

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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

NATURE OF CONVEYANCE:	CHANGE OF NAME
-----------------------	----------------

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Witness Systems Delaware, Inc.		03/17/1997	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Witness Systems, Inc.
Street Address:	300 Colonial Center Parkway
City:	Roswell
State/Country:	GEORGIA
Postal Code:	30076
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2270306	

CORRESPONDENCE DATA	
Fax Number:	(404)365-9532
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	404-233-7000
Email:	trademark@mmmlaw.com
Correspondent Name:	Morris, Manning & Martin, LLP
Address Line 1:	3343 Peachtree Road NE, Suite 1600
Address Line 2:	6842-43573
Address Line 4:	Atlanta, GEORGIA 30326-1044

ATTORNEY DOCKET NUMBER:	6842-43573
-------------------------	------------

NAME OF SUBMITTER:	Dana A. Schwind
--------------------	-----------------

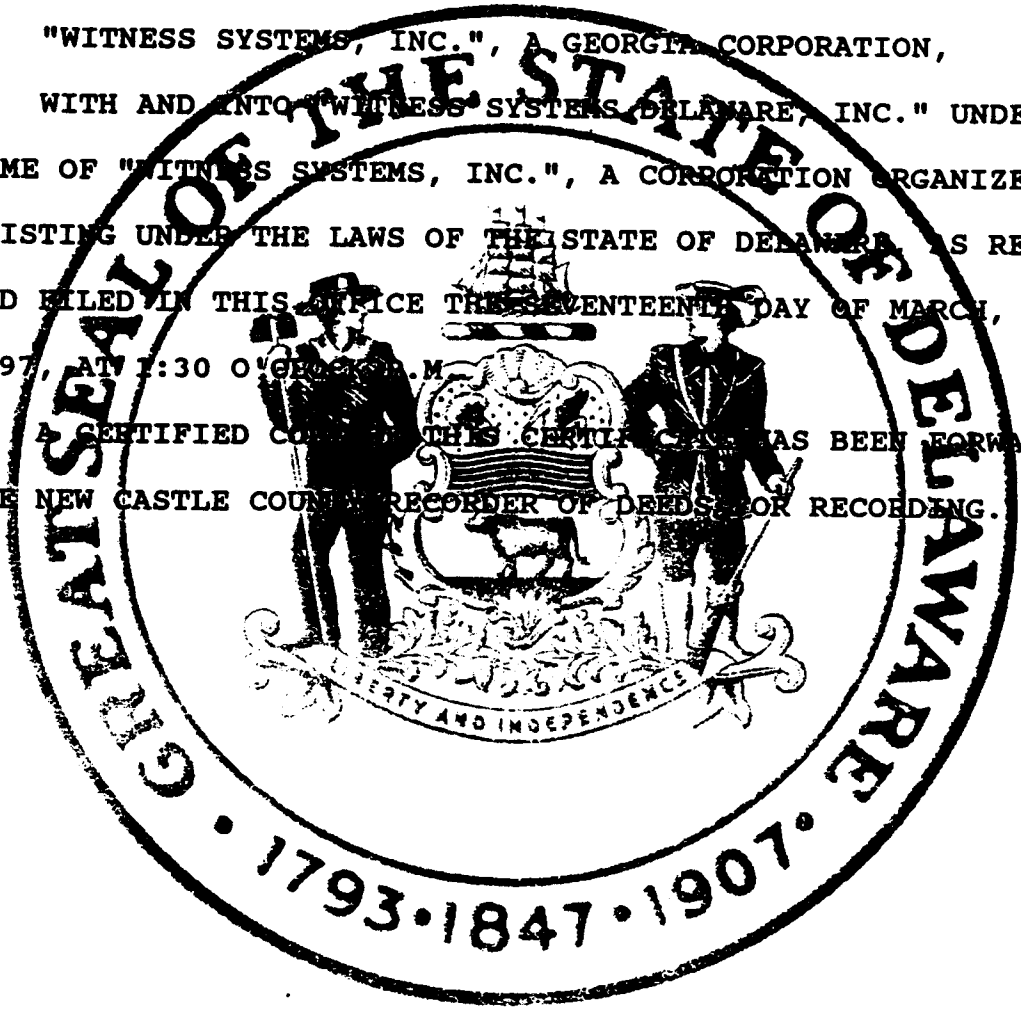
Total Attachments: 3
source=Articles of Merger and Name Change (DE) - WITS Delaware to WITS_1#page1.tif
source=Articles of Merger and Name Change (DE) - WITS Delaware to WITS_2#page1.tif
source=Articles of Merger and Name Change (DE) - WITS Delaware to WITS_3#page1.tif

OP \$40.00 2270306

Office of the Secretary of State

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 MERGER, WHICH MERGES:

"WITNESS SYSTEMS, INC.", A GEORGIA CORPORATION, WITH AND INTO "WITNESS SYSTEMS, DELAWARE, INC." UNDER THE NAME OF "WITNESS SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF MARCH, A.D. 1997, AT 1:30 O'CLOCK P.M. A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

2727023 8100M

971085918

AUTHENTICATION:

8376394

DATE:

03-17-97

TRADEMARK

REEL: 002785 FRAME: 0344

**CERTIFICATE OF MERGER
MERCING
WITNESS SYSTEMS, INC.,
A GEORGIA CORPORATION
INTO
WITNESS SYSTEMS DELAWARE, INC.,
A DELAWARE CORPORATION
(Pursuant to Section 252 of the
General Corporation Law of Delaware)**

WITNESS SYSTEMS, INC., a corporation organized and existing under the laws of the State of Delaware, does hereby certify:

FIRST: That **WITNESS SYSTEMS DELAWARE, INC.** ("Witness Delaware") is a corporation organized and existing under the laws of the State of Delaware.

SECOND: That **WITNESS SYSTEMS, INC.** ("Witness Georgia") is a corporation organized and existing under the laws of the State of Georgia, the provisions of which permit the merger of a corporation organized and existing under the laws of Georgia into a corporation organized and existing under the laws of Delaware.

THIRD: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 252 of the General Corporation Law of Delaware.

FOURTH: The name of the surviving corporation of the merger is Witness Systems Delaware, Inc., which shall hereinwith be changed to Witness Systems, Inc., a Delaware corporation.

FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 3901 Roswell Road, N.E., Suite 310, Marietta, Georgia 30062.

SIXTH: That the executed Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the amendments or changes in the Certificate of Incorporation of Witness Systems Delaware, Inc., which is the surviving corporation, that are to be effected by the merger are as follows:

Article 1 is hereby amended to read in its entirety as follows:

1. The name of the Corporation is Witness Systems, Inc. (the "Corporation").

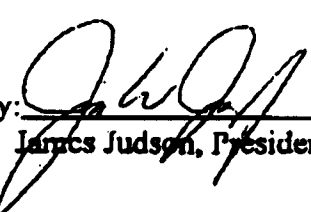
IN WITNESS WHEREOF, said WITNESS SYSTEMS DELAWARE, INC. has caused this Certificate to be signed by its President and attested by its Secretary this 13th day of March, 1997.

Attest:

WITNESS SYSTEMS DELAWARE, INC.,
a Delaware corporation

By: 

Steve Beckett, Assistant Secretary

By: 

James Judson, President