

11-19-2002

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

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



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To the Honorable Commissioner of Patents and Trademarks, please return enclosed original documents or copy thereof.

1. Name of conveying party(ies):

C2Net Software, Inc.
1212 Broadway, Suite 1400
Oakland, CA 94612

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State California
- 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: November 28, 2000

2. Name and address of receiving party(ies)

Name: Red Hat, Inc.

Internal

Address: _____

Street Address: 1801 Varsity Drive

City: Raleigh State: NC Zip: 27606

- 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

OFFICE OF PUBLIC RECORDS
2002 NOV 12 AM 10:30
FINANCE SECTION

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) _____

2,107,140, 2,149,374

Additional number(s) attached Yes No

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

Name: Arlene D. Hanks

Internal Address: Moore & Van Allen, PLLC

Street Address: 2200 West Main Street

Suite 800

City: Durham State: NC Zip: 27705

6. Total number of applications and registrations involved: _____

02

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-2316

DO NOT USE THIS SPACE

9. Signature.

Arlene D. Hanks
Name of Person Signing

Signature

November 12, 2002
Date

Total number of pages including cover sheet, attachments, and document: **06**

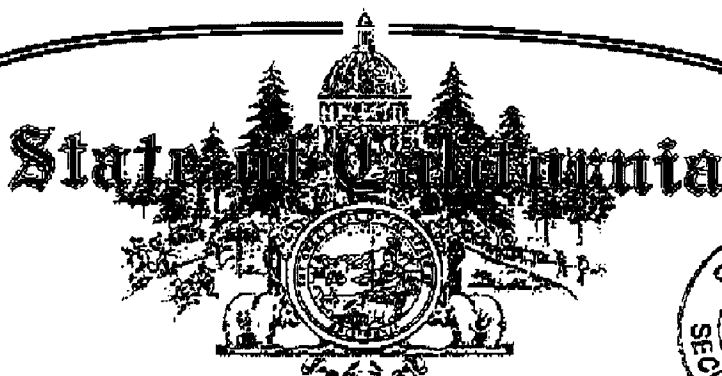
Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

11/18/2002 6TON11 00000215 2107140

01 FC:8521 40.00 OP
02 FC:8522 25.00 OP

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SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of



DEC 21 2003

Bill Jones

Secretary of State

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:01 AM 11/29/2000
901595566 - 2963636

CERTIFICATE OF OWNERSHIP AND MERGER

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

OF

DEC 7 2000

C2NET SOFTWARE, INC.
(a California corporation)

BILL JONES, Secretary of State

into

RED HAT, INC.
(a Delaware corporation)

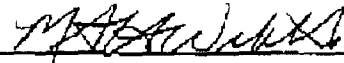
Pursuant to §253 of
Delaware General Corporation Law

It is hereby certified that:

1. Red Hat, Inc. (the "Corporation") is a corporation organized under the laws of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of capital stock of C2Net Software, Inc., a corporation organized under the laws of the State of California, ("C2Net").
3. The laws of the jurisdiction of organization of C2Net permit the merger of a corporation of that jurisdiction with a corporation of another jurisdiction.
4. The Corporation hereby merges C2Net into the Corporation pursuant to §253 of Delaware General Corporation Law.
5. Attached hereto as Exhibit A is a copy of the resolutions adopted on November 28, 2000 by the Board of Directors of the Corporation to merge C2Net into the Corporation.
6. The effective time of this Certificate of Ownership and Merger, and the effective merger time, shall be 11:59 p.m. on November 30, 2000.

Executed on the 28th day of November, 2000.

RED HAT, INC.

By: 

Name: Mark H. Webbink

Title: General Counsel and Secretary

EXHIBIT A**RESOLUTIONS OF
THE BOARD OF DIRECTORS
OF
RED HAT, INC.**

The Board of Directors of Red Hat, Inc., a Delaware corporation (the "Corporation"), adopted the following resolutions at its regularly scheduled meeting on November 28, 2000.

WHEREAS, the Corporation is the owner of all of the outstanding shares of capital stock of C2Net Software, Inc., a corporation organized under the laws of California ("C2Net"); and

WHEREAS, the Board, after duly reviewing the ramifications of merging C2Net into Red Hat, wishes to effect the merger of C2Net into Red Hat; and

WHEREAS, by C2Net being the wholly-owned subsidiary of Red Hat, the merger of C2Net into Red Hat may be effected, pursuant to Section 1110 of the California General Corporation Law and Section 253 of the Delaware General Corporation Law, by resolution of this Board.

NOW, THEREFORE, BE IT HEREBY RESOLVED, that the Board, after due consideration of the financial circumstances of the Corporation, hereby adopts the following resolutions for the purpose of effecting the merger of C2Net into the Corporation, and

BE IT FURTHER RESOLVED, that C2Net be merged into the Corporation, and that all of the estate, property rights, privileges, powers, and franchises of C2Net be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by C2Net in its name; and

BE IT FURTHER RESOLVED, that the Corporation assume all of the obligations of C2Net; and


BE IT FURTHER RESOLVED, that the Corporation shall cause to be executed and filed any and all documents prescribed by the laws of the State of Delaware, by the laws of the State of California, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within such jurisdictions to effect the merger of C2Net into the Corporation; and

BE IT FURTHER RESOLVED, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be 11:59 p.m. on November 30, 2000, 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; and

BE IT FURTHER RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed on its behalf to take all such actions and to prepare,

execute and deliver any and all certificates, instruments and documents, agreements and undertakings, and to do any and all acts or things, as they or any of them, consider necessary, appropriate or desirable to carry out the intent and purposes of all of the foregoing resolutions.

Attested to this 28th day of November, 2000



Mark H. Webbink
General Counsel and Secretary

State of Delaware
Office of the Secretary of State

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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 OF "RED HAT, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 2000, AT 9:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF NOVEMBER, A.D. 2000.



Edward J. Freel

Edward J. Freel, Secretary of State



AUTHENTICATION: 0820137

DATE: 11-29-00

2945436 8100

001596264

Red Hat, Inc.
(Delaware Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Date Registered
STRONGHOLD	2,107,140	10/21/1997
SAFEPASSAGE	2,149,374	04/07/1998