

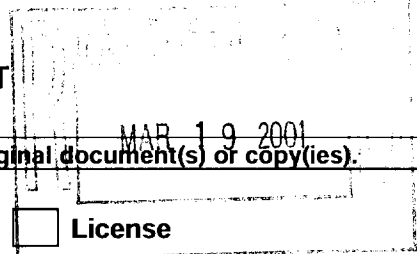
04-05-2001



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3-19-C1

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) of 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
- Merger
- Change of Name
- Other
- License
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year

Name
Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name
DBA/AKA/TA
Composed of
Address (line 1)
Address (line 2)
Address (line 3)

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

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.)

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FOR OFFICE USE ONLY

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

REEL: 002264 FRAME: 0391

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

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)

<input type="text" value="76/152972"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

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

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

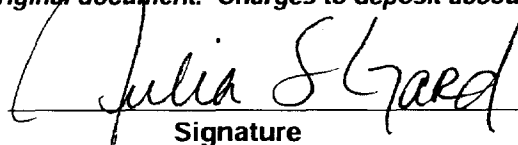
No

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.

Julia Spoor Gard

Name of Person Signing



Signature

March 14, 2001

Date Signed

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:

"APRIMO, INCORPORATED", A INDIANA CORPORATION,
WITH AND INTO "APRIMO, INCORPORATED" UNDER THE NAME OF "APRIMO, INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF JANUARY, A.D. 2001, AT 9 O'CLOCK A.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3329197 8100M

AUTHENTICATION: 0946252

010050109

DATE: 01-31-01

TRADEMARK
REEL: 002264 FRAME: 0393

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
APRIMO, INCORPORATED (Indiana)
INTO
APRIMO, INCORPORATED (Delaware)
(PURSUANT TO SECTION 253 OF THE GENERAL
CORPORATION LAW OF DELAWARE)**

Aprimo, Incorporated, a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the Delaware General Corporation Law.

SECOND: That the Corporation owns all of the issued and outstanding shares of each class of the capital stock of **Aprimo, Incorporated, an Indiana corporation** ("Aprimo").

THIRD: That the laws of the State of Delaware permit the merger of a Delaware business corporation with a business corporation of another jurisdiction.

FOURTH: That the Corporation hereby merges Aprimo into the Corporation.

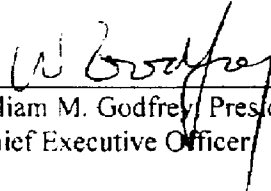
FIFTH: That the Corporation determined to merge Aprimo into the Corporation in connection with and following a share exchange transaction between the Corporation and Aprimo (the "Exchange"), by the following resolutions of its Board of Directors, duly adopted on the 15th day of December, 2000:

RESOLVED FURTHER, that the officers of the Corporation be, and hereby are, authorized and empowered, by and on behalf of the Corporation, to negotiate, execute and deliver, an agreement and plan of merger with Aprimo ("Merger Agreement"), which shall provide for the merger of Aprimo with and into the Corporation, at a time promptly following the Effective Time of the Exchange, after which the Corporation shall be the surviving corporation.

EXECUTED this 29th day of January, 2001.


APRIMO, INCORPORATED
(a Delaware Corporation)

By: _____


William M. Godfrey, President and
Chief Executive Officer

ATTEST:

By: _____


Nicholas Mathioudakis, Secretary

**State of Indiana
Office of the Secretary of State**

**CERTIFICATE OF MERGER
of
SURVIVOR NOT QUALIFIED IN INDIANA**

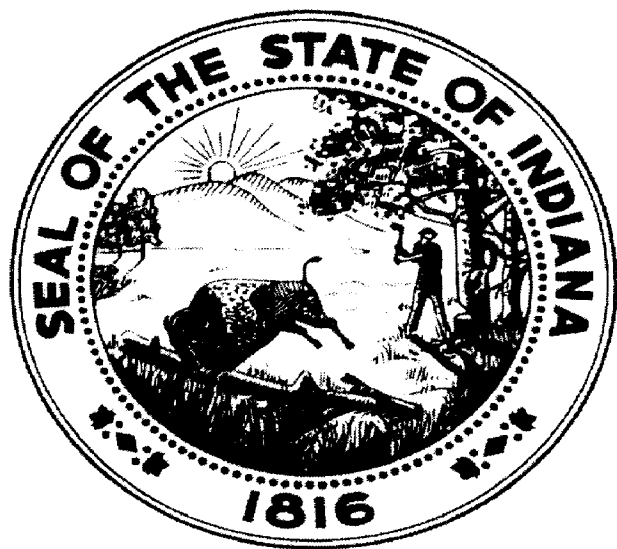
I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Certificate of Merger of the above Delaware For-Profit Foreign Corporation has been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The following non-surviving entity(s):

APRIMO, INCORPORATED
a(n) For-Profit Domestic Corporation

merged with and into the surviving entity:
SURVIVOR NOT QUALIFIED IN INDIANA

NOW, THEREFORE, with this document I certify that said transaction will become effective Wednesday, January 31, 2001.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, January 31, 2001.

