

08-03-2001



RECOR

101798192

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

7-18-01

1. Name of conveying party:

Dendrite Delaware, Inc.

Additional names of conveying party attached?

No. There are none.

JUL 18 2001

2. Name and address of receiving party:

Name: Dendrite International, Inc.
Street Address: 1200 Mount Kembel Avenue
City: Morristown
Country: New Jersey
ZIP: 07960

Type-State: New Jersey Corporation

If assignee is not domiciled in the United States, a domestic representative designation is attached:

No.

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached?

No. Not Applicable.

3. Nature of conveyance:

Merger

Execution Date:

March 15, 2000

4. Application number or registration number:

A. Trademark Application Nos.

- 1. 75/349196
- 2. 75/392852

B. Trademark registration No.

Not Applicable.

Additional numbers attached?

No. Not Applicable.

08/02/2001 DBYRNE

00000183 200676

75349196

01 FC:481
02 FC:482

40.00 CH
25.00 CH

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

Name: Thacher Proffitt & Wood
Internal Address: Heather A. McDonald, Esq., 39th Floor
Street Address: Two World Trade Center
City: New York
State: New York
ZIP: 10048

6. **Total number of applications and registrations involved:**

Two

7. **Total Fee (37 CFR 3.41):**

\$80

Authorized to be charged to deposit account

Yes.

8. **Deposit account number:**

20-0676. (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.

Name of Person Signing: Heather A. McDonald

Signature:



Date: July 18, 2001

Total number of pages comprising cover sheet: 2

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CERTIFICATE OF MERGER

MAR 16 2000

OF

State Treasurer

DENDRITE DELAWARE, INC. 0600000000

INTO

DENDRITE INTERNATIONAL, INC. 0100 329286

To the Department of the Treasury
State of New Jersey

Pursuant to the provisions of Sections 14A:10-5.1 and 14A:10-7(4) of the New Jersey Business Corporation Act, the New Jersey parent business corporation hereinafter named does hereby certify that:

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Delaware, is Dendrite Delaware, Inc. (the "Subsidiary Corporation").
2. The name of the parent corporation, which is a business corporation organized under the laws of the State of New Jersey, is Dendrite International, Inc. (the "Parent Corporation").
3. The number of outstanding shares of the Subsidiary Corporation is 100, all of which are of one class, and all of which are owned by the Parent Corporation.
4. The following is the Plan of Merger for merging the Subsidiary Corporation into the Parent Corporation as approved by the Board of Directors of the Parent Corporation on March 15, 2000.

"1. Dendrite International, Inc., which is a business corporation of the State of New Jersey and is the owner of all of the outstanding shares of Dendrite Delaware, Inc., which is a business corporation of the State of Delaware, hereby merges Dendrite Delaware, Inc. into Dendrite International, Inc. pursuant to the provisions of the laws of the State of Delaware and of the New Jersey Business Corporation Act.

2. The separate existence of Dendrite Delaware, Inc. shall cease upon the effective date of the merger pursuant to the provisions of the laws of the State of Delaware; and Dendrite International, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the New Jersey Business Corporation Act.

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3. The issued shares of Dendrite Delaware, Inc. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.

4. The issued shares of Dendrite International, Inc. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of Dendrite International, Inc.

5. The Board of Directors and the proper officers of Dendrite International, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

5. Neither the Certificate of Incorporation of the Parent Corporation nor the Certificate of Incorporation of the Subsidiary Corporation requires the approval of its shareholders to authorize the merger herein certified.

6. The applicable provisions of the laws of the jurisdiction of organization of the Subsidiary Corporation relating to the merger of the Subsidiary Corporation into the Parent Corporation have been complied with in accordance with the filing and recording requirements thereof.

7. The Parent Corporation will continue its existence as the Surviving Corporation pursuant to the provisions of the New Jersey Business Corporation Act.

8. The merger herein certified shall become effective in the State of New Jersey at the time when this Certificate of Merger is filed with the Secretary of State of the State of New Jersey.

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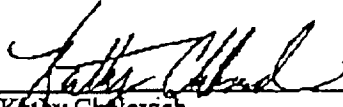
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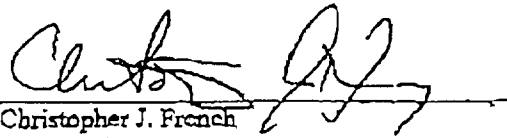
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IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Merger as of the 15th of March, 2000.

DENDRITE DELAWARE, INC.

By: 
Kathy Chalovich
President

DENDRITE INTERNATIONAL, INC.

By: 
Christopher J. French
Vice President

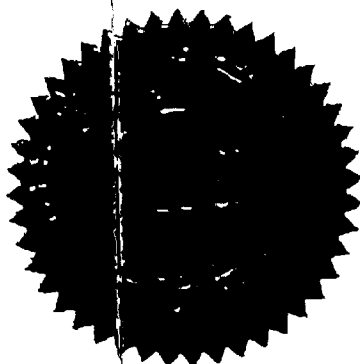
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STATE OF NEW JERSEY
 DEPARTMENT OF TREASURY
 FILING CERTIFICATION (CERTIFIED COPY)

DENDRITE INTERNATIONAL, INC.

I, the Treasurer of the State of New Jersey, do hereby certify, that the above named business did file and record in this department the below listed document(s) and that the foregoing is a true copy of the Certificate Of Merger as the same is taken from and compared with the original(s) filed in this office on the date set forth on each instrument and now remaining on file and of record in my office.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this 12th day of December, 2000

Roland M Machold

*Roland M Machold
 Treasurer*