

FORM PTO - 1618A

Expires 06/30/99

OMB 0651-0027

11-29-2000



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11.9.00

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
- Security Agreement
- License
- Nunc Pro Tunc Assignment
- Effective Date
Month Day Year
 09 18 2000
- Merger
- Change of Name
- Other

Conveying Party

- Name Mark if additional names of conveying parties attached
- Execution Date
Month Day Year
 09 18 2000
- Formerly
- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

- 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

1/29/2000 MIHA11 00000046 76014331

01 C:481 40.00 OP

02 C:482 10.00 OP

03 C:99A 5.00 OP

Citizenship/State of Incorporation/Organization

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 Practices. 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 **THOMAS H. ZELLERBACH**
Address (line 1) **ORRICK, HERRINGTON & SUTCLIFFE LLP**
Address (line 2) **1020 MARSH ROAD**
Address (line 3) **MENLO PARK, CALIFORNIA**
Address (line 4) **94025**

Correspondent Name and Address

Area Code and Telephone Number **(650) 614-7400**

Name **THOMAS H. ZELLERBACH**
Address (line 1) **ORRICK, HERRINGTON & SUTCLIFFE LLP**
Address (line 2) **1020 MARSH ROAD**
Address (line 3) **MENLO PARK, CALIFORNIA**
Address (line 4) **94025**

Pages Enter the total number of pages of the attached conveyance document including any attachments # **4**

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)

76014331			1698912		
76014332			1698915		
			1918752		

Number of Properties Enter the total number of properties involved. # **5**

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ **145.00**

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit or if additional fees can be charged to the account.)

Deposit Account Number: # **15-0665**

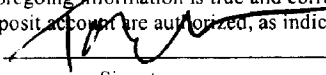
Authorization to charge additional fees: Yes No

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.

Thomas H. Zellerbach, Esq

Name of Person Signing



Signature

November 4, 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:

"ULTIMIS CORP.", A FLORIDA CORPORATION,
WITH AND INTO "SERENA SOFTWARE, INC." UNDER THE NAME OF
"SERENA SOFTWARE, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE EIGHTEENTH DAY OF SEPTEMBER, A.D. 2000, AT 4
O'CLOCK P.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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001469845

AUTHENTICATION: 0681110

DATE: 09-18-00

CERTIFICATE OF MERGER

OF

**ULTIMIS CORP.,
A Florida Corporation**

INTO

**SERENA SOFTWARE, INC.
A Delaware Corporation**

The undersigned corporation

DOES HEREBY CERTIFY THAT:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
Serena Software, Inc. ("Serena")	Delaware
UltiMIS Corp. ("UltiMIS")	Florida

SECOND: An Agreement and Plan of Merger dated as of September ¹⁸, 2000 among Serena, UltiMIS and the shareholders of UltiMIS (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of Serena and UltiMIS in accordance with the provisions of Section 252(c) of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is Serena Software, Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of Serena which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The merger of UltiMIS with and into Serena shall become effective as of September 15, 2000, or the date and time of filing with the Delaware Secretary of State, whichever is later.

SIXTH: The executed Merger Agreement is on file at the principal place of business of the surviving corporation, the address of which is:

500 Airport Boulevard
2nd Floor
Burlingame, CA 94010

6189490v3

SEVENTH: A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

EIGHT: The authorized capital stock of UltimIS is 100 shares of Common Stock, \$1.00 par value.

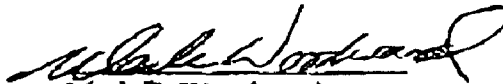
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IN WITNESS WHEREOF, Serena Software, Inc. has caused this certificate to be signed
by its authorized officer, on the 18th day of September, 2000.

SERENA SOFTWARE, INC.



Mark E. Woodward
President

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