Sue Anne Gilroy

SUE ANNE GILROY,
SECRETARY OF STATE

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**TRADEMARK
REEL: 002264 FRAME: 0395**

ARTICLES OF MERGER

OF

APRIMO, INCORPORATED
(an Indiana corporation)

INTO

APRIMO, INCORPORATED
(a Delaware corporation)

APPROVED AND FILED
IND. SECRETARY OF STATE
11:27

In accordance with the requirements of the Indiana Business Corporation Law (hereinafter, the "Indiana Act"), and the Delaware General Corporation Law (hereinafter, the "Delaware Act") the undersigned corporations, desiring to effect a merger, set forth the following facts:

ARTICLE I
Surviving Corporation

The name of the corporation surviving the merger (the "Surviving Corporation") is APRIMO, INCORPORATED, and its name is not being changed as a result of the merger. The Surviving Corporation is a Delaware domestic corporation existing pursuant to the provisions of the Delaware Act incorporated on December 13, 2000.

ARTICLE II
Nonsurviving Corporation

The name of the corporation merging into the Surviving Corporation is APRIMO, INCORPORATED (the "Nonsurviving Corporation"). The Nonsurviving Corporation is an Indiana corporation existing pursuant to the provisions of the Indiana Act incorporated on July 14, 1998.

ARTICLE III
Plan of Merger

The Agreement and Plan of Merger, containing such information as required by Indiana Code Section 23-1-40-1(b) and the Delaware Act is set forth in "Exhibit A", attached hereto and made a part hereof.

ARTICLE IV
Manner of Adoption and Vote

The manner of adoption and vote by which the Agreement and Plan of Merger was adopted and approved by each corporation party to the merger is as follows:

Section 1. Action by the Surviving Corporation.

A. Action by Directors. At a duly called and constituted meeting held on December 15, 2000, the Board of Directors of the Surviving Corporation approved the adoption of the Agreement and Plan of Merger.

B. Action by Stockholders. Stockholder approval of the Agreement and Plan of Merger was not required.

Section 2. Action by the Nonsurviving Corporation.

A. Action by Directors. At a duly called and constituted meeting held on December 15, 2000, the Board of Directors of the Nonsurviving Corporation approved the adoption of the Agreement and Plan of Merger.

B. Action by Shareholders. Shareholder approval of the Agreement and Plan of Merger was not required.

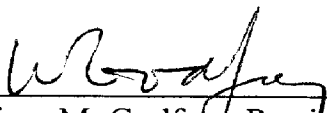
Section 3. Compliance with Legal Requirements.

The manner of the adoption of the Agreement and Plan of Merger, and the vote by which it was approved, constitute full legal compliance with the provisions of the Indiana Act, the Delaware Act and the Articles and Certificate of Incorporation and Code of By-Laws of the above-named corporations.

[next page signature page]

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Merger to be signed and executed by a duly authorized officer who verifies, subject to penalties of perjury, that the statements contained herein are true, this 29th day of January, 2001.

APRIMO, INCORPORATED
(a Delaware corporation)

By 
William M. Godfrey, President
and Chief Executive Officer

PLAN OF MERGER

**AGREEMENT AND PLAN OF MERGER
OF
APRIMO, INCORPORATED (Indiana)
INTO
APRIMO, INCORPORATED (Delaware)**

THIS AGREEMENT AND PLAN OF MERGER (this "Merger Agreement") dated as of this 29th day of January, 2001, is by and between Aprimo, Incorporated (Delaware) (the "Surviving Corporation"), and Aprimo, Incorporated (Indiana) (the "Merging Corporation"), pursuant to the provisions of the Indiana Business Corporation Law (the "Indiana Act") and General Corporation Law of the State of Delaware (the "Delaware Act").

RECITALS

WHEREAS, the Surviving Corporation is a corporation duly organized and validly existing under the laws of the State of Delaware; and

WHEREAS, the Merging Corporation is a corporation duly organized and in good standing under the laws of the State of Indiana; and

WHEREAS, the Boards of Directors of the Surviving Corporation and the Merging Corporation (the "Constituent Corporations") have determined that it is advisable and in the best interests of the Constituent Corporations that the Merging Corporation be merged with and into the Surviving Corporation upon the terms and subject to the conditions set forth in this Merger Agreement and in accordance with the applicable laws of the State of Delaware and the State of Indiana; and

WHEREAS, the respective Boards of Directors of the Constituent Corporations have approved and adopted this Merger Agreement.

NOW, THEREFORE, in consideration of the foregoing and for the purpose of setting forth the terms, conditions and method of effecting the Merger, the Board of Directors of each of the Constituent Corporations hereby approves the following Merger Agreement:

ARTICLE 1

The Merger and Its Effective Time

Section 1.01. The Merger. The Merging Corporation and the Surviving Corporation shall be merged into a single corporation in accordance with the applicable laws of the State of Delaware and the State of Indiana (the "Merger").

Section 1.02. Effective Time. The effective time and date of the Merger shall be the later of the filing of Articles of Merger relating to the Merger with the Indiana Secretary of State or the filing of a Certificate of Ownership and Merger relating to the Merger with the Delaware Secretary of State.

