

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Rocket Software, Inc.		07/22/2004	CORPORATION: MASSACHUSETTS

RECEIVING PARTY DATA	
Name:	Rocket Software, Inc
Street Address:	275 Grove St
Internal Address:	1-300
City:	Newton
State/Country:	MASSACHUSETTS
Postal Code:	02466
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Registration Number:	2641037	ACTIVEHELP
Registration Number:	2471666	CODENINE
Registration Number:	2629298	NETCURE
Registration Number:	1968718	PERITUS
Registration Number:	2548520	POWERPROFILER
Registration Number:	2537404	POWERPROFILER/SE
Registration Number:	1690753	ROCKET
Registration Number:	2059264	ROCKET
Registration Number:	2769300	ROCKET.EQUERY
Registration Number:	2062841	ROCKET SHUTTLE
Registration Number:	2778209	STOROS
Serial Number:	78348154	ACTIVEGUIDE
Serial Number:	78348150	ACTIVETUTOR
Registration Number:	1645033	SYSTEMSOFT

CH \$390.00 2641037

Serial Number:	78024980	ROCKET SOFTWARE
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CORRESPONDENCE DATA

Fax Number: (617)630-7121

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 617 614 2112

Email: peter.kaes@rocketsoftware.com

Correspondent Name: Peter Kaes

Address Line 1: 275 Grove St

Address Line 2: 1-300

Address Line 4: Newton, MASSACHUSETTS 02466

NAME OF SUBMITTER:	Peter Kaes
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Total Attachments: 3

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The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF *CONSOLIDATION / *MERGER

(General Laws, Chapter 156B, Section 79)

*Consolidation / *merger of

Rocket Software, Inc., a Massachusetts

corporation, and

Rocket Software, Inc., a Delaware corporation

the constituent corporations, into

Rocket Software, Inc.

*a new corporation / *one of the constituent corporations organized under the laws of: Delaware

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of *consolidation / *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The *resulting / *surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the *consolidation / *merger determined pursuant to the agreement of *consolidation / *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

3. (For a merger)

**The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger:

none

(For a consolidation)

(a) The purpose of the ~~resulting~~ corporation is to engage in the following business activities:

- C
- P
- M
- R.A.

*Delete the inapplicable words.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

P.C.

~~(For a consolidation)~~

~~(b) State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue:~~

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

~~** (c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.~~

~~** (d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:~~

~~** (e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:~~

Item 4 below may be deleted if the resulting /surviving corporation is organized under the laws of a state other than Massachusetts.

4. The information contained in Item 4 is *not* a *permanent* part of the Articles of Organization of the *resulting / *surviving corporation.

(a) The street address of the *resulting / *surviving corporation *in Massachusetts* is: (*post office boxes are not acceptable*)

****If there are no provisions state "None".**

(b) The name, residential address and post office address of each director and officer of the *resulting / *surviving corporation is:

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:		
Treasurer:		
Clerk:		
Directors:		

(c) The fiscal year end (i.e. tax year) of the *resulting / *surviving corporation shall end on the last day of the month of:

(d) The name and business address of the resident agent, if any, of the *resulting / *surviving corporation is:

Item 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts.

5. The *resulting / *surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the *resulting / *surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

FOR MASSACHUSETTS CORPORATIONS

The undersigned *President / *Vice President and *Clerk / *Assistant Clerk of Rocket Software, Inc., a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of ~~*consolidation / *merger~~ has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

Andrew Youniss, *President / *Vice President

Andrew Youniss, *Clerk / *Assistant Clerk

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † Andrew Youniss, President and †† Andrew Youniss, Secretary, of Rocket Software, Inc., a corporation organized under the laws of

Delaware, further state under the penalties of perjury that the agreement of ~~*consolidation / *merger~~ has been duly adopted by such corporation in the manner required by the laws of Delaware.

*Delete the inapplicable words.

†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.

††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

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† Andrew Youniss, President

†† Andrew Youniss, Secretary