

08-27-2001

FORM PTO-1594
(Rev. 6-93)

RI



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Pat
thereof.

101823911

e attached original documents or copy

1. Name of conveying party(ies):

Livepage Corporation

8-20-01

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-Canadian
- Other _____

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: October 29, 1999

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

Name: Janna Systems Inc.

Internal Address: _____

Street Address: 3080 Yonge Street, Suite 6020

City: Toronto State: Ontario, Canada ZIP M4N3N1

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-Canadian
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation 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)

B. Trademark Registration No.(s)

2,141,216; 2,078,295

Additional numbers attached? Yes No

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

Name: Cooley Godward LLP

Internal Address: Five Palo Alto Square

Street Address: 3000 El Camino Real
City: Palo Alto State: CA ZIP 94306-2155

6. Total number of applications and registration involved: 2

7. Total fee (37 CFR 3.41):.....
\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

03-3118

(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.

Nels D. Jacobson 8.15.01
Nels D. Jacobson Date

Total number of pages including cover sheet, attachments, and document: 15

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

Certificate of Mailing: #

I hereby certify that this correspondence is being deposited with the United States Postal Service as Express Mail, postage prepaid in an envelope addressed to: Box NO FEE, Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513.

Juile Altman

(Name)

8/16/01

(Date)

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Assistant Commissioner for Trademarks
Box NO FEE
2900 Crystal Drive
Arlington, Virginia 22202-3513

**GENERAL REVOCATION OF POWER OF ATTORNEY
AND DOMESTIC REPRESENTATIVE
AND APPOINTMENT OF NEW ATTORNEY AND DOMESTIC REPRESENTATIVE**

Applicant, Siebel Systems Canada, Limited, hereby revokes all previous powers of attorney and appointments of domestic representatives with regard to the registrations on the attached Schedule A, and appoints Nels D. Jacobson, Anne H. Peck, Janet L. Cullum, and Todd S. Bontemps, Cooley Godward LLP, Attorneys at Law, Five Palo Alto Square, 3000 El Camino Real, Palo Alto, California 94306-2155, to maintain and prosecute the registrations on the attached Schedule A, and to transact all business in the Patent and Trademark Office in connection therewith including receiving the Certificates of Registration, and affidavit of use and renewal notifications.

Applicant requests that all correspondence be directed to the following person. This person is designated as the domestic representative upon whom may be served notices of process

in proceedings affecting the registrations on the attached Schedule A:

Nels D. Jacobson, Esq.
COOLEY GODWARD LLP
Five Palo Alto Square
3000 El Camino Real
Palo Alto, CA 94306-2155
Telephone: (650) 843-5000

Respectfully submitted,

Siebel Systems Canada, Limited,
a Canadian Corporation

Date: _____


5/9/01

By: _____



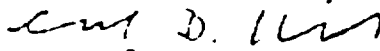
Jeffrey T. Amann
Secretary

1381797

 **CERTIFICATE**
 This is to certify that these
 articles are effective on

Ministère de la
 la Consommation
 et du Commerce
CERTIFICAT
 Ceci certifie que les présents
 statuts entrent en vigueur le

THIS DOCUMENT IS VALID UNTIL 1999


 Director/Directeur
 Loi sur les sociétés par actions

Form 4
 Business
 Corporations
 Act

 Formule
 numéro 4
 Loi sur les
 compagnies

**ARTICLES OF AMALGAMATION
 STATUTS DE FUSION**

1 The name of the amalgamated corporation is: *Dénomination sociale de la compagnie issue de la fusion:*

J	A	N	N	A		S	Y	S	T	E	M	S		I	N	C	.														

