  
Chief Executive Officer

  
\_\_\_\_\_  
Robert Habig  
Secretary

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**FOR  
REFERENCE ONLY**

TRADEMARK  
REEL: 002182 FRAME: 0421

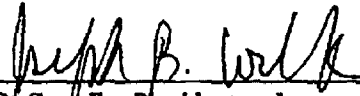
THINK3DESIGN  
(a California corporation)

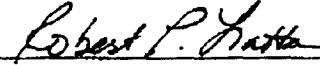
OFFICERS' CERTIFICATE

Joseph B. Costello and Robert P. Latta certify that:

1. They are the President and the Assistant Secretary, respectively, of think3design, a corporation organized under the laws of the State of California.
2. The corporation has two authorized classes of stock, designated "Common Stock" and "Preferred Stock." There are authorized 75,000,000 shares of Common Stock and 23,133,884 shares of Preferred Stock. Of the authorized shares of Preferred Stock, 7,624,242 shares are designated as "Series A Preferred Stock", 10,000,000 shares are designated as "Series B Preferred Stock", and 5,509,642 shares are designated as "Series C Preferred Stock."
3. There were 25,658,262 shares of Common Stock issued and outstanding, 7,624,242 shares of Series A Preferred Stock issued and outstanding and 9,768,095 shares of Series B Preferred Stock issued and outstanding and 5,509,642 shares of Series C Preferred Stock issued and outstanding as of the record date of the shareholders' approval of the Agreement and Plan of Merger attached hereto (the "Merger Agreement").
4. The principal terms of the Merger Agreement were approved by the Board of Directors and by the vote of a number of shares of each class of stock which equaled or exceeded the vote required.
5. The percentage vote required was more than 50% of the votes entitled to be cast by holders of outstanding shares of the Common Stock and more than 66% of the votes entitled to be cast by holders of outstanding shares of the Series A Preferred Stock, Series B Preferred Stock, and Series C Preferred Stock voting as a single class.
6. The undersigned further declare under penalty of perjury under the laws of the State of California that each has read the foregoing certificate and knows the contents thereof and that the same is true of their own knowledge.

Executed in Sunnyvale, California on June 29, 2000.

  
\_\_\_\_\_  
Joseph B. Costello, President and  
Chief Executive Officer

  
\_\_\_\_\_  
Robert P. Latta  
Assistant Secretary

C:\TEMP\think3 DE merger agreement.DOC

**FOR  
REFERENCE ONLY**

TRADEMARK  
REEL: 002182 FRAME: 0422



October 24, 2000

Box Assignment Branch - Fee  
Commissioner of Patents & Trademarks  
Washington, D.C. 20231

**Re: Recordation of Merger of think3design, a California corporation, with and into think3 Inc., a Delaware corporation**

**MARK: CAD-LAB**  
**Registration No.: 2,252,557**  
**Registration Date: June 15, 1999**  
**Attorney Docket No.: 18562-TM1001**

**MARK: THINK3**  
**Application Serial No.: 75/607,855**  
**Filing Date: December 16, 1998**  
**Attorney Docket No.: 18562-TM1005**

**MARK: THINKCARE**  
**Application Serial No.: 75/630,409**  
**Filing Date: January 29, 1999**  
**Attorney Docket No.: 18562-TM1014**

**MARK: THINKDESIGN**  
**Application Serial No.: 75/630,860**  
**Filing Date: January 29, 1999**  
**Attorney Docket No.: 18562-TM1009**

**MARK: THINKDRAFT**  
**Application Serial No.: 75/630,412**  
**Filing Date: January 29, 1999**  
**Attorney Docket No.: 18562-TM1012**

(List of marks continued on next page)

|   |                         |
|---|-------------------------|
| <b>CERTIFICATE OF MAILING UNDER<br/>37 C.F.R. §1.8(a)</b>   |                         |
| I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner of Patents and Trademarks, Washington, DC, 20231, on: |                         |
| <u>LISA M. RUIZ</u>   | <u>October 24, 2000</u> |
| Print Name  | Date of Deposit         |
| <u>Lisa M. Ruiz</u>   | <u>October 24, 2000</u> |
| Signature   | Date                    |

Box Assignment Branch - Fee

Commissioner of Patents &amp; Trademarks

October 24, 2000

Page 2



**MARK:** THINKREAL  
**Application Serial No.:** 75/630,411  
**Filing Date:** January 29, 1999  
**Attorney Docket No.:** 18562-TM1011

**MARK:** THINKSHAPE  
**Application Serial No.:** 75/630,406  
**Filing Date:** January 29, 1999  
**Attorney Docket No.:** 18562-TM1010

**MARK:** THINKSOLUTIONS  
**Application Serial No.:** 75/630,598  
**Filing Date:** January 29, 1999  
**Attorney Docket No.:** 18562-TM1015

**MARK:** THINKTEAM  
**Application Serial No.:** 75/630,597  
**Filing Date:** January 29, 1999  
**Attorney Docket No.:** 18562-TM1013

Enclosed for filing is a copy of an Agreement and Plan of Merger, which merges think3design, a California corporation, with and into think3 Inc., a Delaware corporation, and a duly executed Recordation Form Cover Sheet to record the merger against the trademark registration for CAD-LAB, and the trademark applications for THINK3, THINKCARE, THINKDESIGN, THINKDRAFT, THINKREAL, THINKSHAPE, THINKSOLUTIONS and THINKTEAM

Also enclosed is a check made payable to the "Commissioner of Patents and Trademarks" in the amount of \$240.00 for recording the merger. The Commissioner is authorized to charge any additional fees which may be required, including extension fees, or credit any overpayment to Deposit Account No. 23-2415 ATTN: 18562.900.

Please return the assignment recordation papers with the stamped reel and frame numbers to me at the address shown below, and please take note that all correspondence regarding the recordation of the merger and the related registration and applications should be directed to:

Andrew P. Bridges  
 Thomas D. Drescher  
 Wilson Sonsini Goodrich & Rosati  
 Professional Corporation  
 650 Page Mill Road  
 Palo Alto, CA 94304  
 (650) 493-9300

October 24, 2000

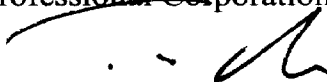
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I would appreciate your acknowledging receipt of the enclosed Agreement and Plan of Merger, Recordation Form Cover Sheet and check in the amount of \$240.00 for filing fees by stamping the enclosed post card with the date received and returning it to me.

Thank you for your attention to this matter.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI  
Professional Corporation



Thomas D. Drescher

Enclosures

cc: Andrew P. Bridges (w/encls.)  
Anita M. Marlin (w/encls.)