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FORM COVER SHEET

TRADEMARKS ONLY

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

Tab settings

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

1. Name of conveying party(ies):

Unify Corporation

11-5-01

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State California, 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: May 16, 1996

2. Name and address of receiving party(ies)

Name: Unify Corporation

Internal

Address:

Street Address: 2101 Arena Blvd., Suite 100

City: Sacramento State: CA Zip: 95834

- 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)

75/720,902 75/720,640

B. Trademark Registration No.(s)

2,298,547 1,843,232 1,386,673 2,289,276 1,663,326

Additional number(s) attached Yes No

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

Name: Mitchell P. Brook

Internal Address: Baker & McKenzie

Street Address: 101 West Broadway, 12th Floor

City: San Diego State: CA Zip: 92101

6. Total number of applications and registrations involved:

7

7. Total fee (37 CFR 3.41).....\$190.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

02-0410

(Attach duplicate copy of this page if paying by deposit account)

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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.

Mitchell P. Brook

Name of Person Signing

Signature

11/5/01 Date

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

3

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

11/15/2001 LWEILLER 0000022 75720902 40.00 DP 190.00 DP

TRADEMARK REEL: 002395 FRAME: 0864

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:

"UNIFY CORPORATION", A CALIFORNIA CORPORATION,

WITH AND INTO "UNIFY CORPORATION" UNDER THE NAME OF "UNIFY CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF MAY, A.D. 1996, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1425375

2611874 8100M

010553241

DATE: 11-02-01

TRADEMARK
REEL: 002395 FRAME: 0865

**CERTIFICATE OF MERGER
OF
UNIFY CORPORATION, A CALIFORNIA CORPORATION
INTO
UNIFY CORPORATION, A DELAWARE CORPORATION**

Unify Corporation hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations are:
 - (a) Unify Corporation, a California corporation ("Unify California"); and
 - (b) Unify Corporation, a Delaware corporation ("Unify Delaware").
2. A Plan and Agreement of Merger has been approved, adopted, certified, executed and acknowledged by Unify California and by Unify Delaware in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation is Unify Corporation.
4. The Certificate of Incorporation of Unify Delaware shall be the Certificate of Incorporation of the surviving corporation.
5. The surviving corporation is a corporation of the State of Delaware.
6. The executed Plan and Agreement of Merger is on file at the principal office of business of Unify Delaware at 181 Metro Drive, 3rd Floor, San Jose, California 95110.
7. A copy of the Plan and Agreement of Merger will be furnished by Unify Delaware, on request and without cost, to any shareholder of Unify California or stockholder of Unify Delaware.
8. The authorized capital stock of Unify California is 60,000,000 shares of Common Stock and 17,933,016 shares of Preferred Stock, with no par value.

IN WITNESS WHEREOF, Unify Delaware has caused this Certificate to be signed by Reza Mikaili, its President, on the 16 day of May, 1996.

UNIFY CORPORATION, A DELAWARE CORPORATION

By:



Reza Mikaili, President