

Form PTO-1594 (Rev. 6-93) **RECORDATION FORM COVER SHEET** U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office
OMB No. 0651-0011 (exp. 1/94) **TRADEMARKS ONLY**

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

1. Name of conveying party(ies):
Sistina Software, Inc., a Minnesota corporation

Individual(s) Association
 General Partnership Limited Partnership
 Corporation: State of Minnesota
 Other _____

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

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

Sistina Software, Inc.
1313 5th Street, S.E., Suite 111
Minneapolis, MN 55414

Individual(s) Association
 General Partnership Limited Partnership
 Corporation: State of 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)

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other: _____

Execution Date: January 24, 2003

4. Application number(s) or trademark number(s), and identification or description of the mark(s):

A. Trademark Application No(s), and description	B. Trademark Registration No(s), and description
76/297,923 (SISTINA & DESIGN)	2,650,022 (SISTINA) 2,572,010 (SISTINA) 2,688,979 (SISTINA SOFTWARE) 2,568,160 (SISTINA SOFTWARE)

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

Ester Martin Maillaro
FAEGRE & BENSON LLP
2500 Republic Plaza
370 Seventeenth Street
Denver, Colorado 80202-4004
303/607-3686

6. Total number of applications and registrations involved: 05

7. Total fee (37 CFR 3.41) \$140.00

Enclosed
 Authorized to be charged to deposit account for underpayment

8. Deposit Account number: 06-0029

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 my attached copy is a true copy of the original document.

Ester Martin Maillaro *Ester M. Maillaro* May 6, 2003
Name of person signing Signature Date

Total number of pages including cover sheet, attachments, and document: 41

Mail documents to be recorded with required cover sheet information to:
Director - U.S. Patent and Trademark Office, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002645 FRAME: 0219

9T-638

State of Minnesota

SECRETARY OF STATE

Certificate of Merger

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: SISTINA SOFTWARE, INC.

DE: SISTINA SOFTWARE, INC.

State of Formation and Name of Surviving Entity:

DE: SISTINA SOFTWARE, INC.

Effective Date of Merger: January 24, 2003

Name of Surviving Entity After Effective Date of Merger:

SISTINA SOFTWARE, INC.

This certificate has been issued on: January 24, 2003.



Mary Kiffmeyer
Secretary of State.

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ARTICLES OF MERGER

OF

SISTINA SOFTWARE, INC.
a Minnesota Corporation

WITH AND INTO

SISTINA SOFTWARE, INC.
a Delaware Corporation

Pursuant to Section 302A.621 and Section 302A.651 of the
Minnesota Business Corporation Act

Pursuant to Section 253 of the Delaware General Corporation Law and Sections 302A.621 and 302A.651 of the Minnesota Business Corporation Act, the undersigned officer of Sistina Software, Inc., a Minnesota corporation (hereinafter referred to as the "Parent Corporation"), which is the owner of at least 90% of the outstanding capital stock of Sistina Software, Inc., a Delaware corporation (hereinafter referred to as the "Subsidiary Corporation"), hereby executes and files these Articles of Merger:

FIRST: The Plan of Merger (the "Plan of Merger"), in the form of resolutions, duly adopted at a meeting held on January 7, 2003, of a Special Committee of the Board of Directors of the Parent Corporation, is attached hereto as Exhibit A. As provided in the Plan of Merger, the Subsidiary Corporation will continue as the surviving corporation.

SECOND: The number of outstanding shares of each class and series of the Subsidiary Corporation and the number of shares of each class and series owned by the Parent Corporation are as follows:

<u>Designation of Class and Series</u>	<u>Number of Outstanding Shares</u>	<u>Number of Shares Owned by Parent Corporation</u>
Common Stock, \$.001 par value per share	100	100

THIRD: There are no shareholders of the Subsidiary Corporation other than the Parent Corporation.

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FOURTH: The Plan of Merger has been duly approved by the Parent Corporation in accordance with Section 253 of the Delaware General Corporation Law and Sections 302A.621 and 302A.651 of the Minnesota Business Corporation Act.

FIFTH: The Subsidiary Corporation, pursuant to Section 302A.651, Subd. 4 of the Minnesota Business Corporation Act, hereby (a) agrees that it may be served with process in the State of Minnesota in a proceeding for the enforcement of an obligation of a constituent corporation and in a proceeding for the enforcement of the rights of dissenting shareholders of a constituent corporation against the Subsidiary Corporation; (b) irrevocably appoints the Secretary of State of the State of Minnesota as its agent for the service of process in any proceeding, and directs that process may be forwarded to the Subsidiary Corporation at 1313 Fifth Avenue S.E., Minneapolis, Minnesota 55414, Attention: President; and (c) agrees that it will promptly pay to the dissenting shareholders of the Parent Corporation the amount, if any, to which they are entitled under Section 302A.473 of the Minnesota Business Corporation Act.

Dated: January 24, 2003.

SISTINA SOFTWARE, INC., a Minnesota
Corporation

By Franklin C. Quinn
Its President & CEO

MT:95608001

EXHIBIT A

PLAN OF MERGER

WHEREAS, the Special Committee deems it advisable and in the best interest of the Corporation to create a wholly owned subsidiary of the Corporation under the laws of the State of Delaware (the "Subsidiary").

WHEREAS, the Corporation will, immediately after formation of the Subsidiary, own all of the issued and outstanding capital stock of the Subsidiary, consisting of 100 shares of Common Stock.

