

04-01-2003



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RE

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

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

1. Name of conveying party(ies): Tantau Software, Inc.

33103

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

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

2. Name and address of receiving party(ies) Name: 724 Solutions Software Inc.

Internal Address:

Street Address: 1221 State Street, Suite 200

City: Santa Barbara State: CA Zip: 93101

- 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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: January 21, 2003

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

A. Trademark Application No.(s) 76/396,860

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: H. Lisa Calico

Internal Address: Thompson & Knight, LLP

Street Address: 98 San Jacinto Blvd. #1200

City: Austin State: TX Zip: 78701

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed Authorized to be charged to deposit account (if fee is missing or insufficient)

8. Deposit account number:

20-0821

DO NOT USE THIS SPACE

9. Signature.

H. Lisa Calico Name of Person Signing

Signature

March 24, 2003

Date

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

8

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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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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

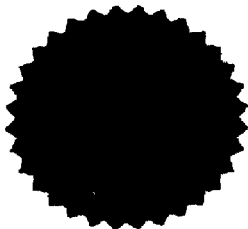
"EZLOGIN.COM, INC.", A CALIFORNIA CORPORATION,

"SPYONIT.COM, INC.", A DELAWARE CORPORATION,

"724 SOLUTIONS CORP.", A DELAWARE CORPORATION,

WITH AND INTO "TANTAU SOFTWARE, INC." UNDER THE NAME OF "724 SOLUTIONS SOFTWARE INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF JANUARY, A.D. 2003, AT 5 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2219591

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DATE: 01-23-03

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**CERTIFICATE OF MERGER  
OF  
724 SOLUTIONS CORP.  
EZLOGIN.COM, INC.  
SPYONIT.COM, INC.  
WITH AND INTO  
TANTAU SOFTWARE, INC.**

**Pursuant to the Provisions of Section 252 of the and  
General Corporation Law of the State of Delaware**

Tantau Software, Inc., a Delaware corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations are as follows:
  - (a) 724 Solutions Corp., a Delaware corporation ("724 Delaware"); and
  - (b) Ezlogin.com, Inc., a California corporation ("Ezlogin"); and
  - (c) Spyonit.com, Inc., a Delaware corporation ("Spyonit"); and
  - (d) Tantau Software, Inc., a Delaware corporation ("Tantau").
2. The Agreement and Plan of Merger (the "Merger Agreement"), dated as of the 2<sup>nd</sup> day of January, 2003, among 724 Delaware, Ezlogin, Spyonit, and Tantau has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation is Tantau Software, Inc. (the "Surviving Corporation") which is amending to 724 Solutions Software Inc.
4. The Certificate of Incorporation of the Surviving Corporation in the merger shall be amended as set forth in Exhibit A attached hereto.
5. Any resolutions by the Board of Directors or the Officers of Tantau as in effect immediately prior to the merger shall be the resolutions of the Surviving Corporation. Furthermore, the acts of any officer of 724 Delaware, Ezlogin and Spyonit taken immediately prior to the merger in connection with the actions authorized by these resolutions have been approved, ratified and confirmed in all respects by the Board of Directors.
6. The executed Merger Agreement is on file at the office of the Surviving Corporation located at 1221 State Street, Suite 200, Santa Barbara, CA 93101.
7. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

8. The total number of shares of stock of all classes which Ezlogin has authority to issue is 10,000 shares of common stock of the par value of \$0.01 per share.

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IN WITNESS WHEREOF, Tantau has caused this certificate to be signed as of the 21<sup>st</sup>  
day of January, 2003.

TANTAU SOFTWARE, INC.

By: /s/ Glenn Barrett  
Name: Glenn Barrett  
Title: Vice President and Treasurer

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he or she was serving the Corporation or any other legal entity in any capacity at the request of the Corporation while a director, officer, employee or agent of the Corporation and (iii) shall pay the expenses of such a current or former director, officer, employee or agent incurred in connection with any such action, suit or proceeding in advance of the final disposition of such action, suit or proceeding. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those entitled to indemnification or advancement of expenses may be entitled under any by-law, agreement, contract or vote of stockholders or disinterested directors or pursuant to the direction (however embodied) of any court of competent jurisdiction or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

#### Article VII

In furtherance and not in limitation of the general powers conferred by the laws of the State of Delaware, the Board of Directors of the Corporation is expressly authorized to make, alter or repeal the By-Laws of the Corporation, except as specifically stated therein.

#### Article VIII

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of the General Corporation Law or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of the General Corporation Law, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders, of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

#### Article IX

Except as otherwise required by the laws of the State of Delaware, the stockholders and directors shall have the power to hold their meetings and to keep the books, documents and papers of the Corporation outside of the State of Delaware, and the Corporation shall have the power to have one or more offices within or without the State of Delaware, at such places as may be from time to time designated by the Corporation. Elections of directors need not be by ballot unless the By-Laws of the Corporation shall so provide.

**Article X**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

**Article XI**

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, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law is amended to further eliminate or limit the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law, as so amended. Any repeal or modification of this Article by the stockholders of the Corporation shall be by the affirmative vote of the holders of not less than sixty six and two-thirds (66 2/3 %) of the outstanding shares of stock of the Corporation entitled to vote in the election of directors, considered for the purposes of this Article XI as one class, shall be prospective only and shall not adversely affect any right or protection of any director of the Corporation existing at the time of such repeal or modification.

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