



*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 MERGER, WHICH MERGES:

"MAINSOFT CORPORATION", A CALIFORNIA CORPORATION,  
WITH AND INTO "MAINSOFT CORPORATION" UNDER THE NAME OF  
"MAINSOFT CORPORATION", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2000, AT  
1:45 O'CLOCK P.M.



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

3257251 8100M

AUTHENTICATION: 1344652

010458802

DATE: 09-17-01

TRADEMARK  
REEL: 002386 FRAME: 0795

CERTIFICATE OF MERGER

OF

**MAINSOFT CORPORATION**  
(a California Corporation)

INTO

**MAINSOFT CORPORATION**  
(a Delaware Corporation)

(Under Section 252 of the General  
Corporation Law of the State of Delaware  
\*\*\*\*\*

The undersigned corporation DOES HEREBY CERTIFY:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
MainSoft Corporation	Delaware
MainSoft Corporation	California

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of section 252 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is **MainSoft Corporation**, a Delaware corporation.

FOURTH: That the Certificate of Incorporation of **MainSoft Corporation**, a Delaware corporation, which is the surviving corporation, shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Merger Agreement and Plan of Reorganization is on file at an office of the surviving corporation, the address of which is **MainSoft Corporation, 3850 North First Street, San Jose, California, 95134**.

SIXTH: That a copy of the Merger Agreement and Plan of Reorganization will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

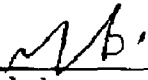
SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par value per share</u>
MainSoft Corporation	Common	45,000,000	No par value
A California Corporation	Series A Preferred	29,000,000	No par value
	Series B Preferred	8,000,000	No par value
	Series B-1 Preferred	2,000,000	No par value
	Series C Preferred	9,000,000	No par value

EIGHT: That this Certificate of Merger shall be effective upon filing.

IN WITNESS WHEREOF, **MainSoft Corporation**, a Delaware corporation, has caused this Certificate of Merger to be signed by its Secretary this 22<sup>nd</sup> day of December, 2000.

**MAINSOFT CORPORATION,**  
a Delaware corporation

By:   
Name: Iris Yahal  
Title: Secretary