

12-06-2002

FORM PTO-1594 (modified)

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/



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

11-19-02

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

1. Name of conveying party(ies): **Savant Corporation**

- Individual(s)       Association
- General Partnership     Limited Partnership
- Corporation - State: MARYLAND
- Other: \_\_\_\_\_

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

2. Name and address of receiving party(ies):

Name: Precise Software Solutions, Inc.  
 Street \_\_\_\_\_  
 Address: 690 Canton Street  
Westwood, MA 02090

- Individual(s) citizenship: \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership of: \_\_\_\_\_
- Limited Partnership of: \_\_\_\_\_
- 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

3. Nature of conveyance:

- Assignment       Merger
- Security Agreement     Change of Name
- Other: \_\_\_\_\_

Execution Date: December 31, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,121,118      2,126,778      2,211,934

Additional numbers attached  Yes  No

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

Name: Ann K. Ford, Esq.  
 Firm: PIPER RUDNICK LLP  
 Address: 1200 Nineteenth Street, NW  
 City: Washington    State: DC      ZIP: 20036

12/06/2002 DBYRNE 00000008 2121118

01 FC:A521      40.00 DP  
 02 FC:A522      50.00 DP

DO NOT USE THIS SPACE

6. Total number of applications and registrations involved: ..... **3**

7. Total fee (37 C.F.R. § 3.41). . . . . \$ 90.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:

501150

(Attach duplicate copy of this page if paying by deposit account)

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.

Ann K. Ford, Esq.  
 Name of Person Signing

Signature

11/19/2002  
 Date

Total no. of pages incl. cover sheets, attachments, and document: **6**

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

**TRADEMARK**  
**REEL: 002629 FRAME: 0135**

*SP*

*E  
12/31/01  
at 1159pm*

**ARTICLES OF MERGER**

between

**PRECISE SOFTWARE SOLUTIONS, INC.**  
(a Delaware corporation)

and

**SAVANT CORPORATION**  
(a Maryland corporation)

**CUST ID: 0000784968**  
**WORK ORDER: 0000535794**  
**DATE: 01-03-2002 11:22 AM**  
**AMT. PAID: \$101.00**

PRECISE SOFTWARE SOLUTIONS, INC., a corporation duly organized and existing under the laws of the State of Delaware ("Precise"), and SAVANT CORPORATION, a corporation duly organized and existing under the laws of the State of Maryland ("Savant"), do hereby certify that:

**FIRST:** Precise and Savant agree to merge.

**SECOND:** The name and place of incorporation of each party to these Articles is Precise Software Solutions, Inc., a Delaware corporation, and Savant Corporation, a Maryland corporation. Precise shall survive the merger as the successor corporation and shall continue under the name "Precise Software Solutions, Inc." as a corporation of the State of Delaware.

**THIRD:** Precise was incorporated on October 28, 1992 under the general laws of the State of Delaware. Precise registered or qualified to do business in the State of Maryland on December 26, 2001.

**FOURTH:** Precise has its principal office in the State of Maryland in Baltimore City. Savant has its principal office in the State of Maryland in Montgomery County. Savant does not own an interest in land in the State of Maryland.

**FIFTH:** The location of the principal office of Precise in the State of Delaware is 1209 Orange Street, in the City of Wilmington, 19801, County of New Castle. The name and address of the resident agent of Precise in the State of Maryland is The Corporation Trust Incorporated, having an office at 300 East Lombard Street, Baltimore, Maryland 21202.

**SIXTH:** The terms and conditions of the transaction set forth in these Articles were advised, authorized, and approved by each corporation party to the Articles in the manner and by the vote required by its Charter and the laws of the state of its incorporation. The manner of approval was as follows:

(a) The Board of Directors of Precise by unanimous written consent dated December 28, 2001 approved resolutions which declared that the proposed merger was advisable on the terms and conditions set forth or referred to in the

resolutions and directed that the proposed merger be submitted for consideration by the sole stockholder of Precise by written consent of such sole stockholder. By written consent, dated December 28, 2001, signed by the sole stockholder of Precise and filed with the minutes of proceedings of stockholders, the proposed merger was approved and adopted by the sole stockholder representing the number of shares necessary to approve the action if it had been presented to a duly convened stockholder meeting of Precise.

