

State of Delaware
Office of the Secretary of State

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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:

"AVITEK, INC.", A DELAWARE CORPORATION,
WITH AND INTO "BEA SYSTEMS, INC." UNDER THE NAME OF "BEA SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF JULY, A.D. 2000, AT 4:30 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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001340628

AUTHENTICATION:

0540757

DATE:

07-06-00

**CERTIFICATE OF OWNERSHIP MERGING
AVITEK, INC.
INTO
BEA SYSTEMS, INC.**

**(Pursuant to Section 253 of the
General Corporation Law of Delaware)**

BEA SYSTEMS, INC., a corporation incorporated on the 12th day of January, 1995, pursuant to the provisions of the General Corporation Law of the State of Delaware does hereby certify that this corporation owns all the capital stock of AVITEK, Inc., a corporation incorporated under the laws of the State of Delaware, and that this corporation, by a resolution of its Board of Directors duly adopted on the 1st day of March, 2000, determined to and did merge AVITEK, Inc. with and into itself, which resolution is in the following words, to-wit:

WHEREAS, this corporation lawfully owns all the outstanding stock of AVITEK, Inc. ("AVITEK"), a corporation organized and existing under the laws of Delaware, and


WHEREAS, this Company desires to merge AVITEK with and into itself and to be possessed of all the estate, property, rights, privileges and franchises of AVITEK, and

NOW, THEREFORE, BE IT RESOLVED, that this Company merge AVITEK with and into itself, and it does hereby merge AVITEK with and into itself and assumes all of AVITEK's liabilities and obligations, and

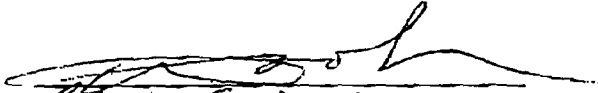
RESOLVED FURTHER, that the President or Vice President, and the Secretary or Assistant Secretary of this Company be and they hereby are directed to make and execute certificates of ownership setting forth a copy of the resolutions to merge AVITEK with and into itself and assume AVITEK's liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of the State of Delaware, and certified copies thereof in the office of the Recorder of Deeds of New Castle County; and

RESOLVED FURTHER, that the Officers of this Company be and they hereby are authorized and directed to do all acts and things whatsoever, which may be necessary or proper to effect said merger.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed by its President and attested by its Secretary the 1st day of March, 2000.

By: 
William T. Coker III
Chairman and CEO

ATTEST:


Robert F. Donohue
Secretary