

Form PTO-1594 **RECORDATION FORM COVER SHEET** U.S. DEPARTMENT OF COMMERCE
 (Rev. 03/01) **TRADEMARKS ONLY** U.S. Patent and Trademark Office
 OMB No. 0651-0027 (exp. 5/31/2002)
 Tab settings

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

1. Name of conveying party(ies):
Remedy Corporation

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **Delaware**
 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 **August 27, 2001**

2. Name and address of receiving party(ies)
 Name: **Peregrine Remedy, Inc.**
 Street Address: **3611 Valley Centre Drive**
 City: **San Diego** State: **California** Zip: **92130**

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

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

A. Trademark Application No.(s): **75/198268; 75/197180; 75/197181; 75/483121; 75/483119; 75/483120; 75/482623; 75/484394; 75/484341; 75/397674; 75/197182; 75/198270; 75/198267; 75/483122; 75/378506; 75/540778**
 B. Trademark Registration No.(s): **2184388; 2299428; 2384514; 2282733;**

Additional number(s) attached Yes No

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

Name: **John C. Wilson, Esq.**
Heller Ehrman Attorneys

Street Address: **333 Bush Street**

City: **San Francisco**
 State: **CA** Zip: **94104-2878**

6. Total number of applications and registrations involved:**20**

7. Total fee (37 CFR 3.41)**\$515**
 Enclosed

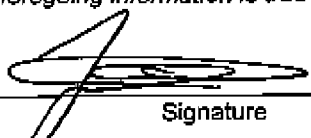
Authorized to be charged to deposit account

8. Deposit account number: **08-1645 (Reference No. 38533-0006)**
 (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.

John C. Wilson
 Name of Person Signing


 Signature

November 13, 2002
 Date

Total number of pages including cover sheet, attachments, and document: **9**

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

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 12:31 PM 08/27/2001
 010422767 - 3401304

CERTIFICATE OF MERGER

MERGING

**REMEDY CORPORATION,
 A DELAWARE CORPORATION**

WITH AND INTO

**ROSE ACQUISITION CORPORATION,
 A DELAWARE CORPORATION**

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

Rose Acquisition Corporation, a Delaware corporation ("Sub"), does hereby certify as follows:

FIRST: Sub is a corporation duly organized and existing under the laws of the State of Delaware and Remedy Corporation ("Remedy") is a corporation duly organized and existing under the laws of the State of Delaware.

SECOND: An Agreement and Plan of Reorganization (the "Merger Agreement"), effective as of June 10, 2001, by and among Remedy, Peregrine Systems, Inc., a Delaware corporation, and Sub, setting forth the terms and conditions of the merger of Remedy with and into Sub (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the Delaware General Corporation Law, and the merger of Remedy with and into Sub was duly approved by the stockholders of each of Remedy and Sub.

THIRD: The name of the surviving corporation in the Merger (the "Surviving Corporation") is currently "Rose Acquisition Corporation" and shall, upon completion of the Merger, be changed to "Peregrine Remedy, Inc."

FOURTH: The Certificate of Incorporation of Sub shall be amended and restated at the effective time of the Merger to read in its entirety as set forth in Exhibit A attached hereto. From and after the effective time of the Merger, the Certificate of Incorporation of Sub, as amended, shall continue to be the Certificate of Incorporation of Surviving Corporation, until amended as provided by law.

FIFTH: An executed copy of the Merger Agreement is on file at the office of the Surviving Corporation at the following address:

Peregrine Remedy, Inc.
3611 Valley Centre Drive
San Diego, CA 92130

SIXTH: An executed copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either constituent corporation.

SEVENTH: The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, Rose Acquisition Corporation has caused this Certificate of Merger to be executed in its corporate name as of this 27th day of August, 2001.

ROSE ACQUISITION CORPORATION
a Delaware Corporation

By: _____

Richard T. Nelson
Richard T. Nelson
President and Chief Financial Officer

EXHIBIT A

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
ROSE ACQUISITION CORPORATION**

**AMENDED AND RESTATED
 CERTIFICATE OF INCORPORATION
 OF
 ROSE ACQUISITION CORPORATION**

Rose Acquisition Corporation, a corporation organized under the laws of the State of Delaware, hereby certifies as follows:

A. The name of the corporation is Rose Acquisition Corporation. The corporation was originally incorporated under the same name and the original Certificate of Incorporation of the corporation was filed with the Secretary of State of the State of Delaware on June 7, 2001.

B. This Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of the General Corporation Law of the State of Delaware by the Board of Directors and the stockholders of the corporation.

C. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Amended and Restated Certificate of Incorporation restates and integrates and further amends the provisions of the Certificate of Incorporation of this corporation.

D. The text of the Certificate of Incorporation is hereby amended and restated in its entirety to read as follows:

"ARTICLE I

The name of the corporation is Peregrine Remedy, Inc. (the "Corporation").

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

The Corporation is authorized to issue one class of shares to be designated Common Stock. The total number of shares of Common Stock this Corporation shall have authority to issue is 1,000 with the par value of \$0.001 per share.

ARTICLE V

The Corporation is to have perpetual existence.

ARTICLE VI

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation.

ARTICLE VII

The number of directors which constitute the whole Board of Directors of the Corporation shall be as specified in the Bylaws of the Corporation.

ARTICLE VIII

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE IX

A director of the corporation shall, to the full extent permitted by the Delaware General Corporation Law as it now exists or as it may hereafter be amended, not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Neither any amendment nor repeal of this Article, nor the adoption of any provision of this Amended and Restated Certificate of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE X

To the fullest extent permitted by applicable law, this corporation is also authorized to provide indemnification of (and advancement of expenses to) such agents (and any other persons to

which Delaware law permits this corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law of the State of Delaware, subject only to limits created by applicable Delaware law (statutory or non-statutory), with respect to actions for breach of duty to this corporation, its stockholders, and others.

Any repeal or modification of any of the foregoing provision of this Article shall not adversely affect any right or protection of a director, officer, agent or other person existing at the time of, or increase the liability of any director of this corporation with respect to any acts or omissions of such director, officer or agent occurring prior to such repeal or modification.

ARTICLE XI

Advance notice of new business and stockholder nominations for the election of directors shall be given in the manner and to the extent provided in the Bylaws of the Corporation.

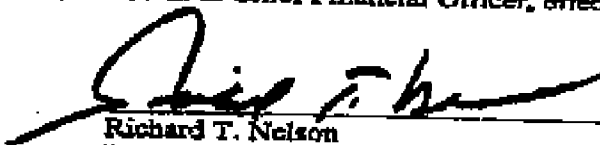
ARTICLE XII

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE XIII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation."

In witness whereof, the Corporation has caused this Amended and Restated Certificate of Incorporation to be signed by Richard T. Nelson, President & Chief Financial Officer, effective as of August 21, 2001.


Richard T. Nelson
President & Chief Financial Officer

Attest:

Eric P. Deller
Secretary