

02-08-2001

Form PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94) Tab settings > > >

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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office Box Assignments

101607863

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

J.D. Edwards & Company

1.30.01

- Individual(s) Association General Partnership Limited Partnership Corporation - State Colorado Other

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

2. Name and address of receiving party(ies):

Name: J.D. Edwards & Company 30

Internal Address:

Street Address: 7601 Technology Way

City: Denver State: CO ZIP: 80237

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware Other

If assignee 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) & addresses attached? Yes No

3. Nature of conveyance

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 8/19/97

4. Application number(s) or registration number(s):

Trademark Application No.(s)

B. Trademark Registration No.(s) 1,485,965, 1,473,623 and 1,633,011

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Lew Hansen, Esq.

Internal Address: SHERIDAN ROSS P.C. Suite 1200

Street Address: 1560 Broadway

City: Denver State: CO ZIP: 80202-5141

6. Total number of applications and registrations involved. 3

7. Total fee (37 CFR 3.41): \$ 90.00 Enclosed Authorized to be charged to deposit account.

8. Deposit account number: 19-1970 (Attach duplicate copy of this page if paying by deposit account)

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.

Lew Hansen Name of person signing

Signature

Date Jan 26, 2001

Total number of pages including cover sheet, attachments and document: 5

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:

"J.D. EDWARDS & COMPANY", A COLORADO CORPORATION, WITH AND INTO "J.D. EDWARDS & COMPANY" UNDER THE NAME OF "J.D. EDWARDS & COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF AUGUST, A.D. 1997, AT 2 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8613063

DATE: 08-19-97

2770079 8100M (TUE) 8.19.97 16:55/ST.16:54/NO.4260103259 F 2 CORPORATION TRUST-DOVER, DE 3026748340

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08/19/97 13:57

TRADEMARK

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CERTIFICATE OF MERGER

Certificate of Merger of J.D. Edwards & Company, a Colorado corporation, into J.D. Edwards & Company, a Delaware corporation (the Surviving Corporation) (the "Merger").

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: The name and state of incorporation of each of the constituent corporations of the Merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
J.D. Edwards & Company	Colorado
J.D. Edwards & Company	Delaware

SECOND: An Agreement and Plan of Merger between the parties to the Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of §252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the Surviving Corporation of the Merger is J.D. Edwards & Company, a Delaware corporation.

FOURTH: There being no amendments or changes in the Certificate of Incorporation of the Surviving Corporation, the Certificate of Incorporation of J.D. Edwards & Company, a Delaware corporation, as on file with the Secretary of State of the State of Delaware on the date hereof, shall be the Certificate of Incorporation of the Surviving Corporation until amended or changed.

FIFTH: An executed copy of the Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is 8055 East Tufts Avenue, Denver, Colorado 80237.

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

SEVENTH: The authorized capital stock of J.D. Edwards & Company, a Colorado corporation, is 4,900,000 shares of common stock, par value \$.01 per share, and 20,000 shares of preferred stock, par value \$100 per share.

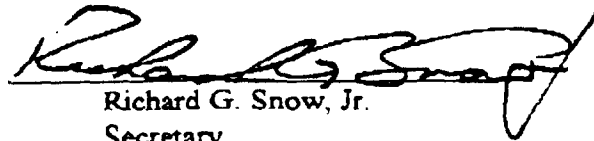
EIGHTH: The Merger shall be effective upon filing this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, this Certificate of Merger has been executed by officers of the Surviving Corporation thereunto duly authorized on August 19th 1997.

J.D. Edwards & Company
a Delaware corporation

By: 
C. Edward McVaney
President

ATTEST


Richard G. Snow, Jr.
Secretary