

01-28-2002



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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 North America, Inc. 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: November 6, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 74662643 B. Trademark Registration No.(s) 1961977
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: 2
7. Total fee (37 CFR 3.41): \$ 65.00 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 Date 12-11-01

01/25/2002 DBYRNE 00000357-74662643 40.00 OP 25.00 OP

Total number of pages including cover sheet, attachments, and document: 8
Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002431 FRAME: 0156

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 NORTH AMERICA, INC.", A GEORGIA CORPORATION,

WITH AND INTO "JDA-E3 CORPORATION" 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 SIXTH DAY OF NOVEMBER, A.D. 2001, AT 4:20 O'CLOCK P.M.

3432393 8100M

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1446346

DATE: 11-14-01

TRADEMARK
REEL: 002431 FRAME: 0157

CERTIFICATE OF MERGER

OF

**E3 NORTH AMERICA, INC.
(a Georgia Corporation)**

WITH AND INTO

**JDA-E3 CORPORATION
(a Delaware Corporation)**

JDA-E3 Corporation (the "Company"), organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("DGCL") and E3 North America, Inc. ("E3NA"), 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>
JDA-E3 Corporation	Delaware
E3 North America, Inc.	Georgia

SECOND: That an Agreement and Plan of Merger dated as of October 31, 2001, (the "Merger Agreement") by and between E3 North America, Inc. and JDA-E3 Corporation, 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 JDA-E3 Corporation.

FOURTH: The Certificate of Incorporation of the Company shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Merger 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. 37th Street, Scottsdale, Arizona 85260-3649.

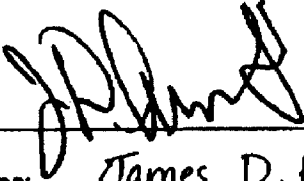
SIXTH: That a copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of E3NA is 22,000 shares, \$0.10 par value.

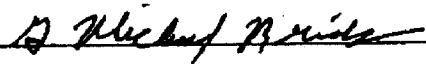
[Signature page follows]

IN WITNESS WHEREOF, JDA-E3 Corporation and E3 North America, Inc. have caused the Certificate to be duly signed its authorized officers, this 31st day of October, 2001.

JDA-E3 CORPORATION

By: 
Name: James D. Armstrong
Title: CEO

E3 NORTH AMERICA, INC.

By: 
Name: G. Michael Bridge
Title: VP

[Signature page to the Certificate of Merger]

Secretary of State

Corporations Division

315 West Tower

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

DOCKET NUMBER : 013120744
CONTROL NUMBER : K218915
EFFECTIVE DATE : 11/07/2001
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PRINT DATE : 11/08/2001
FORM NUMBER : 411

CT CORPORATION SYSTEM
PATTIE HARDY
1201 PEACHTREE STREET, NE
ATLANTA GA 30361

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:

JDA-E3 CORPORATION, A DELAWARE CORPORATION

Nonsurviving Entity/Entities:

E3 NORTH AMERICA, INC., A GEORGIA CORPORATION




CATHY COX
SECRETARY OF STATE

**CERTIFICATE OF MERGER
OF
E3 NORTH AMERICA, INC.
WITH AND INTO
JDA-E3 CORPORATION**

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>
JDA-E3 Corporation	Delaware	Surviving Corporation
E3 North America, Inc.	Georgia	Merging Corporation

ARTICLE TWO: The executed Agreement and Plan of Merger is on file at the principal place of business of JDA-E3 Corporation, which is located at 14400 N. 87th Street, Scottsdale, Arizona 85260-3649.

ARTICLE THREE: A copy of the Agreement and Plan of Merger will be furnished by JDA-E3 Corporation, on request and without cost, to any shareholder of any corporation that is a party to the merger.

ARTICLE FOUR: The merger was duly approved by the shareholders of E3 North America, Inc. on October 31, 2001.

ARTICLE FIVE: 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).

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