

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/12/1999

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Rainmaker Systems, Inc.		11/04/1999	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Rainmaker Systems, Inc.
Street Address:	900 East Hamilton Avenue, Suite 400
City:	Campbell
State/Country:	CALIFORNIA
Postal Code:	95008
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2572606	RAINMAKER SYSTEMS
Registration Number:	2754950	R RAINMAKER

CORRESPONDENCE DATA

Fax Number: (415)442-1001
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 415-442-1326
 Email: ralpert@morganlewis.com
 Correspondent Name: Rochelle D. Alpert
 Address Line 1: One Market, Spear Street Tower
 Address Line 4: San Francisco, CALIFORNIA 94105

ATTORNEY DOCKET NUMBER:	058800.2000
NAME OF SUBMITTER:	Rochelle D. Alpert
Signature:	/rda/

CH \$65.00 2572606

Date:

02/14/2006

Total Attachments: 3

source=rainmakersystemsmergerdoc#page1.tif

source=rainmakersystemsmergerdoc#page2.tif

source=rainmakersystemsmergerdoc#page3.tif

**CERTIFICATE OF MERGER
OF
RAINMAKER SYSTEMS, INC.
a California corporation
into
RAINMAKER SYSTEMS, INC.,
a Delaware corporation**

The undersigned corporation, Rainmaker Systems, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. This Certificate of Merger is executed pursuant to Section 252 of the General Corporation Law of the State of Delaware (the "DGCL") to effect the merger of Rainmaker Systems, Inc., a California corporation, with and into Rainmaker Systems, Inc., a Delaware corporation.

2. The names and states of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
Rainmaker Systems, Inc.	Delaware
Rainmaker Systems, Inc.	California

3. An Agreement and Plan of Merger, dated October 25, 1999, by and between Rainmaker Systems, Inc. and Rainmaker Systems, Inc. (the "Agreement of Merger"), as amended, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the DGCL.

4. The name of the surviving corporation is Rainmaker Systems, Inc., a Delaware corporation.

5. The Certificate of Incorporation of Rainmaker Systems, Inc., a Delaware corporation, as now in force and effect, shall be the Certificate of Incorporation of the surviving corporation.

6. The executed Agreement of Merger is on file at the principal place of business of the surviving corporation at 1800 Green Hills Road, Scotts Valley, California 95066.

7. A copy of the Agreement of Merger will be furnished by the surviving corporation on request and without cost to any shareholder of Rainmaker Systems, Inc., a California corporation or stockholder of Rainmaker Systems, Inc., a Delaware corporation.

00017835617962.01(437481).DOC

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 05:00 PM 11/12/1999
991483843 - 3089468

8. The authorized capital stock of Rainmaker Systems, Inc., a California corporation consists of 65,000,000 shares, 50,000,000 of which are designated "Common Stock," \$0.001 par value per share, and 15,000,000 of which are designated, "Preferred Stock," \$0.001 par value per share. Of the 15,000,000 authorized shares of Preferred Stock, 402,710 shares have been designated Series B Convertible Preferred Stock, 8,536,585 shares have been designated Series C Convertible Participating Preferred Stock, and 5,717,470 shares have been designated Series D Convertible Participating Preferred Stock.

[Signature Page to Follow]

