MW 11-15-2001 05-	22-2002
Form PTO-1594 NW /5 , 2001 RECO (Rev. 03/01) TF OMB No. 0651-0027 (exp. 5/31/2002)	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
Tab settings ⇔⇔⇔ ▼ 102	2106341 <b>/ V</b>
To the Honorable Commissioner of Patents and Trademarks:	Please record the attached original documents or copy thereof.
Name of conveying party(ies):     CLSI, Inc.	2. Name and address of receiving party(ies)  Name: Geac Computers, Inc.  Internal c/o Geac Computer Corporation Limited Address: Attn: Ruth Klein, Asst. Gen. Counsel
☐ Individual(s) ☐ Association ☐ General Partnership ☐ Limited Partnership ☐ Corporation-State Massachusetts ☐ Other ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐	Street Address: 11 Allstate Parkway, Suite 300  City: Markham, Ontario, Canada Zip: L3R 9T8  Individual(s) citizenship  Association
Additional name(s) of conveying party(ies) attached? Yes V	
3. Nature of conveyance:  Assignment  Security Agreement  Other  Execution Date: Apr. 30, 1994	Limited Partnership  Corporation-State Missouri  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):	30
A. Trademark Application No.(s)NONE	B. Trademark Registration No.(s)1168131 1169025
Additional number(s)	
Name and address of party to whom correspondence concerning document should be mailed:      Name: Joshua R. Bressier	6. Total number of applications and registrations involved:
Name: Joshua R. Bressier Internal Address: Sullivan & Cromwell	7. Total fee (37 CFR 3.41)
Street Address: 125 Broad Street	8. Deposit account number:
City: New York State: NY Zip:10004	E TIUO OBAGE
9. Signature.	E THIS SPACE
Joshua R. Bressler	1-24-02 Signature Date
Total number of bases including	cover sheet, attechments, and document.

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patent & Trademarks, Box Assignments

Washington, D.C. 20231

No. #00275817



## State of Missouri

Judith K. Moriarty, Secretary of State

Corporation Division

# Certificate of Merger — Missouri Corporation Surviving

	Missouri Corporation Surviving
	s of Merger of the following corporations:  Ons CLSI, INC. (A Massachusetts corp not qualified)
INTO:	ECI COMPUTER INC. (A California corp not qualified)  GEAC COMPUTERS, INC. (#00275817)
Organized and Exis	ting Under Laws of Hassachuetts, California, Missouri
	found to conform to law, and filed.
NOW, THEREFO	RE, I. JUDITH K. MORIARTY, Scoretary of State of the State of Missouri, issue this Certificate
of Merger, certifying	that the merger of the aforenamed corporations is effected, with
as the surviving cor	peration.
	IN TESTIMONY WHEREOF, I hereanto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 29th day of April  19 94  EFFECTIVE DATE: APRIL 30 1994  Similary of State  25 00
Corp. #21 (1-#3)	Fee \$ 25.00



(NO. - 775 - 6/4/93)

## State of Missouri

Judith K. Moriarty, Secretary of State P.O. Box 778. Jefferson City, Mo. 65102

Corporation IFILESIAND CERTIFICATE

ISSUED

## Articles of Merger

APR 29 1994

Buck to Braniste

(Section 351.447, RSMo) (To be submitted in duplicate)

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned corporations

That CEAC COMPUTERS, INC.  Of Missouri (Perce beet)  (Perc	ann.	tos tottowing:	
That	1) 7	ner .	
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	3) 1	LAN OF MERGER	
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is the survivor.	1	GAAC COMPUTERS, INC. of 1807	/ Park 2/0 Dr., St. Louis, NO 63146
	i	s the survivor.	