WHEREAS, the Corporation desires to effect the merger of the Corporation with and into the Subsidiary (the "Merger") pursuant to Section 253 of the Delaware General Corporation Law and Section 302A.621 and Section 302A.651 of the Minnesota Business Corporation Act and to submit the Plan of Merger (as defined below) to the shareholders of the Corporation for such shareholders' approval.

WHEREAS, the Special Committee deems the Merger to be advisable and in the best interest of the Corporation, and recommends that the shareholders of the Corporation adopt the Plan of Merger.

RESOLVED, that the officers of the Corporation are, and each of them is, hereby authorized and directed for and on behalf of the Corporation to (i) incorporate the Subsidiary with the name of "Sistina Software, Inc." in accordance with the laws of the State of Delaware and with a Certificate of Incorporation in substantially the form attached hereto as Exhibit A, (ii) subscribe for 100 shares of Common Stock of the Subsidiary at a price of \$.10 per share for an aggregate purchase price of \$10 and (iii) name Frank Crusing and Marthew O'Keefe as directors of the Subsidiary until their successors are duly elected and qualified.

RESOLVED, that subject to obtaining the shareholder approval noted below, the Corporation shall merge itself with and into the Subsidiary in accordance with the statutes listed above and in accordance with the further resolutions set forth below (which resolutions shall constitute the Plan of Merger).

RESOLVED, that as a result of the Merger, the separate corporate existence of the Corporation shall cease, and the Subsidiary shall continue as the surviving corporation of the Merger (the "Surviving Corporation").

RESOLVED, that at the Effective Time (as defined below), each share of Common Stock of the Subsidiary issued and outstanding immediately prior to the Effective Time which is then owned beneficially or of record by the Corporation shall, by virtue of the Merger and without any action on the part of the Corporation, be cancelled and cease to exist, and no securities of the Surviving Corporation or any other corporation, or any money or other property, shall be issued to the Corporation in exchange therefor.

RESOLVED, that at the Effective Time, (i) each 58.30 issued and outstanding shares of Common Stock of the Corporation immediately prior to the Effective Time, shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and exchanged for one validly issued, fully paid and nonassessable share of Common Stock of the Surviving Corporation (any fractional share resulting from the foregoing conversion shall be rounded up to the next whole share) and (ii) each 29.15 issued and outstanding shares of Series A Convertible Preferred Stock of the Corporation immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and exchanged for one validly issued, fully paid and nonassessable share of Common Stock of the Surviving Corporation (any fractional share resulting from the foregoing conversion shall be rounded up to the next whole share).

RESOLVED, that from and after the Effective Time, each outstanding certificate theretofore representing shares of Common Stock and Series A Convertible Preferred Stock of the Corporation shall be deemed for all purposes to evidence ownership of and to represent the number of shares of Common Stock of the Surviving Corporation calculated in accordance with the foregoing resolution.

RESOLVED, that the Certificate of Incorporation and the By-laws of the Subsidiary in effect immediately prior to the Effective Time shall be the Certificate of Incorporation and the By-laws of the Surviving Corporation.

RESOLVED, that, notwithstanding anything in these resolutions to the contrary and any approval of the Merger by the Corporation's shareholders, the Board may terminate and abandon the Merger at any time prior to the Effective Time, and the Board may amend these resolutions at any time prior to the Effective Time, provided that any such amendment made subsequent to approval of the Merger by the Corporation's shareholders shall not (1) alter or change the amount or kind of shares to be received in exchange for or on conversion of all or any of the shares of any class or series of stock of the Corporation, (2) alter or change the terms of the Certificate of Incorporation of the surviving corporation to be effected by the merger or (3) alter or change any of the terms and conditions of these resolutions if such alteration or change would adversely affect the holders of any class or series of stock of the Corporation.

RESOLVED, that the Merger shall be effective upon the date of filing of a certificate of ownership and merger with the Secretary of State of the State of Delaware in the manner required by law (such date being the "Effective Time").

RESOLVED, that the officers of the Corporation are, and each of them is, hereby authorized and directed for and on behalf of the Corporation to make, sign and acknowledge a certificate of ownership and merger and articles of merger setting forth the foregoing Plan of Merger and such other information as required by law, and to cause such certificate and articles to be filed for record with the Secretaries of State of the State of Delaware and the State of Minnesota, respectively, in each case in the manner required by law.

RESOLVED, that the Plan of Merger be submitted for approval to the shareholders of the Corporation, and in the event that such shareholders shall vote in favor of the Plan of Merger, that the Plan of Merger shall be deemed approved.

[Amendment of Outstanding Options & Warrants]

WHEREAS, the Special Committee desires to adjust outstanding options to purchase Common Stock, issued under the Corporation's 1997 Omnibus Stock Plan (the "Plan"), and outstanding warrants to purchase Common Stock in connection with the Merger.

RESOLVED, that each option agreement relating to outstanding grants under the Plan shall automatically be, without any further action by the Special Committee, amended at the time of the Merger to provide that the number of shares of Common Stock of the Subsidiary subject to each such option shall be divided by 58.30 and the purchase price per share under each such option shall be multiplied by 58.30.

RESOLVED, the number of shares of Common Stock of the Subsidiary available for grants under the Plan shall be increased by the number of shares that are no longer subject to outstanding option grants as a result of the foregoing resolution.

RESOLVED, that each warrant to purchase Common Stock of the Corporation shall automatically be, without any further action by the Special Committee, amended at the time of the Merger to provide that the number of shares of Common Stock of the Subsidiary subject to each such warrant shall be divided by 58.30 and the purchase price per share under each such warrant shall be multiplied by 58.30.