

10-02-2002

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



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ET U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office Doc ID# 102139080

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

1. Name of conveying party(ies):

Dendrite Delaware, Inc. 200 Continental Drive, Suite 112 Newark, DE 19713

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

9-25-02

2. Name and address of receiving party(ies)

Name: Dendrite International, Inc. Internal Address:

Street Address: 1200 Mount Kemble Avenue

City: Morristown State: NJ Zip: 07960

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State New Jersey 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

OFFICE OF PUBLIC RECORDS 2002 SEP 25 AM 9:56 FINANCE SECTION

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: March 15, 2000

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

A. Trademark Application No.(s) B. Trademark Registration No.(s) 1804200; 1786565; 2242087; 2279374; 2298765; 2196272; 2244868

Additional number(s) attached Yes No

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

Name: Heather A. McDonald, Esq.

Internal Address: Thacher Proffitt & Wood

Street Address: 11 West 42nd Street

City: New York State: NY Zip: 10036

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41) \$ 190.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

200676

DO NOT USE THIS SPACE

9. Signature.

Heather A. McDonald Name of Person Signing

Signature

September 25, 2002 Date

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

06-28-2002



102139080
TRADEMARKS ONLY

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

Form PTQ-1594
(Rev. 03/01)
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):
Dendrite Delaware, Inc.
200 Continental Drive, Suite 112
Newark, DE 19713
06/12/02
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Delaware
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Dendrite International, Inc.
Internal
Address:
Street Address: 1200 Mount Kemble Avenue
City: Morristown State: NJ Zip: 07960
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State New Jersey
 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: ✓

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

B. Trademark Registration No.(s) 1804200;1786565;
2243087;2279374;2298765;2196272;2244868

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Thomas A. Guida, Esq.
Internal Address: Thacher Proffitt & Wood
Street Address: 11 West 42nd Street
City: New York State: NY Zip: 10036

6. Total number of applications and registrations involved: 7
7. Total fee (37 CFR 3.41) \$ 190.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
200676

DO NOT USE THIS SPACE

9. Signature.
Thomas A. Guida
Name of Person Signing
[Signature]
Signature
June 10, 2002
Date

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

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02 FC:482 150.00 CH

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CERTIFICATE OF MERGER

MAR 16 2000

OF

State Treasurer

DENDRITE DELAWARE, INC. *0600000000*

INTO

DENDRITE INTERNATIONAL, INC. *0100 329286*

To the Department of the Treasury
State of New Jersey

Pursuant to the provisions of Sections 14A:10-5.1 and 14A:10-7(4) of the New Jersey Business Corporation Act, the New Jersey parent business corporation hereinafter named does hereby certify that:

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Delaware, is Dendrite Delaware, Inc. (the "Subsidiary Corporation").
2. The name of the parent corporation, which is a business corporation organized under the laws of the State of New Jersey, is Dendrite International, Inc. (the "Parent Corporation").
3. The number of outstanding shares of the Subsidiary Corporation is 100, all of which are of one class, and all of which are owned by the Parent Corporation.
4. The following is the Plan of Merger for merging the Subsidiary Corporation into the Parent Corporation as approved by the Board of Directors of the Parent Corporation on March 15, 2000.

"1. Dendrite International, Inc., which is a business corporation of the State of New Jersey and is the owner of all of the outstanding shares of Dendrite Delaware, Inc., which is a business corporation of the State of Delaware, hereby merges Dendrite Delaware, Inc. into Dendrite International, Inc. pursuant to the provisions of the laws of the State of Delaware and of the New Jersey Business Corporation Act.

2. The separate existence of Dendrite Delaware, Inc. shall cease upon the effective date of the merger pursuant to the provisions of the laws of the State of Delaware; and Dendrite International, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the New Jersey Business Corporation Act.

