

08-20-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

102196067

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

1. Name of conveying party(ies):

SCIENT CORPORATION

180702

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

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

2. Name and address of receiving party(ies)

Name: Scient Corporation

Internal Address:

Street Address: 79 Fifth Avenue

City: New York State: NY Zip: 10003

- 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

TRADEMARK FEE PROCESS RECEIVED 2002 AUG - 7 P 1:25 US PATENT & TRADEMARK OFFICE

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: November 7, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See attached schedule

Additional number(s) attached Yes No

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

Name: Barbara Bauer-Padron

Internal Address: Legal Assistant

Schulte Roth & Zabel LLC

Street Address: 919 Third Avenue

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved:

8

7. Total fee (37 CFR 3.41) \$ 215.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

500675 - Schulte, Roth & Zabel

DO NOT USE THIS SPACE

9. Signature.

08/19/2002 DBYRNE 00000209 500675 76195755 01 FC:481 02 FC:482

Barbara Bauer-Padron Person Signing

Handwritten signature of Barbara Bauer-Padron

Signature

August 7, 2002

Date

9

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

**TRADEMARK SCHEDULE**

<b>MARK</b>	<b>COUNTRY</b>	<b>SERIAL NO.</b>	<b>FILING DATE</b>	<b>REGISTRATION NO.</b>	<b>REGISTRATION DATE</b>
SCIENT	USA	76/195,755	01/18/01		
SCIENT	USA	76/197,265	01/19/01		
SCIENT	USA	76/196,415	01/19/01		
SCIENT	USA	75/399,854	12/04/97	2,258,052	06/29/99
SCIENT and Design	USA	75/433,135	02/12/98	2,258,116	06/29/99
DESIGN only	USA	75/432,998	02/12/98	2,258,115	06/29/99
NEW BOTTOM LINE	USA	75/464,492	04/08/98	2,284,104	10/05/99
THE EBUSINESS SYSTEMS INNOVATOR	USA	75/717,508	06/01/99	2,456,717	06/05/01

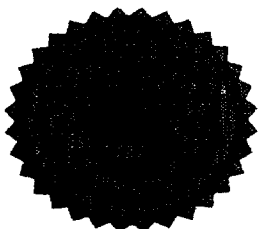
# Delaware

PAGE 1

*The First 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 OF "SCIENT CORPORATION", CHANGING ITS NAME FROM "SCIENT CORPORATION" TO "SCIENT ENTERPRISES, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF NOVEMBER, A.D. 2001, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE SEVENTH DAY OF NOVEMBER, A.D. 2001, AT 4:01 O'CLOCK P.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3001397 8100

AUTHENTICATION: 1884060

020452206

DATE: 07-15-02

TRADEMARK  
REEL: 002565 FRAME: 0176

**CERTIFICATE OF MERGER  
OF  
SIERRA MERGER SUB, INC.  
INTO  
SCIENT CORPORATION**

*STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 10:00 AM 11/07/2001  
010560092 - 3001397*

**under Section 251(c) of the Delaware General Corporation Law**

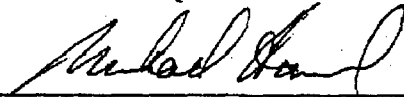
**SCIENT CORPORATION**, a Delaware corporation, hereby certifies that:

- (1) The name and state of incorporation of each of the constituent corporations are as follows:
  - (a) Scient Corporation, a Delaware corporation; and
  - (b) Sierra Merger Sub, Inc., a Delaware corporation.
- (2) An Agreement and Plan of Merger, dated July 31, 2001, as amended (the "Agreement and Plan of Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.
- (3) The name of the surviving corporation is Scient Corporation (the "Surviving Corporation"). The name of the Surviving Corporation shall be changed hereby to Scient Enterprises, Inc. The Surviving Corporation is a corporation of the State of Delaware.
- (4) The Restated Certificate of the Company will be amended to read in its entirety as set forth on Exhibit A, and as so amended will be the Restated Certificate of Incorporation of the Surviving Corporation until amended and changed pursuant to the provisions of the Delaware General Corporation Law.
- (5) The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation at 860 Broadway, New York, New York 10003.
- (6) A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation on request and without cost, to any person who was heretofore or is hereafter a stockholder of any of the constituent corporations.
- (7) The merger shall become effective at 4:01 p.m. on November 7, 2001.

