

09-27-2002

RECORDATION FORM COVER SHEET U.S. Department of Commerce

Patent and Trademark Office



To the Honorable Commissioner of Pat

Attached original documents or copy thereof.

1. Name of conveying party(ies): 102235070
Ascential Software, Inc.
Individual(s) Association
General Partnership Limited Partnership
[] Corporation(s) - Delaware
Other:
Additional name(s) of conveying party(ies) attached? Yes [] No

Address of receiving party(ies):
Ascential Software Corporation
50 Washington Street
Westboro, Massachusetts 01581
Individual(s) citizenship
Association
General Partnership
Limited Partnership
[] Corporation - Delaware
Other -

9-24-02

3. Nature of conveyance:
Assignment [] Merger
Security Agreement Change of Name
Other:
Execution Date: February 28, 2002

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)
76/209332 76/190533
76/209936 76/210322

B. Trademark Registration No.(s):

Additional numbers attached? Yes [] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Gwendolyn A. Wilber, Esq.
Internal Address: Foley Hoag LLP
Street Address: 1747 Pennsylvania Avenue, N.W.
City: Washington State: D.C. ZIP: 20006

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41): \$115.00
Enclosed
[] Authorized to be charged to deposit account
8. Deposit account number:
06-1446
(Attach duplicate copy of this page if paying by deposit account)

FINANCE SECTION
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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.
Gwendolyn A. Wilber, Esq.
Name of Person Signing Signature Date 9/20/02
Total number of pages comprising cover sheet: 1

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01 FC:481 40.00 CH
02 FC:482 75.00 CH

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Delaware

PAGE 1

The First State

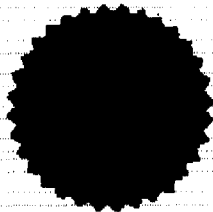
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

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

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

WITH AND INTO "ASCENTIAL SOFTWARE CORPORATION" UNDER THE NAME OF "ASCENTIAL SOFTWARE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2002, AT 5:35 O'CLOCK P.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1641107

DATE: 03-01-02

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
DATABASE SOFTWARE, INC., A DELAWARE CORPORATION
AND
ASCENTIAL SOFTWARE, INC., A DELAWARE CORPORATION
INTO
ASCENTIAL SOFTWARE CORPORATION, A DELAWARE CORPORATION

*Pursuant to Section 253
of the General Corporation Law of the State of Delaware*

Ascential Software Corporation, a corporation organized and existing under and by virtue of the laws of the State of Delaware (the "Corporation" and sometimes hereinafter referred to as the "Parent Corporation"),

DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on July 3, 1986, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this Corporation owns all of the outstanding shares of each class of the capital stock of the following corporations: (i) Database Software, Inc., a Delaware corporation incorporated on April 1, 1986, and (ii) Ascential Software, Inc., a Delaware corporation incorporated on October 13, 2000.

THIRD: That this Corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of the members thereof on February 28, 2002, filed with the minutes of the Board pursuant to Section 141(f) of the Delaware General Corporation Law, has determined to, and effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware does, merge Database Software, Inc. and Ascential Software, Inc. into itself, with the Parent Corporation being the surviving corporation:

WHEREAS, this Corporation is the legal and beneficial owner of 100 percent of the outstanding shares of Capital Stock, \$0.01 par value per share constituting all issued and outstanding shares of all classes, of Database Software, Inc., a Delaware corporation ("Database");

WHEREAS, this Corporation is the legal and beneficial owner of 100 percent of the outstanding shares of Capital Stock, \$0.001 par

value per share constituting all issued and outstanding shares of all classes, of Ascential Software, Inc., a Delaware corporation ("Ascential");

WHEREAS, it is in the best interest of this Corporation to effect a merger of each of Database and Ascential into this Corporation;

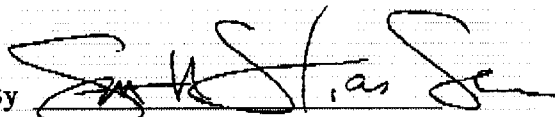
NOW, THEREFORE, BE IT RESOLVED, that effective upon the filing of an appropriate Certificate of Ownership and Merger embodying these resolutions with the Secretary of State of the State of Delaware, Database and Ascential be merged with and into this Corporation pursuant to Section 253 of the Delaware General Corporation Law and this Corporation will thereby become possessed of all of the rights, privileges and assets and subject to all of the duties and obligations of each of Database and Ascential;

RESOLVED FURTHER, that the officers of this Corporation are, and each of them hereby is, authorized and directed for and on behalf of this Corporation, to do all things they deem necessary or appropriate, including but not limited to making and executing a Certificate of Ownership and Merger setting forth a copy of the resolutions to so merge of Database and Ascential into the Corporation, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of Delaware.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed as of February 28, 2002 by a duly authorized officer, declaring that the facts stated herein are true.

ASCENTIAL SOFTWARE CORPORATION

By 
Name: Scott N. Semel
Title: Secretary