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3. The issued shares of Dendrite Delaware, Inc. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.
4. The issued shares of Dendrite International, Inc. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of Dendrite International, Inc.
5. The Board of Directors and the proper officers of Dendrite International, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."
5. Neither the Certificate of Incorporation of the Parent Corporation nor the Certificate of Incorporation of the Subsidiary Corporation requires the approval of its shareholders to authorize the merger herein certified.
6. The applicable provisions of the laws of the jurisdiction of organization of the Subsidiary Corporation relating to the merger of the Subsidiary Corporation into the Parent Corporation have been complied with in accordance with the filing and recording requirements thereof.
7. The Parent Corporation will continue its existence as the Surviving Corporation pursuant to the provisions of the New Jersey Business Corporation Act.
8. The merger herein certified shall become effective in the State of New Jersey at the time when this Certificate of Merger is filed with the Secretary of State of the State of New Jersey.

* * * * *

CERTIFICATE OF OWNERSHIP AND MERGER

of

DENDRITE DELAWARE, INC.
(a Delaware corporation)

into

DENDRITE INTERNATIONAL, INC.
(a New Jersey corporation)

Pursuant to the provisions of Section 253 of the Delaware General Corporation Law, it is hereby certified that:

1. Dendrite International, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of New Jersey.

2. The Corporation is the owner of all of the outstanding shares of stock of Dendrite Delaware, Inc., which is a business corporation of the State of Delaware.

3. The laws of the jurisdiction of organization of Dendrite International, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

4. The Corporation hereby merges Dendrite Delaware, Inc. into the Corporation.

5. The following is a copy of the resolutions adopted on March 15, 2000 by the Board of Directors of the Corporation to merge the said Dendrite Delaware, Inc. into the Corporation:

RESOLVED, that Dendrite Delaware, Inc. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of Dendrite Delaware, Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Dendrite Delaware, Inc. in its name; and it is further

RESOLVED, that this Corporation assume all of the obligations of Dendrite Delaware, Inc.; and it is further

RESOLVED, that this Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Dendrite Delaware, Inc., as well as for enforcement of any obligation

of this Corporation arising from the merger herein provided for, does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

Dendrite International, Inc.
1200 Mount Kemble Avenue
Morristown, NJ 07960
ATTN: Christopher J. French, Esq.,
Vice President, General Counsel and Secretary

; and it is further

RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of New Jersey, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of Dendrite Delaware, Inc. and of this Corporation and in any other appropriate jurisdiction; and it is further


RESOLVED, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be at the time when this Certificate of Merger is filed with the Secretary of State of the State of Delaware, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective merger time.

* * * * *

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Ownership and Merger as of the 15th of March, 2000.

DENDRITE INTERNATIONAL, INC.

By:



Christopher J. French
Vice-President

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 OWNERSHIP, WHICH MERGES:

"DENDRITE DELAWARE, INC.", A DELAWARE CORPORATION, WITH AND INTO "DENDRITE INTERNATIONAL, INC." UNDER THE NAME OF "DENDRITE INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW JERSEY, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF MARCH, A.D. 2000, AT 9 O'CLOCK A.M.



A handwritten signature in black ink, appearing to read "Edward J. Freel". The signature is written in a cursive, flowing style.

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0823189

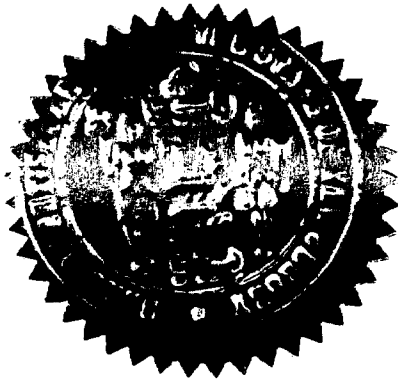
DATE: 11-30-00

TRADEMARK
REEL: 002592 FRAME: 0447

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

DENDRITE INTERNATIONAL, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate Of Merger
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*



*IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
12th day of December, 2000*

A handwritten signature in black ink, appearing to read "Roland M Machold".

*Roland M Machold
Treasurer*