



.Y

102373828

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

1. Name of conveying party(ies):

Panther Acquisition Corporation **2-7-03**

2711 Centerville Road, Suite 400

Wilmington, DE 19808

Individual(s)  Association

General Partnership  Limited Partnership

Corporation - Delaware

Other \_\_\_\_\_

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

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

Name: TIBCO Talarian Inc.

Internal Address: \_\_\_\_\_

Street Address: 1209 Orange Street

City: Wilmington State: DE ZIP: \_\_\_\_\_

Individual(s) citizenship \_\_\_\_\_

Association \_\_\_\_\_

Limited Partnership \_\_\_\_\_

Corporation Delaware

Other \_\_\_\_\_

3. Nature of conveyance:

Assignment  Merger

Security Agreement  Change of Name

Other \_\_\_\_\_

Execution Date: April 23, 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)

B. Trademark Registration Nos.

2117052; 2233537; 2442654; 2524805; 2546613

Additional numbers attached?  Yes  No

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

Name: Lori M. Stockton

Internal Address: BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN

Street Address: 12400 Wilshire Boulevard, 7<sup>th</sup> Floor

City: Los Angeles State: CA ZIP: 90025

6. Total number of applications and patents involved: 5

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

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

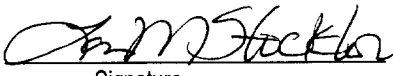
02-2666

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

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

Lori M. Stockton  February 3, 2003

Name of Person Signing Signature Date

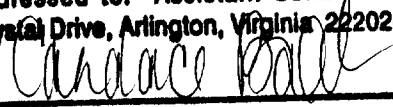
02/25/2003 LMUELLER 00000198 2117052

01 FD:A521 40.00 DP

02 FD:A522 100.00 DP

Total number of pages comprising cover sheet: 5

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513 on 2/4/03.

 2/4/03

Candace Baker Date

DD

# Delaware

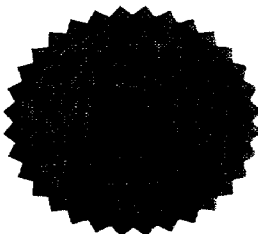
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OF "TIBCO TALARIAN INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE TWENTY-THIRD DAY OF APRIL, A.D. 2002, AT 6 O'CLOCK P.M.



3475141 8100X

020432741

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1872919

DATE: 07-09-02

TRADEMARK  
REEL: 002678 FRAME: 0432

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
PANTHER ACQUISITION CORP.**

The undersigned Vivek Y. Ranadive and Robert P. Stefanski hereby certify that:

1. They are the duly elected and acting President and Secretary, respectively, of Panther Acquisition Corp., a Delaware corporation.
2. The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of Delaware on December 28, 2001.
3. The Certificate of Incorporation of this corporation shall be amended and restated to read in full as follows:

**"ARTICLE I**

The name of the corporation is TIBCO Talarian Inc. (the "Corporation").

**ARTICLE II**

The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the city of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

**ARTICLE III**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

**ARTICLE IV**

The Corporation is authorized to issue one class of shares designated "Common Stock." The number of shares of Common Stock authorized to be issued is 1000. The par value of each share of Common Stock is \$0.01.

**ARTICLE V**

The Board of Directors of the Corporation is expressly authorized to make, alter or repeal Bylaws of the Corporation.

**ARTICLE VI**

Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

## ARTICLE VII

(A) To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

(B) The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

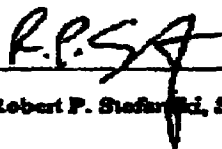
(C) Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision."

The foregoing First Amended and Restated Certificate of Incorporation has been duly adopted by this Corporation's Board of Directors and stockholders in accordance with the applicable provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.

Executed at Palo Alto, California, on April 23, 2002.



Vivek Y. Ranadive, President



Robert P. Stefanski, Secretary

# Delaware

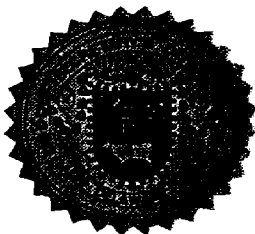
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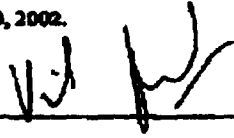
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(C) Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision."



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Vivek Y. Ranadive, President



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Robert P. Stefanski, Secretary