



06-21-2001

06-11-2001

U.S. Patent & TMOs/TM Mail Rpt Dt. #57

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

2)

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Tab settings

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

1. Name of conveying party(ies):

Inprise Corporation

- Individual(s)
- General Partnership
- Corporation-State Delaware
- 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: January 22, 2001

2. Name and address of receiving party(ies)

Name: Borland Software Corporation

Internal

Address:

Street Address: 100 Enterprise Way

City: Scotts Valley State: CA Zip: 95066

- 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) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

See Attached List

B. Trademark Registration No.(s)

See Attached List

Additional number(s) attached Yes No

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

Name: Martin R. Greenstein

Internal Address:

Street Address: TechMark

55 South Market Street, 16th Floor

City: San Jose State: CA Zip: 95113

6. Total number of applications and registrations involved:

41

7. Total fee (37 CFR 3.41).....\$ 1040

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

20-0330

(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.

Martin R. Greenstein

Name of Person Signing

Signature

June 4, 2001

Date

11

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

06/20/2001 LMUELLER 00000182 200330 75807311

01 FC:481 40.00 CH
02 FC:482 1000.00 CH

TRADEMARK
REEL: 002316 FRAME: 0893

G.H.21

Trademark Application No(s):

75/807,311
75/433,546
75/847,990
75/215,051
76/182,060
75/796,743
75/891,748
75/796,742
76/185,139
74/535,376
75/891,744
75/891,746
75/796,739
75/796,737
75/459,106
75/090,614
75/891,747
75/796,739
75/215,052
76/047,538
75/796,741
75/796,740
75/879,150
76/182,059
76/182,058
76/182,061
75/891,745
75/796,744
75/796,746

Trademark Registration No(s):

2,177,180

1,432,771

1,419,873

1,881,233

1,802,599

2,264,152

2,150,153

1,840,999

1,361,588

1,458,130

1,343,975

1,439,932

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 OF "INPRISE CORPORATION", CHANGING ITS NAME FROM "INPRISE CORPORATION" TO "BORLAND SOFTWARE CORPORATION", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF JANUARY, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-SECOND DAY OF JANUARY, A.D. 2001.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2201708 8100

010233158

AUTHENTICATION: 1134651

DATE: 05-15-01

TRADEMARK

REEL: 002316 FRAME: 0896

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:

"BORLAND NAMECO, INC.", A DELAWARE CORPORATION,
WITH AND INTO "INPRISE CORPORATION" UNDER THE NAME OF
"BORLAND SOFTWARE CORPORATION", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE NINETEENTH DAY OF JANUARY, A.D.
2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-SECOND DAY
OF JANUARY, A.D. 2001.

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



Harriet Smith Windsor
Secretary of State

2201708 8100M

010030265

AUTHENTICATION: 0927792

DATE: 01-22-01

TRADEMARK
REEL: 002316 FRAME: 0897

FURTHER RESOLVED, that all actions heretofore taken by any officer or director of the Corporation in connection with the matters contemplated by the foregoing resolutions be, and they hereby are, approved, adopted, ratified, confirmed and accepted in all respects.

CERTIFICATE OF OWNERSHIP AND MERGER**MERGING****BORLAND NAMECO, INC.****INTO****INPRISE CORPORATION**

Pursuant to Sections 103 and 253 of the
General Corporation Law of the State of Delaware

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

FIRST: The Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: The Corporation owns 100% of the outstanding shares of each class of the capital stock of Borland Nameco, Inc., a Delaware corporation (the "Subsidiary").

THIRD: The Board of Directors of the Corporation, by resolutions duly adopted at a meeting held on December 19, 2000 (true and correct copies of which are attached hereto as Exhibit A), has authorized the merger of the Subsidiary with and into the Corporation (the "Merger"). Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

FOURTH: The Corporation shall be the surviving corporation of the Merger (the "Surviving Corporation").

FIFTH: At the effective time of the Merger, the name of the Surviving Corporation shall be changed to Borland Software Corporation.

SIXTH: The Merger shall become effective at 9:00 a.m., EST, on January 22, 2001.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 01/19/2001
010030265 - 2201708

TRADEMARK

IN WITNESS WHEREOF; Inprise Corporation has caused this Certificate of Ownership and Merger to be executed in its corporate name this 19th day of January 2001.

INPRISE CORPORATION

By: 

Dale L. Fuller
President and Chief
Executive Officer

EXHIBIT A

WHEREAS, the Board of Directors of Inprise Corporation (the "Corporation") has given due and proper consideration to all matters and things which are necessary or appropriate to enable it to evaluate and reach an informed conclusion as to the fairness and reasonableness of the proposed merger between Borland Nameco, Inc. with and into the Corporation and the benefit to the Corporation of changing its name as a result of such merger.