1 A	till of the property, rights, privileges, leases and patents of the CLST, ANC.
•	BCI CONFUTER. INC. Corporation and
	re to be transferred to and become the property of Gear COMPUTES. INC.
į	the survivor. The officers and board of directors of the above named corporations are authorized to execute all decris, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.
S!	The officers and board of directors ofSEAC_COMPUTERS. INC; half continue in office until their successors are duly elected and qualified under the previsions of the by- two of the surviving corporation.
α	To be completed if the pursue corporation does not own all of the outstanding theres of each of the subsidiary perpendicular party to the merger.)  The consideration paid by the surviving corporation upon surrender of each share of the subsidiary perpendicular which is not owned by the parent corporation is as follows:
<b>S</b> . (7	To be completed if the parent corporation is not the surviving corporation.)
	The oursanding shares of
	parent corporation, shall be exchanged for shares of
b	. The proposed merger has been approved by receiving the affirmative vote of at least two-thirds of the outstanding
	shares of
سـ	parami corporation, entitled to your thereon at a meeting thereof duly called and held on
i. It	is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State
<b>a</b> .	The surviving corporation may be served with process in the State of Missouri in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Missouri which is a party to the unerger and in any proceeding for the enforcement of the rights of a disseming shareholder of any such corporation organized under the laws of the State of Missouri against the surviving corporation:
b.	The Secretary of State of the State of Missouri shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed in 320 Nevada Strage, Newtonville, nA 02160
¢	The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Missouri which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The General and Business Corporation Law of Missouri" with respect to the rights of dissenting shareholders.

7. The articles of incorporation of the survivor aware not amended audalitance

Comp. 458A (Page 2)

Gage #MA chage St

(MO. - 775)

IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicase by the aforementioned corporations as of the day and year hereafter acknowledged.

•	SEAC COMPUTERS, INC.
Corporate Seal	(None of Dargoradori)
	By Side
	Stephen J. Sadisport Library
ATTEST:	• . •
Stielley R." Tenbert," Secretary	
	CLS1, INC.
Corpotate Stal	D D (News to Compression)
	By Acholle
	Stephen J. Sedler, President
ATTEST	
By /	•
Shelley R. Isonberg, Secretary	•
	ECI COMPOTER, INC.
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Corporate Seal	001
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ATTES	
By	•
Shelley R. Isenberg Secretary	
Praviace ONTOLIO	
Sect of	- } "
County of	_ J <del></del>
On this 25 day of	April
On this day of _	
	, Notary Public in and for said state, personally
appeared Staphan J. Sodler	, Deseidant (Tuto
GRAC COMPUTERS, INC.	
· Source of Contramentality	
of Merger in behalf of said corporation and acknow	ledged to me that he executed the same for the purposes therein
stated.	
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(Notarial Scal)	Ni natro Modein
	My commission expires (10 exfisation)

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Province		
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County of	<b>34.</b>	
25	* · · · ·	
On this	day of April in the year 1994 before me	
Chambon T. Callin	, Notary Public in and for said state, personally	
specared Stephen J. Sadlar	Procident	
CLSI, INC.	known to me to be the person who executed the within Articles	
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of Merger in behalf of said corpora	ation and acknowledged to me that he executed the same for the purposes therein	
stated.	- 41	
(Notarial Scal)	Mast Polis	
	Micommission expires	
	(no expiration)	•
VINE OF ONTARIO		
- 2	} **	
County of YOKK		
On this	in the year 19 <sup>94</sup>	
Stephen J. Sadler	, Notary Public in and for said state, personally  President	
(Name)	1 Tedes	
ECI COMPOTER, INC.	known to me to be the person who executed the within Articles	
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of Merger in behalf of said corpora		

The Secretary of State's Office makes every effort to provide program accessibility to all citizens without regard to disability. If you desire this publication in alternate form because of a disability, please contact the Directot of Publications, P.O. Box 778, Jefferson City, Mo. 65102; phone (314) 751-1814. Hearing-impaired citizens may contact the Director by phone through Missouri Relay (800-735-2966). The Corporations Division also maintains a Telecommunications Device for the Deaf (TDD) at (314) 526-5599.

My community expires (Ho expiretion)

Carp. PSLA (Page --

EXHIBIT A

#### Articles of Merger

WHEREAS, this Corporation deems it advisable and in its best interest to merge with CLSI, INC., a Massachusetts corporation ("CLSI"), and ECI COMPUTER, INC., a California corporation ("ECI"), both of which are wholly-owned subsidiaries of GEAC COMPUTERS, INC. with this Corporation being the surviving corporation (the "Merger"), pursuant to Articles of Merger to be filed with the State of Missouri, the Commonwealth of Massachusetts and the State of California;

WHEREAS, this Corporation was incorporated under the laws of the State of Missouri on May 1, 1985;

WHEREAS, CLSI was incorporated under the laws of the Commonwealth of Massachusetts on June 25, 1976;

WHEREAS, ECI was incorporated under the laws of the State of California on October 11, 1990; and

WHEREAS, this Corporation owns all of the issued and outstanding shares of the capital stock of CLSI and ECI.

