

09-07-2004




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TRADEMARK
02283-T0001A GSW/AIC

2.10.04

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Assignor	SPL WorldGroup Software, Inc.
Assignee	SPL WorldGroup Software Inc.
Registration No. 2,009,484	Registration Date October 22, 1996
Trademark 	SEARCHSOFTWAREAMERICA

Mail Stop Assignment Recordation Services
Director of the U.S. Patent and Trademark Office
Post Office Box 1450
Alexandria, VA 22313-1450

OPR/FINANCE
FEB 10 AM 7:38

Trademark Assignment Recordation Form Corrected Cover Sheet

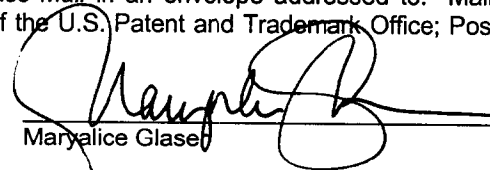
Dear Sir:

Please record the attached original document.

1. Name and Address of Conveying party. SPL WorldGroup Software, Inc.; a corporation of the State of Connecticut; 1445 East Putnam Avenue; Old Greenwich, CT 06870.
2. Name and Address of Receiving Party. SPL WorldGroup Software Inc., a corporation of the State of Delaware; 1445 East Putnam Avenue; Old Greenwich, CT 06870.
3. Nature of Conveyance: Merger Execution Date: 2/14/95.

Mailing Certificate: I hereby certify that this correspondence is today being deposited with the U.S. Postal Service as *First Class Mail* in an envelope addressed to: Mail Stop Assignment Recordation Services; Director of the U.S. Patent and Trademark Office; Post Office Box 1450; Alexandria, VA 22313-1450.

February 5, 2004


Maryalice Glaser

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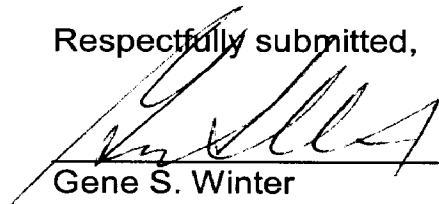
4. Name and Address of Party to Whom Correspondence Concerning Document should be mailed.

Gene S. Winter, Registration No. 28,352
Attorney for Applicant
ST.ONGE STEWARD JOHNSTON & REENS LLC
986 Bedford Street
Stamford, CT 06905-5619

203 324-6155

5. Registration Number: Registration No. 2,009,484 registered on October 22, 1996.
6. Total Number of Registrations Involved: 1.
7. Total Fee (37 CFR 3.41): \$40.00 due.
8. Authorization to Charge Deposit Account. The Commissioner is hereby authorized to charge any additional fees due by this paper and during the entire pendency of this Application to Account No. 19-4516.
9. Statement and Signature. Total number of pages including cover sheet, attachments and document are 3. To the best of my knowledge and belief, the foregoing information is true and correct and any copy submitted herewith is a true copy of the original document.

Respectfully submitted,



Gene S. Winter
Stephen P. McNamara
Andy I. Corea
Attorneys for Applicant
ST.ONGE STEWARD JOHNSTON & REENS LLC
986 Bedford Street
Stamford, CT 06905-5619
203 324-6155
tm-pto@ssjr.com

RECORDATION
TRADEMARK

10-30-1995

83-T0001A

DEPARTMENT OF COMMERCE
Patent and Trademark Office



100082521

Tab settings

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

1. Name of conveying party(ies):

Search Software America, Inc.

MD
10-2-95

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: name change: 12/27/94
merger: 02/14/95

2. Name and address of receiving party(ies)

Name: SPL WorldGroup Software Inc.

Internal Address:

Street Address: 1445 East Putnam Avenue

City: Old Greenwich State: CT ZIP: 06870

- 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

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

A. Trademark Application No.(s)

74/635287

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Gene S. Winter, Esq.