2 The address of the registered office is: *Adresse du siège social:*

3080 Yonge Street, Suite 6020
*(Street & Number, or R.R. Number & if Multi-Office Building give Room No.)
 (Rue et numéro, ou numéro de la R.R. et, s'il s'agit d'édifice à bureaux, numéro du bureau)*

Toronto, Ontario

M	4	N	3	N	1
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(Name of Municipality or Post Office) (Postal Code/Code postal)
(Nom de la municipalité ou du bureau de poste)



3 Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*

Minimum of three; maximum of ten;

4 The director(s) is/are: <i>Administrateur(s):</i>		Resident Canadian State Yes or No <i>Résident Canadien Oui/Non</i>
First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Address for service, giving Street & No. or R.R. No., Municipality and Postal Code <i>Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal</i>	
William M. Tatham	67 Wanless Avenue, Toronto, ON M4N 1V7	Yes
E. Scott Beattie	230 East Rivo Alto Drive, Miami Beach FL 33139	No
K. Ian McPhee	763 Glasgow Street, Kitchener, ON N2M 2N7	Yes
J. Murray Armitage	4 Donino Avenue, Toronto, Ontario M4N 2W5	Yes

(A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the Business Corporations Act on the date set out below.

(A) Les actionnaires de chaque compagnie qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les compagnies à la date mentionnée ci-dessous.

Check A or B	 	Cocher A ou B
-----------------	--	------------------

(B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.

(B) Les administrateurs de chaque compagnie qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les compagnies à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of

Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

Janna Systems Inc.

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des compagnies qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la compagnie en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
Janna Systems Inc.	915650	October 29, 1999
LivePage Corporation	930840	October 29, 1999

6 Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.

Limites, s'il y a lieu, imposées aux activités commerciales³ ou aux pouvoirs de la compagnie.

No restrictions

7 The classes and any maximum number of shares that the corporation is authorized to issue:

Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:

Unlimited number of common shares and unlimited number of preference shares

3 Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

4 *Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série.*

See pages 4A to 4B

The rights, privileges, restrictions and conditions attached to the preference shares are as follows:

1. The holders of preference shares shall receive in each calendar year in the discretion of the directors non-cumulative dividends in an amount to be determined by the directors in preference and priority to the common shares and no other dividends. After the full dividend on the preference shares has been provided for in any year the directors in their discretion may declare dividends on the common shares.
2. The Corporation may redeem the whole or any part of the preference shares on payment for each share redeemed of \$1.00 together with all dividends declared thereon and unpaid. If only part of the outstanding preference shares is to be redeemed, the shares to be redeemed shall be selected disregarding fractions in proportion to the number of preference shares registered in the name of each shareholder. The Corporation shall give at least 7 days' notice in writing of such redemption by mailing such notice to the registered holders of the shares to be redeemed, specifying the date and place of redemption. If such notice is given and an amount sufficient to redeem the shares is deposited with any trust company or chartered bank in Canada, as specified in the notice, on or before the date fixed for redemption, such shares are redeemed and cancelled as of the date so fixed for redemption, and the holders thereof shall have no rights in respect thereof ~~except~~ upon the surrender of certificates for such shares, to receive payment therefor out of the money so deposited.
3. The Corporation may purchase for cancellation the whole or any part of the preference shares at a price for each share purchased not exceeding \$1.00.
4. In the event of liquidation, dissolution or winding up of the Corporation, the holders of preference shares shall receive, before any distribution of any part of the assets of the

Corporation among the holders of any other shares, only an amount equal to the amount which the Corporation would have paid to redeem the preference shares at that time.

5. The holders of preference shares are not entitled to receive notice of or to attend meetings of shareholders or to vote thereat but are entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.
6. The holders of preference shares may, by special resolution, add, change or remove the rights, privileges, restrictions or conditions attached to the preference shares.

The common shares shall entitle the holders thereof to vote at all meetings of shareholders except meetings at which only holders of a specified class of shares other than common shares are entitled to vote and, subject to the prior rights of the holders of preference shares, to receive (1) any dividend declared; and (2) the remaining property of the Corporation on dissolution.

9 The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:

L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:

N/A

10 Other provisions, (if any):

Autres dispositions, s'il y a lieu:

N/A

11 The statements required by subsection 178(2) of the Business Corporations Act are attached as Schedule "A".

Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les compagnies constituent l'annexe "A"

12 A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B".

Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".

