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DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

Ivy Software, Inc.

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

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

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: 11-20-1997

2. Name and address of receiving party(ies)

Name: Ivy Productions, Inc.

Internal

Address: 13th Floor

Street Address: 101 Huntington Ave.

City: Boston State: MA Zip: 02199

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Massachusetts, 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):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,153,649

Additional number(s) attached Yes No

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

Name: William H. Murray, Esq.

Internal Address: Duane Morris LLP

Street Address: One Liberty Place

City: Phila State: PA Zip: 19103

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

(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.

Nicole K. McLaughlin Name of Person Signing

Signature

4/12/02 Date

Total number of pages including cover sheet, attachments, and document: 6

05/06/2002 DBTRNE 00000034 2133649

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

*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, 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:

"IVY SOFTWARE, INC.", A DELAWARE CORPORATION,

WITH AND INTO "IVY PRODUCTIONS, INC." UNDER THE NAME OF "IVY PRODUCTIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MASSACHUSETTS, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF NOVEMBER, A.D. 1997, AT 4 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE SUSSEX COUNTY RECORDER OF DEEDS FOR RECORDING.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8770415

DATE:

11-21-97

TRADEMARK  
 REEL: 002500 FRAME: 0055

CERTIFICATE OF MERGER

OF

IVY SOFTWARE, INC.  
(a Delaware Corporation)

INTO

IVY PRODUCTIONS, INC.  
(a Massachusetts Corporation)

The undersigned corporations

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>
Ivy Software, Inc.	Delaware
Ivy Productions, Inc.	Massachusetts

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Ivy Productions, Inc., a Massachusetts corporation.

FOURTH: That the Articles of Organization of Ivy Productions, Inc., a Massachusetts corporation, which is surviving the merger, shall be the Articles of Organization of the surviving corporation.

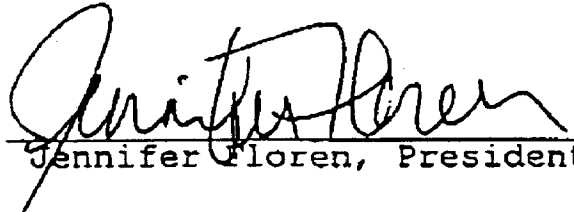
FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is 101 Huntington Avenue, 13th Floor, Boston, Massachusetts 02199.

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

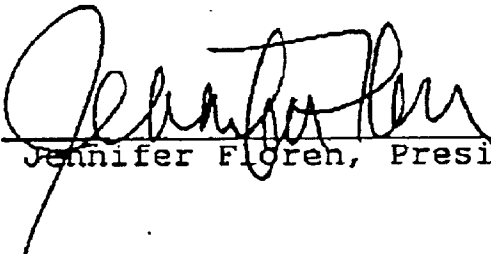
SEVENTH: That Ivy Productions, Inc. survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent Delaware corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of Delaware, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is Ivy Productions, Inc., 101 Huntington Avenue, 13th Floor, Boston, MA 02199 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

EIGHTH: That this Certificate of Merger shall be effective on the date it is filed with the Secretary of State of Delaware.

IVY PRODUCTIONS, INC.  
A Massachusetts Corporation

By:   
Jennifer Floren, President

IVY SOFTWARE, INC.  
A Delaware Corporation

By:   
Jennifer Floren, President

# The Commonwealth of Massachusetts

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William Francis Galvin  
Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

## ARTICLES OF \*CONSOLIDATION / \*MERGER (General Laws, Chapter 156B, Section 79)

~~Consolidation~~ \*merger of

(S) Ivy Productions, Inc.  
a Massachusetts Corporation

(W) Ivy Software, Inc.  
a Delaware Corporation

the constituent corporations, into

Ivy Productions, Inc.

~~Corporation~~ \*one of the constituent corporations organized under the laws of: Massachusetts.

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~consolidation~~ \*merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The ~~resulting~~ \*surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the ~~consolidation~~ \*merger determined pursuant to the agreement of ~~consolidation~~ \*merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

3. (For a merger)

\*\*The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger:

None

(For a consolidation)

(a) The purpose of the *resulting* corporation is to engage in the following business activities:

- C
- P
- M
- R.A.

*\*Delete the inapplicable words.  
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.*

Examiner

Handwritten initials

4

(For a consolidation)

(b) State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

\*\* (c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

\*\* (d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

\*\* (e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

Item 4 below may be deleted if the ~~resulting~~ surviving corporation is organized under the laws of a state other than Massachusetts.

4. The information contained in Item 4 is *not a permanent* part of the Articles of Organization of the ~~resulting~~ surviving corporation.

(a) The street address (*post office boxes are not acceptable*) of the ~~resulting~~ surviving corporation *in Massachusetts* is:

101 Huntington Avenue, 13th Floor, Boston, MA 02199

\*\* If there are no provisions state "None".

(b) The name, residential address and post office address of each director and officer of the ~~resulting~~ / \*surviving corporation is:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Jennifer Floren	133 Commonwealth Avenue #7, Boston, MA 02116	
Treasurer:	Jennifer Floren	Same as above.	
Clerk:	Jennifer Floren	Same as above.	
Directors:	Jennifer Floren	Same as above.	
	Douglas C. Floren	210 Round Hill Road, Greenwich, CT 06831	

(c) The fiscal year end (i.e. tax year) of the ~~resulting~~ / \*surviving corporation shall end on the last day of the month of: December

(d) The name and business address of the resident agent, if any, of the ~~resulting~~ / \*surviving corporation is: N/A

Item 5 below may be deleted if the ~~resulting~~ / surviving corporation is organized under the laws of Massachusetts.

5. The ~~resulting~~ / \*surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the \*resulting / \*surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

FOR MASSACHUSETTS CORPORATIONS

The undersigned \*President / ~~Vice President~~ and \*Clerk / ~~Assistant Clerk~~ of Ivy Productions, Inc. a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of ~~consolidation~~ / \*merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

Jennifer Floren, \*President / ~~Vice President~~  
Jennifer Floren

Jennifer Floren, \*Clerk / ~~Assistant Clerk~~  
Jennifer Floren

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † President and †† Secretary of Ivy Software, Inc., a corporation organized under the laws of Delaware, further state under the penalties of perjury that the agreement of ~~consolidation~~ \*merger has been duly adopted by such corporation in the manner required by the laws of Delaware

\*Delete the inapplicable words.  
†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.  
††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

† Jennifer Floren  
Jennifer Floren  
†† Jennifer Floren  
Jennifer Floren

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF \*CONSOLIDATION / \*MERGER  
(General Laws, Chapter 156B, Section 79)

I hereby approve the within Articles of \*Consolidation / \*Merger and,  
the filing fee in the amount of \$ 250.00 , having been paid,  
said articles are deemed to have been filed with me this 20th  
day of NOVEMBER , 19 97.

Effective date \_\_\_\_\_



**WILLIAM FRANCIS GALVIN**  
*Secretary of the Commonwealth*

**TO BE FILLED IN BY CORPORATION**  
Photocopy of document to be sent to:

Maura L. Aldridge  
Burns & Levinson LLP

125 Summer Street

Boston, MA 02110

Telephone: (617) 345-3374