

03-07-2002



Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102005969

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

1. Name of conveying party(ies):
XcelleNet, Inc.

2-15-00

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

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

2. Name and address of receiving party(ies)
Name: XcelleNet, Inc.

Internal Address: 3820 Mansell Road, Suite 100

Street Address: _____

City: Alpharetta State: GA Zip: 30022

- 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
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: December 31, 2001

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

A. Trademark Application No.(s) 76/044,915, 76/044,147,
75/936,283, 76/025,062, 76/025,063, 76/039,646, 76/039,647

B. Trademark Registration No.(s) 1,759,633,
1,557,788, 1,898,725, 1,779,562, 1,876,114

Additional number(s) attached Yes No

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

Name: Douglas W. Kenyon

Internal Address: Hunton & Williams
Suite 1400

Street Address: 421 Fayetteville Street Mall

City: Raleigh State: NC Zip: 27601

6. Total number of applications and registrations involved: _____

12

7. Total fee (37 CFR 3.41).....\$ 315.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

08-3436

DO NOT USE THIS SPACE

9. Signature.

Douglas W. Kenyon
Name of Person Signing

Signature

2/1/02
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

03/06/2002 AAMMED1 00000198 76044915

01 FC:481

40.00 OP
275.00 OP

02 FC:482

TRADEMARK
REEL: 002455 FRAME: 0530

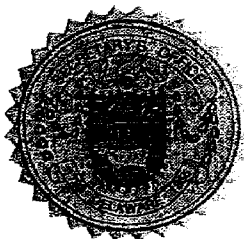
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BRAVE PARENT CORP.", A DELAWARE CORPORATION,

"XCELLENET, INC.", A DELAWARE CORPORATION,

WITH AND INTO "AFARIA, INC." UNDER THE NAME OF "XCELLENET, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 5 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3198365 8100M

020002292

AUTHENTICATION: 1568603

DATE: 01-19-02

TRADEMARK
REEL: 002455 FRAME: 0531

CERTIFICATE OF MERGER

**Merging
XcelleNet, Inc. and Brave Parent Corp.
into
Afaria, Inc.**

(Pursuant to Section 251 of the General Corporation Law of the State of Delaware)

Afaria, Inc., a Delaware corporation, does hereby certify that:

First: The constituent corporations to the merger are as follows: Afaria, Inc. (the "Corporation"), XcelleNet, Inc. ("XcelleNet") and Brave Parent Corp. ("BPC"), each incorporated and existing under the General Corporation Law of the State of Delaware (the "DGCL").

Second: An Agreement and Plan of Reorganization and Merger (the "Agreement"), dated as of December 21, 2001, by and among the Corporation, XcelleNet and BPC setting forth the terms and conditions of the merger of XcelleNet and BPC with and into the Corporation (the "Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the DGCL.

Third: Pursuant to the Agreement, XcelleNet and BPC each shall merge with and into the Corporation, and the Corporation shall be the surviving corporation (the "Surviving Corporation").

Fourth: The name of the Surviving Corporation shall be changed to "XcelleNet, Inc."

Fifth: The Certificate of Incorporation of the Surviving Corporation shall be amended and restated to be the Amended and Restated Certificate of Incorporation which is attached hereto as Exhibit A.

Sixth: The executed Agreement is on file at the office of the Surviving Corporation at 3820 Mansell Road, Suite 100, Alpharetta, Georgia 30022.

Seventh: A copy of the Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any of the constituent corporations.

Eighth: The effective date of the Merger shall be December 31, 2001.

[Signatures on Following Page]

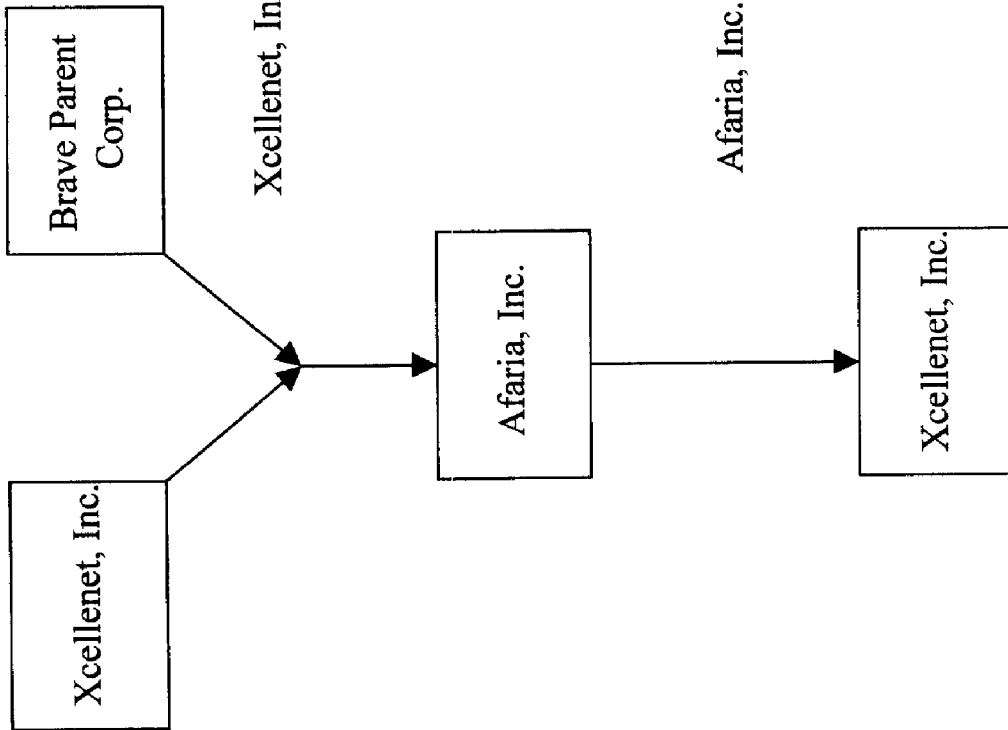
IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate of Merger to be executed by a duly authorized officer on this 31st day of December, 2001.

Afaria, Inc.

By: /S/ Joan E. Herbig

Name: Joan E. Herbig

Title: President and Chief Executive Officer



Xcellenet, Inc. and Brave Parent Corp. merged into and with Afaria, Inc.

Afaria, Inc. changed its name to Xcellenet, Inc.