



10-11-2001

Docket No. 45676/KMO/B600

10-01-2001

U.S. Patent & TMO/ TM Mail Rcpt Dt #71

RECOI



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Box Assignment
Commissioner of Patents and Trademarks
Washington, D.C. 20231

Post Office Box 7068
Pasadena, CA 91109-7068

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

<p>1. Name of conveying party(ies): Reliance Computer Corporation 10/01/01</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other <input checked="" type="checkbox"/> Exists Under Laws of Delaware</p> <p>Additional name(s) of conveying party(ies) attached: No</p>	<p>2. Name and address of receiving party(ies): Name: ServerWorks Corp. Street Address: 2251 Lawson Lane Santa Clara, California 95054</p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other: <input checked="" type="checkbox"/> Exists Under Laws of Delaware</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: (Designation must be a separate document from Assignment). Additional name(s) & address(es) attached?</p>
<p>3. Name of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: January 5, 2001</p>	<p>4. A. Trademark Application No.(s) 75/840,999</p> <p>4. B. Trademark Registration No.(s)</p> <p>Additional numbers attached? No</p>
<p>5. Please return the recorded document and address all correspondence to: CHRISTIE, PARKER & HALE, LLP P.O. Box 7068 Pasadena, CA 91109-7068 Attention: Kathleen M. Olster</p>	<p>6. Total number of applications or registrations involved..... 1</p> <p>7. <input checked="" type="checkbox"/> Total fee enclosed (37 CFR 3.41): \$ 40.00</p> <p>8. <input checked="" type="checkbox"/> Any deficiency or overpayment of fees should be charged or credited to Deposit Account No. 03-1728, except for payment of issue fees required under 37 CFR § 1.18. Please show our docket number with any credit or charge to our Deposit Account.</p>
<p>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.</p> <p>Date: September 19, 2001 I HEREBY CERTIFY THAT THIS CORRESPONDENCE IS BEING DEPOSITED WITH THE U.S. POSTAL SERVICE AS FIRST CLASS MAIL IN AN ENVELOPE ADDRESSED TO: ASSISTANT COMMISSIONER FOR PATENT, WASHINGTON, D.C. 20231 ON</p> <p>7/19/01 <i>Kathleen M. Olster</i> DATE SIGNATURE</p>	<p>10. <input type="checkbox"/> Explanatory letter is enclosed.</p> <p>By <i>Kathleen M. Olster</i> Name: Kathleen M. Olster 626/795-9900</p> <p>Total number of pages including cover sheet, attachments, and document: 5</p> <p style="writing-mode: vertical-rl; transform: rotate(180deg);">10/10/2001 LHMELLER 00000119 7584999 40.00 RP</p>

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Office of the Secretary of State

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:

"SERVERWORKS CORP.", A DELAWARE CORPORATION,

WITH AND INTO "RELIANCE COMPUTER CORP." UNDER THE NAME OF "SERVERWORKS CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF JANUARY, A.D. 2001, AT 6:40 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE SIXTH DAY OF JANUARY, A.D. 2001, AT 6 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1320362

2454606 8100M

010428487

DATE: 08-29-01

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

SERVERWORKS CORP.
(a Delaware corporation)

into

RELIANCE COMPUTER CORP.
(a Delaware corporation)

(Pursuant to Section 253 of the General Corporation Law of Delaware)

RELIANCE COMPUTER CORP. (the "Corporation"), a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "DGCL"), does hereby certify:

1. The Corporation is a corporation of the State of Delaware.
2. The Corporation owns all of the outstanding shares of each class of stock of ServerWorks Corp., a Delaware corporation ("Serverworks").
3. The following resolutions were adopted on January 5, 2001 by the Board of Directors of the Corporation:

WHEREAS, the sole director of the Corporation has determined it to be in the best interests of the Corporation and its stockholders to merge ServerWorks Corp., a Delaware corporation ("Serverworks"), with and into the Corporation (the "Merger");

NOW, THEREFORE, BE IT RESOLVED, that the Merger, by which Serverworks, shall be merged with and into the Corporation and by which the Corporation shall assume all of the rights, obligations and liabilities of Serverworks, be, and it hereby is approved and adopted in all respects;

RESOLVED FURTHER, that the Merger shall be effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, or at such later time set forth therein.

RESOLVED FURTHER, that all actions heretofore taken by the officers of the Corporation in connection with the Merger be, and they hereby are, ratified, adopted and approved in all respects;

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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RESOLVED FURTHER, that, upon the effectiveness of the Merger, the name of the Corporation shall be changed to ServerWorks Corp. and Article One of the Restated Certificate of Incorporation of the Corporation shall be amended to read as follows:

"One. The name of the Corporation is ServerWorks Corp."

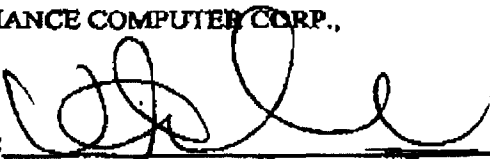
RESOLVED FURTHER, that except for the foregoing amendment to Article One, said Restated Certificate of Incorporation shall remain unchanged by the Merger and in full force and effect until further amended in accordance with the Delaware General Corporation Law; and

RESOLVED FURTHER, that the officers of the Corporation, or any one of them acting alone, are hereby authorized to execute, deliver and file, for and on behalf of the Corporation, all other agreements, certificates, instruments and documents as any officer deems necessary or advisable in order to carry out the purposes of the foregoing resolutions, or as may be required of the Corporation in connection with the Merger, in such form and of such content as any such officer shall approve, such execution to be conclusive evidence of such approval.

4. This Certificate shall be effective at 6:00 p.m., E.S.T. on January 6, 2001.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be executed by its duly authorized officer this 5th day of January, 2001.

RELIANCE COMPUTER CORP.,

By: 

Anantakotiraju Vegesna
President and Chief Executive Officer