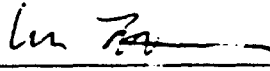
These articles are signed in duplicate

Les présents statuts sont signés en double exemplaire 6.

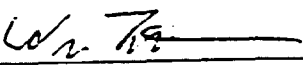
Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.

Dénomination sociale des compagnies qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

JANNA SYSTEMS INC.

By: 
William M. Tatham
President & Chief Executive Officer

LIVEPAGE CORPORATION

By: 
William M. Tatham
President & Chief Executive Officer


SCHEDULE A

CANADA)	IN THE MATTER OF the <i>Business Corporations Act</i> (Ontario) and the Articles of Amalgamation of JANNA SYSTEMS INC. and LIVEPAGE CORPORATION
)	
PROVINCE OF ONTARIO)	
)	
)	
TO WIT:)	

I, William M. Tatham, of the City of Toronto, in the Province of Ontario, hereby certify that:

- 1. I am the President and Chief Executive Officer of Janna Systems Inc. and have knowledge of the matters herein declared.
- 2. There are reasonable grounds for believing that:
 - (a) each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
 - (b) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor will be prejudiced by the amalgamation.

DATED at Toronto, this 29th day of October, 1999.



 William M. Tatham
 President & Chief Executive Officer

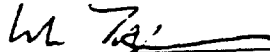
SCHEDULE A

CANADA)	IN THE MATTER OF the <i>Business</i>
)	<i>Corporations Act</i> (Ontario) and the Articles
PROVINCE OF ONTARIO)	of Amalgamation of JANNA SYSTEMS
)	INC. and LIVEPAGE CORPORATION
)	
)	
TO WIT:)	

I, William M. Tatham, of the City of Toronto, in the Province of Ontario, hereby certify that:

1. I am the President and Chief Executive Officer of LivePage Corporation and have knowledge of the matters herein declared.
2. There are reasonable grounds for believing that:
 - (a) each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
 - (b) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor will be prejudiced by the amalgamation.

DATED at Toronto, this 29th day of October, 1999.



 William M. Tatham
 President & Chief Executive Officer

SCHEDULE B
JANNA SYSTEMS INC.

RECITALS:

- A. The Corporation has been incorporated under the laws of Ontario by certificate of incorporation dated October 19, 1990.
- B. It is desirable that the Corporation amalgamate with LivePage Corporation ("LivePage").
- C. All the issued and outstanding shares of LivePage are held by the Corporation.

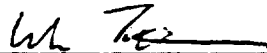
RESOLVED THAT:

- 1. the amalgamation of the Corporation with LivePage is hereby approved;
- 2. the by-laws of the amalgamated corporation shall be the by-laws of the Corporation, until amended or repealed;
- 3.
 - (i) the shares of LivePage shall be cancelled without any repayment of capital in respect of those shares;
 - (ii) except as may be prescribed by the *Business Corporations Act*, the articles of amalgamation shall be the same as the articles of the Corporation;
 - (iii) no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation;
- 4. any director or officer of the Corporation is hereby authorized to take any action and to execute any document which, in the opinion of that person, is necessary or desirable to give effect to this resolution and to deliver all or any of those documents to the Ministry of Consumer and Commercial Relations.

CERTIFICATE

I, William M. Tatham, the President and Chief Executive Officer of Janna Systems Inc. (the "Corporation"), hereby certify that the foregoing is a complete and correct copy of a resolution duly passed by the board of directors of the Corporation on October 29, 1999, and that such resolution is, at the date hereof, in full force and effect, unamended.

DATED: October 29, 1999.



William M. Tatham
President & Chief Executive Officer

11

SCHEDULE B
LIVEPAGE CORPORATION

RECITALS:

- A. The Corporation has been incorporated under the laws of Ontario by certificate of incorporation dated February 25, 1991.
- B. It is desirable that the Corporation be amalgamated with Janna Systems Inc. ("Janna").
- C. The Corporation is a wholly-owned subsidiary corporation of Janna.

