

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

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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

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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):
Articulate Systems, Inc.

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

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

2. Name and address of receiving party(ies)

Name: ASI Acquisition Corporation
Internal
Address: 1225 Eaglegate Tower
Street Address: 60 East South Temple Street
City: Salt Lake City State: Utah Zip: 84111

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Utah
 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 Merger
 Security Agreement Change of Name
 Other _____

Execution Date: September 2, 1998

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trade Mark Registration No.(s)
_____ 1,934,006

Additional number(s) attached Yes No

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

Name: Trina A. Longo, Esq.
Internal Address: Howrey Simon Arnold & White, LLP

Street Address: 1299 Pennsylvania Avenue, N.W., Box 34

City: Washington State: D.C. Zip: 20004-2402

6. Total number of applications and registration involved: 1

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

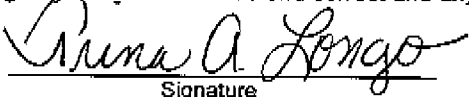
Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
08-3038

(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.

Trina A. Longo, Esq.  December 12, 2002
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

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

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State of Delaware
Office of the Secretary of State

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:

"ARTICULATE SYSTEMS, INC.", A DELAWARE CORPORATION, WITH AND INTO "ASI ACQUISITION CORPORATION" UNDER THE NAME OF "ASI ACQUISITION CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF UTAH, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF SEPTEMBER, A.D. 1998, AT 6 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9285593

DATE:

09-03-98

TRADEMARK

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**CERTIFICATE OF MERGER
OF
ARTICULATE SYSTEMS, INC., A DELAWARE CORPORATION
INTO
ASI ACQUISITION CORPORATION, A UTAH CORPORATION**

The undersigned corporation **HEREBY CERTIFIES THAT:**

1. The name and state of organization of each of the constituent entities of the merger are as follows:

<u>Name</u>	<u>State of Organization</u>
Articulate Systems, Inc. (the "Merging Company")	Delaware
ASI Acquisition Corporation (the "Surviving Company")	Utah

2. An Agreement and Plan of Merger providing for the merger of the Merging Company with and into the Surviving Company (the "Merger") has been approved, adopted, certified, executed and acknowledged by each constituent corporation in accordance with Section 252 of the Delaware General Corporation Law (the "DGCL") and Section 16-10a-1103 of the Utah Revised Business Corporation Act.

3. The name of the Surviving Company is ASI Acquisition Corporation. The Surviving Company is organized under the laws of the State of Utah and will continue its corporate existence under the laws of the State of Utah under the name "Joint-Articulate Systems, Inc."

4. The Articles of Incorporation of the Surviving Company, as in effect immediately prior to the Merger, but amended to reflect the name change referenced in the above paragraph, shall be the Articles of Incorporation of the Surviving Company immediately following the Merger.

5. The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Company located at 1225 Eaglegate Tower, 60 East South Temple Street, Salt Lake City, Utah 84111.

6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Company on request and without cost, to any stockholder of any constituent entity.

7. ASI Acquisition Corporation, as the surviving entity of the Merger, agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of Articulate Systems, Inc., as well as for enforcement of any obligation of ASI Acquisition Corporation arising from the Merger, including any suit or proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to §262 of the DGCL, and hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such action, suit or proceeding and instructs that copies of such process should be mailed to it at 1225 EagleGate Tower, 60 East South Temple Street, Salt Lake City, Utah 84111.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 7th day of September, 1998, by the undersigned as a duly authorized person of the Surviving Company.

ASI ACQUISITION CORPORATION

By:
Name: Thomas A. M...
Title: President

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