NOW THEREFORE, IT IS HEREBY:

RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized and directed to cause the formation of Borland Nameco, Inc. (the "Subsidiary"), as a wholly owned subsidiary of the Corporation under and pursuant to the laws of the State of Delaware; that the Subsidiary shall be merged with and into the Corporation (the "Merger") and the Corporation shall be the surviving corporation (the "Surviving Corporation") of the Merger; that in connection with the Merger the Surviving Corporation shall change its name to Borland Software Corporation; that, from and after the effective time of the Merger, the certificate of incorporation of the Corporation shall be the certificate of incorporation of the Surviving Corporation, the bylaws of the Corporation shall be the bylaws of the Surviving Corporation, the officers and directors of the Corporation shall be the officers and directors of the Surviving Corporation, the outstanding common stock and other securities of the Corporation shall remain outstanding as the common stock and other securities of the Surviving Corporation and the outstanding common stock of the Subsidiary shall be cancelled; that the proper officers of the Corporation be, and each of them hereby is, authorized and directed, in the name of and on behalf of the Corporation, to prepare and execute a Certificate of Ownership and Merger and to cause such Certificate of Ownership and Merger to be filed with the Secretary of State of Delaware pursuant to Sections 103 and 253 of the General Corporation Law of the State of Delaware; and that the Merger shall be effective at the time stated in such Certificate of Ownership and Merger; and

FURTHER RESOLVED, that, upon the effectiveness of the Merger, a Restated Certificate of Incorporation be prepared which only restates and integrates and, except as provided above, does not further amend the provisions of the Corporation's certificate of incorporation as theretofore amended or supplemented; such Restated Certificate of Incorporation be, and it hereby is, approved and adopted in all respects as the Restated Certificate of Incorporation of the Corporation; and that the proper officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name of and on behalf of the Corporation, to cause such Restated Certificate of Incorporation, as restated, to be filed with the Secretary

of State of the State of Delaware pursuant to Section 245 of the General Corporation Law of the State of Delaware; and

FURTHER RESOLVED, that, upon the effectiveness of the Merger, the proper officers of the Corporation be, and each of them individually hereby is, authorized, empowered and directed to prepare or cause to be prepared forms of (i) a certificate to evidence shares of common stock of the Corporation, par value \$0.01 per share ("Common Stock"), (ii) a certificate to evidence the Series A Junior Participating Preferred Stock, par value \$0.01 ("Series A Preferred Stock"), (iii) a certificate to evidence the Series B Convertible Preferred Stock, par value \$0.01 ("Series B Preferred Stock"), and (iv) a certificate to evidence the Series C Convertible Preferred Stock, par value \$0.01 ("Series C Preferred Stock"), in each case reflecting the change in corporate name resulting from the Merger; that such forms of Common Stock certificate, Series A Preferred Stock certificate, Series B Preferred Stock certificate and Series C Preferred Stock certificate shall be adopted, to the same extent as if presented to and adopted by the Board of Directors at this meeting, provided that a copy thereof be affixed to these minutes by the Secretary; that the proper officers of the Corporation be, and each of them individually hereby is, authorized, empowered and directed to execute such Common Stock certificates, Series A Preferred Stock certificates, Series B Preferred Stock certificates and Series C Preferred Stock certificates; that any or all of such signatures on such Common Stock certificates, Series A Preferred Stock certificates, Series B Preferred Stock certificates and Series C Preferred Stock certificates may be facsimile signatures; and that in case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon such Common Stock certificates, Series A Preferred Stock certificates, Series B Preferred Stock certificates and Series C Preferred Stock certificates shall have ceased to be such officer, transfer agent or registrar before the issuance thereof, it may be issued by the Corporation with the same effect as if such person were such officer, transfer agent or registrar at the date of issue; and

FURTHER RESOLVED, that, upon the effectiveness of the Merger, the proper officers of the Corporation be, and each of them individually hereby is, authorized, empowered and directed to prepare or cause to be prepared a corporate seal, reflecting the change in corporate name resulting from the Merger; that such corporate seal shall be adopted, to the same extent as if presented to and adopted by the Board of Directors at this meeting, provided that an impression of such corporate seal be affixed to these minutes by the Secretary; and

FURTHER RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized and directed to prepare, execute, deliver and file, or cause to be prepared, executed, delivered and filed, any and all documents and to take any and all actions with federal, state, local and foreign authorities and with the Nasdaq National Market as they or any of them may deem necessary or appropriate to effect the corporate name change and the Merger contemplated by the foregoing resolutions and to carry out fully the purpose and intent of such resolutions; and

FURTHER RESOLVED, that all actions heretofore taken by any officer or director of the Corporation in connection with the matters contemplated by the foregoing resolutions be, and they hereby are, approved, adopted, ratified, confirmed and accepted in all respects.

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