

06-20-2003

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6-18-03 RECORD/TRAIR



PARTMENT OF COMMERCE Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

Viewlocity, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Synquest, Inc.

Internal

Address: Suite 555

Street Address: 3500 Parkway Lane

City: Norcross State: GA Zip: 30092

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Georgia, 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: 11-15-2002

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

A. Trademark Application No.(s) 76/055,608 76/120,538

B. Trademark Registration No.(s) 2,553,280

Additional number(s) attached Yes No

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

Name: Brian J. Anderson

Internal Address: Morris, Manning & Martin, LLP

Street Address: 3343 Peachtree Road, N.E.

City: Atlanta State: GA Zip: 30326-1044

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41) \$ 90.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Brian J. Anderson

Name of Person Signing

Signature

June 16, 2003

Date

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

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

06/19/2003 BBYRME 00000023 76055600

01 FC:8521 40.00 OP 02 FC:8522 50.00 OP

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:30 AM 11/15/2002
020704902 - 3005203

CERTIFICATE OF MERGER

of

VIEWLOCITY, INC.
(a Delaware corporation)

with and into

SYNQUEST, INC.
(a Georgia corporation),
being the surviving corporation

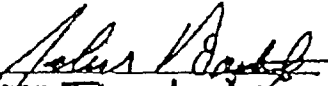
In accordance with Section 252 of the Delaware General Corporation Law (the "DGCL"), the undersigned does hereby certify:

1. The names and states of incorporation of the constituent corporations are as follows: SynQuest, Inc., a corporation organized under the laws of the State of Georgia ("SynQuest"), and Viewlocity, Inc., a corporation organized under the laws of the State of Delaware ("Viewlocity").
2. An agreement and plan of merger between SynQuest and Viewlocity (the "Plan of Merger") has been approved, adopted, certified, executed and acknowledged by each of Viewlocity and SynQuest, in accordance with the DGCL and the Georgia Business Corporation Code, respectively.
3. SynQuest shall be the surviving corporation.
4. The Articles of Incorporation of SynQuest shall continue as the Articles of Incorporation of the surviving corporation.
5. A copy of the executed Plan of Merger is on file at the office of SynQuest, which is located at 3500 Parkway Lane, Suite 555, Norcross, Georgia 30092. A copy of the Plan of Merger will be furnished by SynQuest, on request and without cost, to any stockholder of any constituent corporation.
6. The merger of Viewlocity with and into SynQuest (the "Merger") shall become effective on November 15, 2002, at 11:59 PM, Eastern Time.
7. Viewlocity hereby appoints the Secretary of State of the State of Delaware as its agent for service of process in any action, suit or proceeding for the enforcement of any obligation of Viewlocity as well as for the enforcement of any obligation of SynQuest, as the surviving

corporation. The address to which a copy of the process is to be mailed is 3500 Parkway Lane, Suite 555, Norcross, Georgia 30092.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as of the 15 day of November, 2002.

SYNQUEST, INC.
(a Georgia corporation)

By: 
Name: John Bartels
Title: CEO

John Bartels
Executive Vice President
Finance and Administration

Delaware

PAGE 1

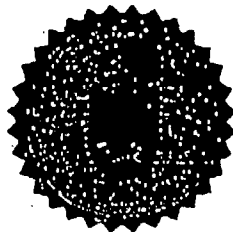
The First State

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:

"VIEWLOCITY, INC.", A DELAWARE CORPORATION,
WITH AND INTO "SYNQUEST, INC." UNDER THE NAME OF "SYNQUEST, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF GEORGIA, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF NOVEMBER, A.D. 2002, AT 11:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIFTEENTH DAY OF NOVEMBER, A.D. 2002, AT 11:59 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

3591544 B100M

AUTHENTICATION: 2091978

020704902

DATE: 11-15-02

TRADEMARK

RECORDED: 06/16/2003

REEL: 002760 FRAME: 0038