

03-15-2001



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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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TM \$

To the Honorable Commissioner of Patents and Trademarks, original documents or copy thereof.

1. Name of conveying party(ies):

Lawson Associates, Inc.

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

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

3. Nature of Conveyance:

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

Execution Date: 2/15/2001

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

Name: Lawson Software, Inc.

Address: 380 St. Peter Street  
St. Paul, Minnesota 55102-1302

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State (DE)
- 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) & address(es) attached?  Yes  No



03-05-2001

U.S. Patent & TMO/TM Mail Rcpt Dt. #34

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

A. Trademark Application No.(s)

75/764,686	75/881,543	76/076,728
75/838,156	75/912,625	76/091,561
75/836,802	76/007,404	76/091,560

B. Trademark registration No.(s)

2,158,195	2,106,379	2,248,673	2,331,864
2,156,160	2,210,043	2,300,384	2,420,119
1,733,659	2,151,907	2,290,900	
1,707,831	2,369,032	2,387,521	

Additional numbers attached?  Yes  No

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

Brian D. Anderson  
OBLON, SPIVAK, McCLELLAND, MAIER & NEUSTADT, P.C.  
Attorneys at Law  
Fourth Floor  
1755 Jefferson Davis Highway  
Arlington, Virginia 22202

OSMMN Ref: 7822/0025/13SD BDA/cle

6. Total number of applications and registrations involved: 23

7. Total fee (37 CFR 3.41): . . . \$ 590.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 15-0030  
(Attach duplicate copy of this page if paying by deposit account)

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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.**

Brian D. Anderson  
Name of Person Signing

[Signature]  
Signature

March 5, 2001  
Date

Total number of pages including cover sheet, attachments, and document: 6

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:

03/15/2001 6TOW11 00000081 75764686

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02 FC:482

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State of Delaware  
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, 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:

"LAWSON ASSOCIATES, INC.", A MINNESOTA CORPORATION, WITH AND INTO "LAWSON SOFTWARE, INC." UNDER THE NAME OF "LAWSON SOFTWARE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF FEBRUARY, A.D. 2001, AT 4 O'CLOCK P.M.

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



03-05-2001

U.S. Patent & TMOtc/TM Mail Rcpt Dt #34



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0975866

DATE: 02-15-01

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CT CORPORATION/PLS

612 333 2524 P.02/06



03-05-2001

U.S. Patent & TMOfo/TM Mail Rept Dt. #34

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
LAWSON ASSOCIATES, INC.  
WITH AND INTO  
LAWSON SOFTWARE, INC.**

Pursuant to Section 253 of the Delaware General Corporation Law, the undersigned corporations execute the following certificate of merger:

Lawson Associates, Inc., a Minnesota corporation ("Parent"), and Lawson Software, Inc., a Delaware corporation (the "Company"), DO HEREBY CERTIFY AS FOLLOWS:

FIRST: That Parent was incorporated on June 4, 1975, pursuant to the Minnesota Business Corporation Act, and that Company was incorporated on February 12, 2001, pursuant to the Delaware General Corporation Law.

SECOND: That Parent owns all of the outstanding shares of each class of stock of the Company.

THIRD: That the laws of the jurisdiction of organization of Parent permit the merger of a business corporation of that jurisdiction with the business corporation of another jurisdiction.

FOURTH: That the Company hereby merges Parent into the Company (the "Merger").

FIFTH: That the name of the surviving corporation is Lawson Software, Inc.

SIXTH: The following is a copy of the resolutions duly adopted as of February 14, 2001, by the Board of Directors of the Company authorizing the merger of Parent into the Company:

RESOLVED, that the plan of merger (the "Plan of Merger"), attached hereto as Exhibit A, setting forth the terms upon which the Parent will merge with and into the Corporation, is adopted, authorized and approved in all respects.

RESOLVED, that upon the surrender of a certificate representing duly authorized, validly issued and nonassessable shares of common stock of the Parent, the officers of the Corporation are hereby authorized to issue in accordance with the Corporation's By-Laws, on a pro rata basis, certificates representing shares of common stock of the Corporation.

RESOLVED, that the Corporation and its officers are authorized and directed to pay such fees, expenses, commissions and other consideration to such persons or entities as such officers may approve in connection with the Reincorporation and related transactions.

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 04:00 PM 02/15/2001  
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RESOLVED, that the officers of the Corporation, and each of them acting alone, are authorized to: (i) execute and deliver such agreements and documents as may be required, including without limitation a Certificate of Ownership and Merger, in the name and on behalf of the Corporation, and (ii) take all actions which they or any of them may deem necessary or advisable to pay all appropriate fees and expenses and to execute, deliver, file and publish all applications, statements, reports, undertakings, agreements, certificates and other instruments, in order to consummate the Reincorporation, including without limitation the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

RESOLVED, that all actions previously taken by the officers, employees and representatives of the Corporation to date in connection with the Reincorporation and any other subject of these resolutions, are approved, adopted and ratified in all respects.

RESOLVED, that the executive officers of the Corporation bc, and each of them hereby is, authorized and empowered, on behalf of the Corporation and in its name, to take all actions and do all things necessary or desirable, and to execute and deliver all documents, agreements and certificates necessary to carry out the purposes of each of the foregoing resolutions.

SEVENTH: That the proposed Merger has been adopted, approved, certified, executed and acknowledged by Parent in accordance with the Minnesota Business Corporation Act.

EIGHTH: That the Merger shall become effective immediately upon the filing of this Certificate with the Office of the Secretary of State of the State of Delaware.

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Received at: 6:10PM, 2/27/2001

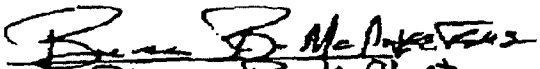
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IN WITNESS WHEREOF, the Parent has caused this Certificate of Ownership and Merger to be executed in its corporate name this 15<sup>th</sup> day of February, 2001.

LAWSON ASSOCIATES, INC.

By   
Name: Bruce B. McPheters  
Title: Vice President + Secretary