Name: ST. ONGE STEWARD JOHNSTON & REENS

Internal Address:

Street Address: 986 Bedford Street

City: Stamford State: CT ZIP: 06905-5619

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 80

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-4517

(Attach duplicate copy of this page if paying by deposit account)

080 VM 10/11/95 74635287

DO NOT USE THIS SPACE \$0.00 CR

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Gene S. Winter

Name of Person Signing

Gene S. Winter
Signature

Sept. 29, 1995

Date

Total number of pages including cover sheet, attachments, and document: 6

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

CERTIFICATE
 AMENDING OR RESTATING CERTIFICATE
 OF INCORPORATION BY ACTION OF INCORPORATORS

(Stock Corporation) (Nonstock Corporation)

STATE OF CONNECTICUT
 SECRETARY OF THE STATE

For office use only
ACCOUNT NO.
INITIALS

1. NAME OF CORPORATION: Search Software America, Inc. DATE: December 27, 1994

2. The Certificate of incorporation is A. AMENDED ONLY B. AMENDED AND RESTATED C. RESTATED ONLY by the following resolution

RESOLVED, that paragraph 1 of the Certificate of Incorporation is hereby amended as follows:

- The name of the corporation -- SPL WorldGroup Software Inc.

3. (Omit if 2A is checked.)

(a) The above resolution merely restates and does not change the provisions of the original Certificate of Incorporation as supplemented and amended to date, except as follows: (Indicate amendments made, if any, if none, so indicate.)

(b) Other than as indicated in Par. 3(a), there is no discrepancy between the provisions of the original Certificate of Incorporation as supplemented to date, and the provisions of this Certificate Restating the Certificate of Incorporation.

BY ACTION OF INCORPORATORS	<input type="checkbox"/> 4. The above resolution was adopted by vote of at least two-thirds of the incorporators before the organization meeting of the corporation, and approved in writing by all subscribers (if any) for shares of the corporation, (or if nonstock corporation, by all applicants for membership entitled to vote, if any)											
	We (at least two-thirds of the incorporators) hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.											
	<table border="1"> <tr> <td>SIGNS</td> <td>SIGNS</td> <td>SIGNS</td> </tr> <tr> <td colspan="3" style="text-align: center;">APPROVED</td> </tr> <tr> <td colspan="3" style="text-align: center;">(All subscribers, or, if nonstock corporation, all applicants for membership entitled to vote, if none, so indicate.)</td> </tr> <tr> <td>SIGNS</td> <td>SIGNS</td> <td>SIGNS</td> </tr> </table>	SIGNS	SIGNS	SIGNS	APPROVED			(All subscribers, or, if nonstock corporation, all applicants for membership entitled to vote, if none, so indicate.)			SIGNS	SIGNS
SIGNS	SIGNS	SIGNS										
APPROVED												
(All subscribers, or, if nonstock corporation, all applicants for membership entitled to vote, if none, so indicate.)												
SIGNS	SIGNS	SIGNS										

BY ACTION OF BOARD OF DIRECTORS

4. (Omit if 2C is checked.) The above resolution was adopted by the board of directors acting alone,
 there being no shareholders or subscribers. the board of directors being so authorized pursuant to Section 33-141, Conn. G.S. as amended
 the corporation being a nonstock corporation and having no members and no applicants for membership entitled to vote on such resolution

5. The number of affirmative votes required to adopt such resolution is: _____ 6. The number of directors' votes in favor of the resolution was: _____

We hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type): _____ NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type): _____

SIGNED (President or Vice President): _____ SIGNED (Secretary or Assistant Secretary): _____

BY ACTION OF BOARDS OF DIRECTORS AND SHAREHOLDERS

4. The above resolution was adopted by the board of directors and by shareholders.

5. Vote of shareholders:
 (a) (Use if no shares are required to be voted as a class.)

NUMBER OF SHARES ENTITLED TO VOTE	TOTAL VOTING POWER	VOTE REQUIRED FOR ADOPTION	VOTE FAVORING ADOPTION
100	1000	66 2/3%	100%

(b) (If the shares of any class are entitled to vote as a class, indicate the designation and number of outstanding shares each such class, the voting power thereof, and the vote of each such class for the amendment resolution.)

We hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type): Petra Chambers, Vice President NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type): Brian Bandler, Esq., Assistant Secretary

SIGNED (President or Vice President): *Petra Chambers* SIGNED (Secretary or Assistant Secretary): *Brian Bandler*

BY ACTION OF BOARDS OF DIRECTORS AND MEMBERS

4. The above resolution was adopted by the board of directors and by members.

5. Vote of members:
 (a) (Use if no members are required to vote as a class.)

NUMBER OF MEMBERS VOTING	TOTAL VOTING POWER	VOTE REQUIRED FOR ADOPTION	VOTE FAVORING ADOPTION

(b) (If the members of any class are entitled to vote as a class, indicate the designation and number of members of each class, the voting power thereof, and the vote of each such class for the amendment resolution.)

We hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type): _____ NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type): _____

SIGNED (President or Vice President): _____ SIGNED (Secretary or Assistant Secretary): _____

For office use only

FILING FEE	CERTIFICATION FEE	TOTAL FEE
\$	\$	\$
SIGNED (For Secretary of the State)		
EXEMPTED COPY SENT OR RETURNED		INITIALS
YES		
DATE	CITY	STATE

CERTIFICATE OF MERGER OF
CONNECTICUT CORPORATION WITH FOREIGN CORPORATION
(Pursuant to Sec. 33-370 of CGS)
SPL WorldGroup Software Inc.

1. The name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
SPL WorldGroup Software Inc.	Connecticut
SPL WorldGroup Software Inc.	Delaware

2. The surviving corporation is SPL WorldGroup Software Inc., a Delaware corporation. It shall do business under the name SPL WorldGroup Software Inc.
3. The plan of merger has been approved by SPL WorldGroup Software Inc., a Connecticut corporation, as the merging corporation, in the manner provided for in the applicable provisions of the Connecticut Stock Corporation Act. The plan of merger was approved by unanimous consent of the directors.
4. The plan of merger has been approved by SPL WorldGroup Software Inc., a Delaware corporation, as the surviving corporation, in the manner provided for in the applicable provisions of the Delaware General Corporation Law, and this merger is permitted by such Law.
5. The plan of merger, as approved, is on file at the principal place of business of the surviving corporation located at 1445 East Putnam Avenue, Old Greenwich, CT 06870.
6. In addition to complying with any other applicable section of the Connecticut Stock Corporation Act, the surviving corporation shall furnish a copy of the plan of merger, on request and without cost, to any shareholder of the merging corporations.
7. This Certificate may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

SPL/MERGER/CERT-CT

WE HEREBY DECLARE, under the penalties of false statement,
that the statements made in the foregoing certificate, insofar as
they pertain to SPL WorldGroup Software Inc., a Delaware
corporation, are true.

Dated at San Francisco, CA this 14th day of February, 1995.

SPL WorldGroup Software Inc., a
Delaware corporation

By: Moshe Mor
Moshe Mor, President

By: Mark P. van Niekerk
Mark P. van Niekerk,
Assistant Secretary

WE HEREBY DECLARE, under the penalties of false statement,
that the statements made in the foregoing certificate, insofar as
they pertain to SPL WorldGroup Software Inc., a Connecticut
corporation, are true.

Dated at Old Greenwich, CT this 14th day of February, 1995.

SPL WorldGroup Software Inc., a
Connecticut corporation

By: Geoff Holloway
Geoff Holloway, President

By: Robert L. Teicher
Robert L. Teicher, Secretary

APPOINTMENT OF SECRETARY OF THE STATE

AS ATTORNEY FOR SERVICE OR PROCESS

(Pursuant to Section 33-371)

1. The name of the corporation is SPL WorldGroup Software Inc.
2. It is incorporated under the laws of the State of Delaware.
3. This corporation irrevocably appoints the Secretary of the State of Connecticut, and his successors in office, to be its attorney pursuant to Section 33-371(e) of the Connecticut Stock Corporation Act, to accept service of process in any action, suit or proceeding for the enforcement of any obligation of SPL WorldGroup Software Inc., a Connecticut corporation for which it is liable pursuant to subsection (d) of Section 33-371, to the Plan of Merger or Consolidation, or to the laws governing such foreign corporation, and request that copies of any process served upon the Secretary of State as statutory attorney for said corporation, and any other matter or communications intended for it, be forwarded to SPL WorldGroup Software Inc., 1445 East Putnam Avenue, Old Greenwich, CT 06870, Attention: President.

Dated at San Francisco this 14th day of February, 1995.

The undersigned, President and Assistant Secretary of SPL WorldGroup Software Inc., have signed this Certificate and declare, under penalties of false statement, that the statements contained herein are true.

SPL WorldGroup Software Inc.

By: Moshe Mor
Moshe Mor, President

By: Mark P. van Niekerk
Mark P. van Niekerk,
Assistant Secretary

SPL/MERGER/AGENT-CT