

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
------------------	----------------

NATURE OF CONVEYANCE:	Merger & Change of Name
-----------------------	-------------------------

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Inprise Corporation		01/22/2001	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Borland Software Corporation
Street Address:	100 Enterprise Way
City:	Scotts Valley
State/Country:	CALIFORNIA
Postal Code:	95066
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3		
Property Type	Number	Word Mark
Registration Number:	1423654	FRED
Registration Number:	1533028	FRAMEWORK
Registration Number:	1342190	FRAMEWORK

CORRESPONDENCE DATA	
Fax Number:	(408)280-2235
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	408-280-2233
Email:	MRG@TechMark.com
Correspondent Name:	TechMark a Law Corporation
Address Line 1:	55 So. Market St., Sixteenth Floor
Address Line 4:	San Jose, CALIFORNIA 95113

ATTORNEY DOCKET NUMBER:	INPRISE-BSC
-------------------------	-------------

NAME OF SUBMITTER:	MRG@TechMark.com
--------------------	------------------

Total Attachments: 8
source=BorInt-Inpr-BorSoft.NameChg#page1.tif
source=BorInt-Inpr-BorSoft.NameChg#page2.tif

CH \$90.00 1423654

source=BorInt-Inpr-BorSoft.NameChg#page3.tif
source=BorInt-Inpr-BorSoft.NameChg#page4.tif
source=BorInt-Inpr-BorSoft.NameChg#page5.tif
source=BorInt-Inpr-BorSoft.NameChg#page6.tif
source=BorInt-Inpr-BorSoft.NameChg#page7.tif
source=BorInt-Inpr-BorSoft.NameChg#page8.tif

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BORLAND INTERNATIONAL, INC.", CHANGING ITS NAME FROM "BORLAND INTERNATIONAL, INC." TO "INPRISE CORPORATION", FILED IN THIS OFFICE ON THE FIFTH DAY OF JUNE, A.D. 1998, AT 1:30 O'CLOCK P.M.



2201708 8100

981227327

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

9148248

AUTHENTICATION:

06-18-98

DATE:

TRADEMARK

REEL: 002769 FRAME: 0885

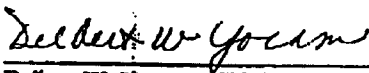
CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
BORLAND INTERNATIONAL, INC.

Borland International, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), DOES HEREBY CERTIFY that the Amendment of the Restated Certificate of Incorporation set forth in the following resolution has been duly adopted in accordance with the provisions of Section 242 of the DGCL.

RESOLVED, that the Restated Certificate of Incorporation of the Corporation be amended by striking Article 1 in its entirety and replacing it with the following:

"FIRST: The name of the Corporation is Inprise Corporation."

IN WITNESS WHEREOF, this Certificate of Amendment to the Restated Certificate of Incorporation has been executed on behalf of the Corporation by its Chief Executive Officer on this 5th day of June, 1998.


Delbert W. Yocam, Chief Executive Officer

State of Delaware
Office of the Secretary of State PAGE 1

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 OWNERSHIP, WHICH MERGES:

"BORLAND NAMECO, INC.", A DELAWARE CORPORATION,
WITH AND INTO "INPRISE CORPORATION" UNDER THE NAME OF "BORLAND SOFTWARE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF JANUARY, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-SECOND DAY OF JANUARY, A.D. 2001.

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

THE SIGNATURE
IS OFFICIAL
OF THE



Harriet Smith Windsor
Secretary of State

2201708 8100M

AUTHENTICATION: 0927792

010030265

DATE: 01-22-01

02/15/2001 THU 06:56 FAX 831 431 4171 BORLAND CORP LEGAL DEPT

013/017

01/15/2001 11:16

NO.612 006

FURTHER RESOLVED, that all actions heretofore taken by any officer or director of the Corporation in connection with the matters contemplated by the foregoing resolutions be, and they hereby are, approved, adopted, ratified, confirmed and accepted in all respects.

RESOLVED, that

8945-1

02/15/2001 THU 06:56 FAX 831 431 4171 BORLAND CORP LEGAL DEPT

014/017

01/19/2001 11:16

NO.612 002

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

BORLAND NAMECO, INC.

INTO

INPRISE CORPORATION

Pursuant to Sections 103 and 253 of the
General Corporation Law of the State of Delaware

Inprise Corporation, a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: The Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: The Corporation owns 100% of the outstanding shares of each class of the capital stock of Borland Nameco, Inc., a Delaware corporation (the "Subsidiary").

THIRD: The Board of Directors of the Corporation, by resolutions duly adopted at a meeting held on December 19, 2000 (true and correct copies of which are attached hereto as Exhibit A), has authorized the merger of the Subsidiary with and into the Corporation (the "Merger"). Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

FOURTH: The Corporation shall be the surviving corporation of the Merger (the "Surviving Corporation").

FIFTH: At the effective time of the Merger, the name of the Surviving Corporation shall be changed to Borland Software Corporation.

SIXTH: The Merger shall become effective at 9:00 a.m., EST, on January 22, 2001.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 01/19/2001
010030265 - 2201708

02/15/2001 THU 06:56 FAX 831 431 4171 BORLAND CORP LEGAL DEPT

015/017

01/19/2001 11:16

NO. 612 003

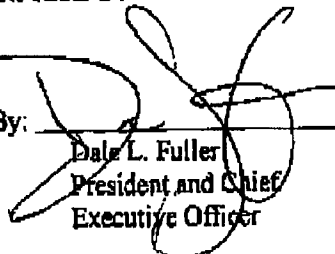
INPRISE CORPORATION
1000
1000
1000
1000
1000

IN WITNESS WHEREOF, Inprise Corporation has caused this Certificate of Ownership and Merger to be executed in its corporate name this 19th day of January 2001.