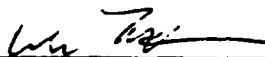
RESOLVED THAT:

- 1. the amalgamation of the Corporation with Janna is hereby approved;
- 2. the by-laws of the amalgamated corporation shall be the by-laws of Janna, until amended or repealed;
- 3. (i) the shares of the Corporation shall be cancelled without any repayment of capital in respect thereof;
(ii) except as may be prescribed by the *Business Corporations Act*, the articles of amalgamation shall be the same as the articles of Janna;
(iii) no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation;
- 4. any director or officer of the Corporation is hereby authorized to take any action and to execute any document which, in the opinion of that person, is necessary or desirable to give effect to this resolution and to deliver all or any of those documents to the Ministry of Consumer and Commercial Relations.

C E R T I F I C A T E

I, William M. Tatham, the President and Chief Executive Officer of LivePage Corporation (the "Corporation"), hereby certify that the foregoing is a complete and correct copy of a resolution duly passed by the board of directors of the Corporation on October 29, 1999, and that such resolution is, at the date hereof, in full force and effect, unamended.

DATED: October 29, 1999.



William M. Tatham
President & Chief Executive Officer

**General Revocation of Power of Attorney and
Appointment of New Attorney**

Schedule A

Mark	Reg. No./Date	Class
INFORIUM	2,141,216	9
LIVEPAGE	2,078,295	9
JANNA CONTACT	2,120,883	9
JANNA	1,284,549	35, 41
JANNA	1,170,513	35, 41
JANNA PLUS	1,335,177	9

Applicant: Siebel Systems Canada, Limited Date Mailed: 8/16/01

Mark: Various see Sch. A Opp No: _____

Ser/Reg No: Various see Sch. A C/M No: _____

Our File: Siebel Systems Atty/Sec'y: NDJ/NJM/1a

Express Mail No.:

The following has been received in the U.S. Patent and Trademark Office on the date stamped hereon:

- | | |
|--|--|
| <input type="checkbox"/> Transmittal Letter | <input type="checkbox"/> Amendment to Allege Use |
| <input type="checkbox"/> Trademark Application, ___ pages | <input type="checkbox"/> Declaration Under Sections 8 and 15 |
| <input type="checkbox"/> Service Mark Application, ___ pages | <input type="checkbox"/> Recordation of Trademark Assignment Cover Sheet |
| <input type="checkbox"/> Response to Office Action No. _____ | <input type="checkbox"/> Statement of Use with 1 Specimen |
| <input type="checkbox"/> Request for Extension of Time | <input type="checkbox"/> 1 Specimen Enclosed |

Check No. _____ for \$ _____

Other: General Revocation of Power of Attorney and Appt. of New Atty

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

1. Name of conveying party(ies):
Livepage Corporation

Individual(s) Association

General Partnership Limited Partnership

Corporation-Canadian

Other _____

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

3. Nature of conveyance:

Assignment Merger

Security Agreement Change of Name

Other _____

Execution Date: October 29, 1999

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

Name: Janna Systems Inc.

Internal Address: _____

Street Address: 3080 Yonge Street, Suite 6020

City: Toronto State: Ontario, Canada ZIP M4N3N1

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-Canadian

Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No

(Designation 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)

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

2,141,216; 2,078,295

Additional numbers attached? Yes No

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Internal Address: Five Palo Alto Square

Street Address: 3000 El Camino Real

City: Palo Alto State: CA ZIP 94306-2155

6. Total number of applications and registration involved: 2

7. Total fee (37 CFR 3.41):.....
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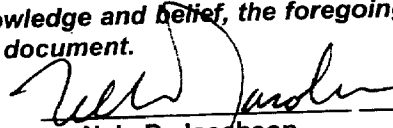
Enclosed

Authorized to be charged to deposit account

8. Deposit account number:
03-3118
(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.

 8.15.01
Nels D. Jacobson Date

Total number of pages including cover sheet, attachments, and document: 15

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