Section 1.03. Survival of the Merger. At the Effective Time, the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall survive the Merger and continue to be a Delaware corporation.

ARTICLE 2 **Certificate of Incorporation and By-Laws**

Section 2.01. Certificate of Incorporation. On and after the Effective Time, the Certificate of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall constitute the Certificate of Incorporation of the Surviving Corporation (the "Surviving Charter"), and shall not be amended in any respect by reason of this Merger Agreement, subject always to the right of the Surviving Corporation to amend the Surviving Charter in accordance with the applicable laws of the State of Delaware and the Surviving Charter.

Section 2.02. Code of By-Laws. On and after the Effective Time, the Code of By-Laws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall constitute the Code of By-Laws of the Surviving Corporation (the "Surviving By-Laws"), and shall not be amended in any respect by reason of this Merger Agreement, subject always to the right of the Surviving Corporation to alter, amend or repeal the Surviving By-Laws in accordance with the applicable laws of the State of Delaware, the Surviving Charter and the Surviving By-Laws.

ARTICLE 3 **Directors and Officers**

Section 3.01. Directors and Officers. On and after the Effective Time, the Board of Directors and officers of the Surviving Corporation in office immediately prior to the Effective Time shall continue in office as the Board of Directors and officers of the Surviving Corporation, each to hold office subject to the Surviving Charter and Surviving By-Laws and the applicable laws of the State of Delaware as to the term and removal of directors and officers.

ARTICLE 4 **Manner of Converting and Canceling Stock**

Section 4.01. Cancellation of Merging Corporation Issued Shares. At the Effective Time, by virtue of the Merger and without any action on the part of the Constituent Corporations, all the issued and outstanding shares of common stock and preferred stock of the Merging Corporation shall automatically and by operation of law be canceled, and all certificates evidencing ownership of the

common stock and preferred stock of the Merging Corporation shall be surrendered and canceled and thereafter shall be void and of no effect.

Section 4.02. Existence of Surviving Corporation Issued Shares. All the issued and outstanding shares of common stock and preferred stock of the Surviving Corporation at the Effective Time shall be and remain outstanding shares of common stock and preferred stock of the Surviving Corporation in accordance with their terms.

ARTICLE 5 **Rights**

Section 5.01. Rights. From and after the Effective Time, the Surviving Corporation shall, without further transfer, succeed to and thereafter possess and enjoy all of the public or private rights, privileges, immunities and franchises, and be subject to all of the public and private restrictions, liabilities and duties, of each of the Constituent Corporations; all property (real, personal and mixed) of, all debts (on whatever account) due to, and all things in action and each and every other interest of or belonging or due to, each of the Constituent Corporations shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act, deed or other instrument; and the title to any real estate or any interest therein, vested by deed or otherwise in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of the Merger.

ARTICLE 6 **Liabilities**

Section 6.01. Liabilities. From and after the Effective Time, all rights of creditors and all liens (if any) upon the property of either of the Constituent Corporations shall be preserved unimpaired by the Merger; all debts, liabilities, obligations and duties (collectively, "Obligations") of either of the Constituent Corporations shall become the responsibility and liability of the Surviving Corporation and may be enforced against it to the same extent as if such Obligations had been incurred or contracted by it; and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merging Corporation in such action or proceeding.

ARTICLE 7 **Corporate Acts**

Section 7.01. Corporate Acts. From and after the Effective Time, all corporate acts, plans, policies, arrangements, approvals and authorizations (collectively, "Corporate Acts") of the Merging Corporation, its Board of Directors, officers, employees and agents that were valid and effective immediately prior to the Effective Time shall be taken for all purposes as the Corporate Acts of the Surviving Corporation.

ARTICLE 8
Further Documents

Section 8.01. Further Documents. If at any time prior to or after the Effective Time the Surviving Corporation shall consider or be advised that any further assignment, conveyance, assurance or other action is necessary or desirable to vest in the Surviving Corporation the title to any property or right of the Merging Corporation or otherwise to carry out the purposes of the Merger, the proper officers and directors of the Merging Corporation shall execute and make all such proper assignments or assurances and take such other actions; and, without limiting the foregoing, following the Effective Time, the Board of Directors and the proper officers of the Surviving Corporation are hereby authorized, in the name and on behalf of the Merging Corporation or otherwise, to do any of the foregoing.

[Remainder of this page intentionally left blank.]

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation, have caused this Merger Agreement to be executed by each of their duly authorized officers on the date and year first above written.

APRIMO, INCORPORATED
(an Indiana corporation)

By: W. M. Godfrey
William M. Godfrey, President and Chief
Executive Officer

ATTEST:

By: Nicholas E. Mathioudakis
Printed: Nicholas E. Mathioudakis
Its: Secretary

APRIMO, INCORPORATED
(a Delaware corporation)

By: W. M. Godfrey
William M. Godfrey, President and Chief
Executive Officer

ATTEST:

By: Nicholas E. Mathioudakis
Printed: Nicholas E. Mathioudakis
Its: Secretary