INPRISE CORPORATION

INPRISE CORPORATION
1000
1000
1000
1000
1000

By:


Dale L. Fuller
President and Chief
Executive Officer

01/19/2001 11:16

NO. 612 004

EXHIBIT A

WHEREAS, the Board of Directors of Inprise Corporation (the "Corporation") has given due and proper consideration to all matters and things which are necessary or appropriate to enable it to evaluate and reach an informed conclusion as to the fairness and reasonableness of the proposed merger between Borland Nameco, Inc. with and into the Corporation and the benefit to the Corporation of changing its name as a result of such merger.

NOW THEREFORE, IT IS HEREBY:

RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized and directed to cause the formation of Borland Nameco, Inc. (the "Subsidiary"), as a wholly owned subsidiary of the Corporation under and pursuant to the laws of the State of Delaware; that the Subsidiary shall be merged with and into the Corporation (the "Merger") and the Corporation shall be the surviving corporation (the "Surviving Corporation") of the Merger; that in connection with the Merger the Surviving Corporation shall change its name to Borland Software Corporation; that, from and after the effective time of the Merger, the certificate of incorporation of the Corporation shall be the certificate of incorporation of the Surviving Corporation, the bylaws of the Corporation shall be the bylaws of the Surviving Corporation, the officers and directors of the Corporation shall be the officers and directors of the Surviving Corporation, the outstanding common stock and other securities of the Corporation shall remain outstanding as the common stock and other securities of the Surviving Corporation and the outstanding common stock of the Subsidiary shall be cancelled; that the proper officers of the Corporation be, and each of them hereby is, authorized and directed, in the name of and on behalf of the Corporation, to prepare and execute a Certificate of Ownership and Merger and to cause such Certificate of Ownership and Merger to be filed with the Secretary of State of Delaware pursuant to Sections 103 and 253 of the General Corporation Law of the State of Delaware; and that the Merger shall be effective at the time stated in such Certificate of Ownership and Merger; and

FURTHER RESOLVED, that, upon the effectiveness of the Merger, a Restated Certificate of Incorporation be prepared which only restates and integrates and, except as provided above, does not further amend the provisions of the Corporation's certificate of incorporation as theretofore amended or supplemented; such Restated Certificate of Incorporation be, and it hereby is, approved and adopted in all respects as the Restated Certificate of Incorporation of the Corporation; and that the proper officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name of and on behalf of the Corporation, to cause such Restated Certificate of Incorporation, as restated, to be filed with the Secretary

8945-1

02/15/2001 THU 06:58 FAX 831 431 4171 BORLAND CORP LEGAL DEPT

017/017

01/19/2001 11:16

NO.612 005

STATE OF DELAWARE
Board of Directors
Resolved, that the
Officers of the Corporation

of the State of Delaware pursuant to Section 245 of the General Corporation Law of the State of Delaware; and

FURTHER RESOLVED, that, upon the effectiveness of the Merger, the proper officers of the Corporation be, and each of them individually hereby is, authorized, empowered and directed to prepare or cause to be prepared forms of (i) a certificate to evidence shares of common stock of the Corporation, par value \$0.01 per share ("Common Stock"), (ii) a certificate to evidence the Series A Junior Participating Preferred Stock, par value \$0.01 ("Series A Preferred Stock"), (iii) a certificate to evidence the Series B Convertible Preferred Stock, par value \$0.01 ("Series B Preferred Stock"), and (iv) a certificate to evidence the Series C Convertible Preferred Stock, par value \$0.01 ("Series C Preferred Stock"), in each case reflecting the change in corporate name resulting from the Merger, that such forms of Common Stock certificate, Series A Preferred Stock certificate, Series B Preferred Stock certificate and Series C Preferred Stock certificate shall be adopted, to the same extent as if presented to and adopted by the Board of Directors at this meeting, provided that a copy thereof be affixed to these minutes by the Secretary; that the proper officers of the Corporation be, and each of them individually hereby is, authorized, empowered and directed to execute such Common Stock certificates, Series A Preferred Stock certificates, Series B Preferred Stock certificates and Series C Preferred Stock certificates; that any or all of such signatures on such Common Stock certificates, Series A Preferred Stock certificates, Series B Preferred Stock certificates and Series C Preferred Stock certificates may be facsimile signatures; and that in case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon such Common Stock certificates, Series A Preferred Stock certificates, Series B Preferred Stock certificates and Series C Preferred Stock certificates shall have ceased to be such officer, transfer agent or registrar before the issuance thereof, it may be issued by the Corporation with the same effect as if such person were such officer, transfer agent or registrar at the date of issue; and

FURTHER RESOLVED, that, upon the effectiveness of the Merger, the proper officers of the Corporation be, and each of them individually hereby is, authorized, empowered and directed to prepare or cause to be prepared a corporate seal, reflecting the change in corporate name resulting from the Merger; that such corporate seal shall be adopted, to the same extent as if presented to and adopted by the Board of Directors at this meeting, provided that an impression of such corporate seal be affixed to these minutes by the Secretary; and

FURTHER RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized and directed to prepare, execute, deliver and file, or cause to be prepared, executed, delivered and filed, any and all documents and to take any and all actions with federal, state, local and foreign authorities and with the Nasdaq National Market as they or any of them may deem necessary or appropriate to effect the corporate name change and the Merger contemplated by the foregoing resolutions and to carry out fully the purpose and intent of such resolutions; and

C:\NtPartbl\Legal\AMAUGA\8945_1.DOC