



Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"TECHNOLOGY RESOURCE GROUP, INC.", A MASSACHUSETTS CORPORATION,

WITH AND INTO "BEA SYSTEMS, INC." UNDER THE NAME OF "BEA SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF JULY, A.D. 2000, AT 6 O'CLOCK P.M.

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



Edward J. Freel, Secretary of State

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AUTHENTICATION: 0553054

DATE: 07-12-00

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REEL: 002374 FRAME: 0209

CERTIFICATE OF MERGER  
OF  
TECHNOLOGY RESOURCE GROUP, INC.  
INTO  
BEA SYSTEMS, INC.

Pursuant to the provisions of Section 252 of the Delaware General Corporation Law; the undersigned corporation hereby certifies that:

(1) The name and state of incorporation of each of the constituent corporations is:

- (a) Technology Resource Group, Inc., a Massachusetts corporation; and
- (b) BEA Systems, Inc., a Delaware corporation.

(2) An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by Technology Resource Group, Inc. and BEA Systems, Inc. in accordance with the provisions of Section 252, subsection (c) of the Delaware General Corporation Law.

(3) The name of the surviving corporation of the merger shall be BEA Systems, Inc.

(4) The certificate of incorporation of BEA Systems, Inc. shall be the certificate of incorporation of the surviving corporation.


(5) The executed Agreement and Plan of Merger is on file at the principal place of business of BEA Systems, Inc., at 2316 North First Street, San Jose, California 95131.

(6) A copy of the Agreement and Plan of Merger will be furnished by BEA Systems, Inc. on request and without cost to any shareholder of BEA Systems, Inc. or Technology Resource Group, Inc.

(7) The effective time of the Merger shall be the time of filing of this Certificate with the Secretary of State of the State of Delaware.


IN WITNESS WHEREOF, BEA Systems, Inc. has caused this certificate to be signed by Robert F. Donohue, its authorized officer, on the 11<sup>th</sup> day of July 2000.

BEA Systems, Inc.

  
Name: Robert F. Donohue  
Title: V.P. of Gen Counsel

VERIFICATION

The undersigned as Secretary of BEA Systems, Inc., hereby makes this certificate, hereby declaring under penalty of perjury and certifying that it is his act and deed and the facts herein stated are true and correct and that he has executed this certificate this 11<sup>th</sup> day of July, 2000.

  
Robert F. Donohue  
Secretary