(b) The Board of Directors of Savant at a meeting held on December 28, 2001 adopted resolutions which declared that the proposed merger was advisable on the terms and conditions set forth or referred to in the resolutions and directed that the proposed merger be submitted for consideration by the sole stockholder of Precise by written consent of such sole stockholder. By written consent, dated December 28, 2001, signed by the sole stockholder of Precise and filed with the minutes of proceedings of stockholders, the proposed merger was approved and adopted by the sole stockholder.

**SEVENTH:** No amendment to the Certificate of Incorporation of Precise is to be effected as a part of the merger.

**EIGHTH:** The total number of shares of capital stock of all classes which Precise or Savant, respectively, has authority to issue, the number of shares of each class which Precise or Savant, respectively, has authority to issue, and the par value of the shares of each class which Precise or Savant, respectively, has authority to issue are as follows:

(a) The total number of shares of stock of all classes which Precise has authority to issue is 1,000 shares, all of which shares are classified as Common Stock (par value \$0.01 per share). The aggregate par value of all the shares of stock of all classes of Precise is \$10.

(b) The total number of shares of stock of all classes which Savant has authority to issue is 1,000 shares, all of which shares are classified as Common Stock (par value \$0.01 per share). The aggregate par value of all the shares of stock of all classes of Precise is \$10.

**NINTH:** The Merger does not change the authorized stock of Precise.

**TENTH:** The manner and basis of converting or exchanging issued stock of the merging corporations into different stock of a corporation, or other consideration and the treatment of any issued stock of the merging corporations not to be converted or exchanged are as follows:

(a) Each issued and outstanding share of Common Stock (par value \$0.01 per share) of Savant shall upon the effectiveness of the merger and without further act, be canceled and retired and shall cease to exist. Following the effective time of the merger, each holder of issued and outstanding shares of Common Stock

(par value \$0.01 per share) of Savant shall cease to have any rights with respect to such shares.

(b) Each issued and outstanding share of Common Stock (par value \$0.01 per share) of Precise on the effective time of the merger, shall remain unchanged and outstanding upon effectiveness.

ELEVENTH: Other provisions necessary to effect the merger are as follows:

(a) In addition to any other purposes and powers set forth herein, after the effective time of the merger, Precise shall have the purposes and powers of both Precise and Savant prior to the effective time of the merger.

(b) The directors and officers of Precise immediately before the effective time of the merger shall remain the directors and officers of Precise at the effective time of the merger and with the same terms of office as with Precise.

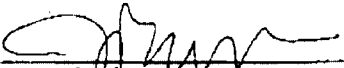
(c) The By-Laws of Precise immediately before the effective time of the merger shall remain the By-Laws of Precise at the effective time of the merger.

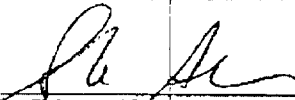
TWELFTH: The merger shall become effective at 11:59 p.m. on December 31, 2001.

IN WITNESS WHEREOF, Precise and Savant have caused these presents to be signed in their respective names and on their respective behalves by their respective presidents and witnessed by their respective secretaries on December 28, 2001.

WITNESS:

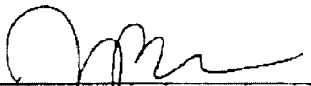
PRECISE SOFTWARE SOLUTIONS, INC.


  
\_\_\_\_\_  
J. Benjamin H. Nye  
Secretary

By:   
\_\_\_\_\_  
Shimon Alon  
President


WITNESS:

SAVANT CORPORATION

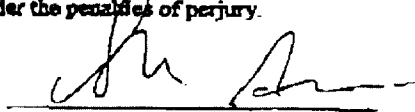
  
\_\_\_\_\_  
J. Benjamin H. Nye  
Secretary

By:   
\_\_\_\_\_  
Shimon Alon  
President

THE UNDERSIGNED, President of PRECISE SOFTWARE SOLUTIONS, INC. ("Precise"), who executed on behalf of Precise the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of Precise the foregoing Articles of Merger to be the corporate act of Precise and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

  
\_\_\_\_\_  
President

THE UNDERSIGNED, President of SAVANT CORPORATION ("Savant"), who executed on behalf of Savant the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of Savant the foregoing Articles of Merger to be the corporate act of Savant and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

  
\_\_\_\_\_  
President

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