

10-26-2001

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

Beta Acquisition Corporation

10/17/01

- Individual(s) Association General Partnership Limited Partnership Corporation-State (Delaware) 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: January 18, 2001

2. Name and address of receiving party(ies)

Name: Bluestone Software, Inc.

Internal Address:

Street Address: 300 Stevens Drive

City: Philadelphia State: PA Zip: 19113

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware Other

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

1,800,547 2,052,135 2,096,949

Additional number(s) attached Yes No

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

Name: Joseph J. Serritella, Esquire

Internal Address: Pepper Hamilton LLP

3000 Two Logan Square

Street Address: Eighteenth and Arch Streets

City: Philadelphia State: PA Zip: 19103-2799

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41) \$90.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

(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.

Joseph J. Serritella

Name of Person Signing

Signature

October 17, 2001

Date

5

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

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

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TRADEMARK REEL: 2389 FRAME: 0919

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:48 PM 01/18/2001
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**CERTIFICATE OF MERGER
OF
BETA ACQUISITION CORPORATION
WITH AND INTO
BLUESTONE SOFTWARE, INC.**

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law ("DGCL"), Bluestone Software, Inc., a Delaware corporation (the "Company"), hereby certifies the following information relating to the merger of Beta Acquisition Corporation, a Delaware corporation ("Merger Sub"), with and into the Company:

FIRST: The names and states of incorporation of each of the constituent corporations of the merger are:

Name	State
Beta Acquisition Corporation	Delaware
Bluestone Software, Inc.	Delaware

SECOND: An agreement and plan of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations, in accordance with Section 251 of the DGCL.

THIRD: The surviving corporation is Bluestone Software, Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be amended in its entirety to read as set forth in Exhibit A attached hereto.

FIFTH: The agreement and plan of merger is on file at the principal place of business of the surviving corporation at 300 Stevens Drive, Philadelphia, Pennsylvania 19113, which shall be an office of the surviving corporation.

SIXTH: A copy of the agreement and plan of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, on this 18th day of January 2001.

BLUESTONE SOFTWARE, INC.

By: /s/ Paul T. Porzini
Name: Paul T. Porzini
Title: Senior Vice President and General Counsel

Exhibit A

**CERTIFICATE OF INCORPORATION
OF
BLUESTONE SOFTWARE, INC.**

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation is Bluestone Software, Inc. (the "Corporation").

**ARTICLE II
REGISTERED OFFICE**

The address of the registered office of the corporation in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, and the name of its registered agent at that address is Corporation Service Company.

**ARTICLE III
PURPOSE**

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**ARTICLE IV
AUTHORIZED CAPITAL STOCK**

The corporation shall be authorized to issue one class of stock to be designated "Common Stock"; the total number of shares which the corporation shall have authority to issue is One Thousand (1,000), and each such share shall have a par value of one cent (\$0.01).

**ARTICLE V
BOARD POWER REGARDING BYLAWS**

In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, repeal, alter, amend and rescind the bylaws of the corporation.

**ARTICLE VI
ELECTION OF DIRECTORS**

Elections of directors need not be by written ballot unless the bylaws of the corporation shall so provide.

**ARTICLE VII
LIMITATION OF DIRECTOR LIABILITY**

A director of the corporation shall, to the full extent permitted by the Delaware General Corporation Law as it now exists or as it may hereafter be amended, not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Neither any amendment nor repeal of this Article VII, nor the adoption of any provisions of this Certificate of Incorporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an

inconsistent provision.

**ARTICLE VIII
CORPORATE POWER**

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

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RECORDED: 10/17/2001

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