

01-28-2002



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

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

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

1. Name of conveying party(ies):

E3 Corporation

1-15-02

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

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: JDA-E3 Corporation Internal Address:

Street Address: 14400 N. 87th Street City: Scottsdale State: Arizona Zip: 85260

- 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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: September 7, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 75433278 75622063 75622378 75433180 75433178

B. Trademark Registration No.(s)

2395440 15 200

Additional number(s) attached Yes No

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

Name: Steven R. Sprinkle

Internal Address: Suite 400

Gray Cary Ware & Freidenrich LLP

Street Address: 1221 S. Mopac Expressway

City: Austin State: Texas Zip: 78746

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR 3.41): \$ 290.00

- Enclosed Authorized to be charged to deposit account (for additional fees)

8. Deposit account number: 50-0456

(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.

Steven R. Sprinkle Name of Person Signing

Signature

12-11-01 Date

Total number of pages including cover sheet, attachments, and document: 10

01/25/2002 DBYRNE 01 FC:481 02 FC:482

40.00 OP 250.00 OP

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

Additional Trademark Registrations
(continuation of Item 4 of Form PTO-1594)

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1961980

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 MERGER, WHICH MERGES:

"E3 CORPORATION", A GEORGIA CORPORATION,

WITH AND INTO "E3 ACQUISITION CORP." UNDER THE NAME OF "JDA-E3 CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF SEPTEMBER, A.D. 2001, AT 5:15 O'CLOCK P.M.

3432393 8100M
010576804



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1446347

DATE: 11-14-01

TRADEMARK
REEL: 002431 FRAME: 0109

CERTIFICATE OF MERGER

OF

**E3 CORPORATION
(a Georgia Corporation)**

WITH AND INTO

**E3 ACQUISITION CORP.
(a Delaware Corporation)**

E3 Acquisition Corp. (the "*Company*"), organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("*DGCL*") and E3 Corporation ("*E3*"), organized and existing under and by virtue of the Georgia Business Corporation Code ("*GBCC*").

EACH DO HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
E3 Acquisition Corp.	Delaware
E3 Corporation	Georgia

SECOND: That an Agreement and Plan of Reorganization dated as of September 7, 2001, ("*Reorganization Agreement*") by and among E3 Corporation, the Stockholders (as named therein), E3 Acquisition Corp. and JDA Software Group, Inc., has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the DGCL and Section 14-2-1107 of the GBCC.

THIRD: That the surviving corporation shall be E3 Acquisition Corp., and upon the effectiveness of this Certificate of Merger, the name of the surviving corporation of the merger shall be JDA-E3 Corporation.

FOURTH: The Certificate of Incorporation of the Company shall be the Certificate of Incorporation of the surviving corporation, except that the Certificate of Incorporation of E3 Acquisition Corp. shall be amended so that Article First of such Certificate of Incorporation shall read as follows: "The name of the corporation is JDA-E3 Corporation."

FIFTH: That the executed Reorganization Agreement is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 14400 N. 87th Street, Scottsdale, Arizona 85260-3649.

SIXTH: That a copy of the Reorganization Agreement 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 E3 is 50,000,000 shares, \$0.05 par value.

[Signature page follows]

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 013190775
CONTROL NUMBER : J701921
DATE INC/AUTH/FILED: 11/07/1986
JURISDICTION : GEORGIA
PRINT DATE : 11/15/2001
FORM NUMBER : 215

CT CORPORATION SYSTEM
RUDENE REMBERT
1201 PEACHTREE STREET, NE
ATLANTA, GA 30361

CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

E3 CORPORATION A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox
Secretary of State

TRADEMARK
REEL: 002431 FRAME: 0111

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 012500823
CONTROL NUMBER : J701921
EFFECTIVE DATE : 09/07/2001
REFERENCE : 0077
PRINT DATE : 09/07/2001
FORM NUMBER : 411

MORRIS, MANNING & MARTIN
PATRICIA E. HUGHES
3343 PEACHTREE RD, NE, STE 1600
ATLANTA GA 30326

CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

E3 ACQUISITION CORP., A DELAWARE CORPORATION

Nonsurviving Entity/Entities:

E3 CORPORATION, A GEORGIA CORPORATION



Cathy Cox
CATHY COX
SECRETARY OF STATE

01250823

**CERTIFICATE OF MERGER
OF
E3 CORPORATION
WITH AND INTO
E3 ACQUISITION CORP.**

ARTICLE ONE: The names and states of incorporation of the merging corporations are as follows:

<u>Name</u>	<u>State of Incorporation</u>	<u>Status</u>
E3 Acquisition Corp.	Delaware	Surviving Corporation
E3 Corporation	Georgia	Merging Corporation

ARTICLE TWO: The Certificate of Incorporation of E3 Acquisition Corp. shall be amended so that Article First of such Certificate of Incorporation shall read as follows: "The name of the corporation is JDA-E3 Corporation."

ARTICLE THREE: The executed Agreement and Plan of Reorganization is on file at the principal place of business of E3 Acquisition Corp., which is located at 14400 N. 87th Street, Scottsdale, Arizona 85260-3649.

ARTICLE FOUR: A copy of the Agreement and Plan of Reorganization will be furnished by E3 Acquisition Corp., on request and without cost, to any shareholder of any corporation that is a party to the merger.

ARTICLE FIVE: The merger was duly approved by the shareholders of E3 Corporation on September 7, 2001.

ARTICLE SIX: A request for publication of a notice of filing this Certificate of Merger and payment therefor will be made as required by O.C.G.A. § 14-2-1105.1(b).

[The remainder of this page is intentionally left blank.]

Date: September 7, 2001

E3 CORPORATION

E3 ACQUISITION CORP.

By: *[Signature]*
Name: Andrew Arealitz
Title: Chairman

By: *[Signature]*
Name: G. Michael Bridge
Title: VP + General Counsel

SECRETARY OF STATE
01 SEP - 7 PM 4: 54
CORPORATIONS DIVISION

[Signature page to Certificate of Merger]

Additional Trademark Registrations
(continuation of Item 4 of Form PTO-1594)

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