[SIGNATURE ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be executed the 7<sup>th</sup> day of NOVEMBER, 2001.

**SCIENT CORPORATION**  
a Delaware corporation

By: 

Name: Michael Hand

Title: Vice President, Secretary and Corporate  
Controller

**EXHIBIT A****RESTATED CERTIFICATE OF INCORPORATION  
OF  
SCIENT ENTERPRISES, INC.****ARTICLE I.  
NAME**

The name of this corporation shall be:

Scient Enterprises, Inc.

**ARTICLE II.  
REGISTERED OFFICE**

Its registered office in the State of Delaware is to be located at Corporation Trust Center, 1209 Orange Street, in the city of Wilmington, county of New Castle. The registered agent at this address is The Corporation Trust Company.

**ARTICLE III.  
PURPOSE**

The corporation is organized to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware as the same exists or may hereafter be amended ("Delaware Law").

**ARTICLE IV.  
CAPITAL STOCK**

The total number of shares of stock which this corporation is authorized to issue is One Hundred (100) shares of common stock, all of such shall be at \$0.01 par value.

**ARTICLE V.  
AMENDMENT OF BYLAWS**

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, repeal, rescind, alter or amend in any respect the Bylaws of the corporation. Election of Directors need not be by written ballot.

## ARTICLE VI. ACTION BY SHAREHOLDERS

To the extent allowed by law, any action that is required to be or may be taken at a meeting of the shareholders of the corporation may be taken without a meeting, without prior notice and without a vote, if written consent, setting forth the action, shall be signed by the holders of outstanding capital stock having not less than the minimum number (or numbers, in the case of voting by classes) of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote were present and voted and shall be delivered to the Corporation by delivery to its registered office in Delaware, its principal place of business, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Prompt notice shall be given of the taking of corporate action without a meeting by less than unanimous written consent to those shareholders on the record date who have not consented in writing.

## ARTICLE VII. INDEMNIFICATION

A Director of this corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, to the fullest extent permitted by Delaware Law.

Each person (and the heirs, executors or administrators of such person) who was or is a party or is threatened to be made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by Delaware Law. The right to indemnification conferred in this Article VII shall also include the right to be paid by the Corporation the expenses incurred in connection with any such proceeding in advance of its final disposition to the fullest extent authorized by Delaware Law. The right to indemnification conferred in this Article VII shall be a contract right.

The Corporation may, by action of its Board of Directors, provide indemnification to such of the officers, employees and agents of the Corporation to such extent and to such effect as the Board of Directors shall determine to be appropriate and authorized by Delaware Law.

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss incurred by such person in any such capacity or arising out of his status as such, whether or

not the Corporation would have the power to indemnify him against such liability under Delaware Law.

The rights and authority conferred in this Article VII shall not be exclusive of any other right which any person may otherwise have or hereafter acquire.

Neither the amendment nor repeal of this Article VII, nor the adoption of any provision of this Certificate of Incorporation or the bylaws of the Corporation, nor, to the fullest extent permitted by Delaware Law, any modification of law, shall eliminate or reduce the effect of this Article VII in respect of any acts or omissions occurring prior to, and shall not adversely affect any right or protection of a Director of the corporation existing prior to, such amendment, repeal, adoption or modification.

The provisions of this Article VII shall not be deemed to limit or preclude indemnification of a Director by the corporation for any liability of a Director which has not been eliminated by the provisions of this Article VII.

#### **ARTICLE VIII AMENDMENT**

The Corporation reserves the right to amend this Certificate of Incorporation in any manner permitted by Delaware Law and, with the sole exception of those rights and powers conferred under the above Article VII, all rights and powers conferred herein on stockholders, directors and officers, if any, are subject to this reserved power.