

02-08-2002



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New 1-10-02

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger Effective Date
Month Day Year
11/29/01

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year
11/29/01

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

02/07/2002 TBIAZ1 00000088 090474 2343610

01 FD:481 40.00 CH

02 FC:482 75.00 CH

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2343610"/>	<input type="text" value="2347195"/>	<input type="text" value="2071598"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2405660"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

#

Deposit Account Number:

Authorization to charge additional fees:

Yes No

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. Charges to deposit account are authorized, as indicated herein.

Grazia T. Micewicz
Name of Person Signing

Grazia T. Micewicz
Signature

1-9-02
Date Signed

**CERTIFICATE OF MERGER
OF
OPENORDERS, INC.**

F011204000509

INTO

**INTERNATIONAL BUSINESS MACHINES CORPORATION
UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW**

The undersigned, Andrew Bonzani, being the Assistant Secretary of International Business Machines Corporation, a domestic corporation duly organized and existing under and by virtue of the laws of the State of New York pursuant to the provisions of Section 905 of the Business Corporation Law of the State of New York, hereby certifies the following with respect to a merger approved pursuant to delegations adopted by the Board of Directors of International Business Machines Corporation:

1. International Business Machines Corporation (originally formed under the name Computing-Tabulating-Recording-Co.), a corporation of the State of New York and the surviving corporation, owns all of the outstanding shares of OpenOrders, Inc., a corporation of the Commonwealth of Massachusetts.

2. As to OpenOrders, Inc., the designation and number of outstanding shares and the number of such shares (of each class) owned by the surviving corporation are as follows:

<u>Name of Subsidiary</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Survivor</u>
OpenOrders, Inc.	common stock 1,843,442	1,843,442

3.(a) The certificate of incorporation of International Business Machines



Corporation was filed in the Department of State on the 16th day of June, 1911.

(b) OpenOrders, Inc., was incorporated under the laws of the Commonwealth of Massachusetts on the 25th day of November, 1986 (originally formed under the name David Levitt Associates, Inc.). No application for authority to do business in the State of New York has been filed.

(c) The merger is permitted by the laws of the Commonwealth of Massachusetts and is in compliance therewith.

4. The surviving corporation owns all of the outstanding shares of the corporation to be merged.

5. The merger shall be effective on the 15th day of December, 2001.

6. The plan of merger was duly adopted by the Board of Directors of International Business Machines Corporation.

IN WITNESS WHEREOF, this certificate has been signed on the 29th day of November, 2001, and the statements contained therein are affirmed as true under penalties of perjury.

**INTERNATIONAL BUSINESS
MACHINES CORPORATION**

By: 

Name: Andrew Boczani

Title: Assistant Secretary

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on: DEC 04 2001



A handwritten signature in black ink, appearing to read "J. Healy", followed by a long horizontal line extending to the right.

Special Deputy Secretary of State

1266 (7/00)

F011204000509

CT-07

CERTIFICATE OF MERGER

OF
OPENORDERS, INC.

INTO
INTERNATIONAL BUSINESS MACHINES CORPORATION

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

FILED

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loc

STATE OF NEW YORK
DEPARTMENT OF STATE

DEC 04 2001

FILED

TAXS

BY:

Tom B
Westchester

FILED BY:

Patrick J. Shima, Attorney
International Business Machines Corporation

ROUTE 100

BUILDING 2, ROOM 42-11

SOMERS, NY 10589

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TOTAL P. 04