NOW, THEREFORE, be it:

RESOLVED: That, pursuant to Section 351.447 of the Missouri General and Business Corporation Law, Chapter 1568 Section 82 of the Commonwealth of Massachusetts and Section 1110 of the California Corporations Code, this Corporation and CLSI and ECI be merged in the following terms and conditions (the "Merger");

#### Torms and Conditions of Morger:

- (a) This Corporation shall be the surviving corporation (the "Surviving Corporation") and shall continue to be incorporated and duly organized under the laws of the State of Missouri. The powers of the Surviving Corporation shall be as set forth in the Surviving Corporation's Articles of Organization Unless and until the same shall be altered, amended or repealed in accordance with the laws of the State of Missouri. CLSI and ECI shall be the merged corporations and their separate existence shall thereupon coases.
- (b) The effective date of the Merger (the "Effective Date") shall be April 30. 1994.

. . . . .

- (c) The By-laws of this Corporation as in effect immediately prior to the Effective Date shall from and after the Effective Date become and remain the By-laws of the Surviving Corporation until thereafter amended or restated as provided therein.
- (d) The officers and directors of this Corporation in office on the Effective Date shall remain in the same capacities as officers and directors of the Surviving Corporation until their successors have been duly elected and qualified.
- (e) On the Effective Date of the Merger, the Surviving Corporation shall assume all of the rights, privileges, powers, franchises, duties, liabilities and obligations of each of this Corporation and CLSI and ECI.
- (f) On the Effective Date of the Merger, this Corporation, as the sole stockholder of CLSI and ECI, shall surrender to the Surviving Corporation the certificates representing all of the outstending shares of capital stock of CLSI and ECI, which certificates shall thereupon be cancelled.
- (g) The President of this Corporation be and he hereby is, authorised to execute, and the Clerk of this Corporation be and he hereby is, authorized to execute and to cause the Articles of Merger to be filed with the Commonwealth of Massachusetts, and to do all acts and things, whatsoever, whether within or without the Commonwealth of Massachusetts, which may be in any way necessary or appropriate to effect such Merger.
- (h) The President of this Corporation be and he hereby is, authorized to execute, and the Secretary of this Corporation be and he hereby is, authorized to execute a Certificate of Ownership and Merger of this Corporation, and to cause the Certificate of Ownership and Merger to be filed with the Secretary of State of the State of California, end to do all acts and things, whatsoever, whether within or without the State of California, which may be in any Way necessary or appropriate to effect such Merger.
- (i) The President of this Corporation be and he hereby is, authorized to execute, and the Secretary of this Corporation be and he hereby is, authorized to execute Articles of Merger of this Corporation, and to cause the Articles of Merger to be filed with the Secretary of State of the State of Missouri, and to do all acts and things, whatsoever, whether within or without the State of

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Missouri, which may be in any way necessary or appropriate to effect such Merger.

(j) Anything herein or elsewhere to the contrary notwithstanding, the terms and conditions of the Merger may be amended, and the Merger may be terminated and abandoned, by the Board of Directors of this Corporation at any time prior to the date of filing of the Articles of Merger with the Secretary of State of the State of Missouri or the Articles of Merger with the Commonwealth of Massachusetts or the Certificate of Ownership and Merger with the Secretary of State of the State of California.

#### **FURTHER**

RESOLVED:

That the Plan of Merger, substantially in the form previously presented to the undersigned, hereby is, in all respects, approved, adopted, certified and acknowledged.

### FURTHER

RESOLVED: That any and all agreements, instruments or certificates previously signed on behalf of the officers of the Corporation in furtherance of the foregoing be, and they hereby are. In all respects approved and ratified as the true acts and deeds of the Corporation with the same force and effect as if each such act, transaction, agreement or certificate had been specifically authorized in advance by resolution of this Board of Directors, and that the proper officers of the Corporation did executs the same.

#### FURTHER RESOLVED:

That the appropriate officers of the Corporation, or any one of them, be, and they hereby are, authorized, empowered and directed to execute and deliver such other instruments and documents, and to take such other and further action, as they or any one of them shall deem necessary, appropriate or desirable to carry out the purpose and intent of the foregoing resolutions and to effect the transactions contemplated thereby.

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