

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-----------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 04/24/2006 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-------------------------|----------|----------------|-----------------------|
| Passmark Security, Inc. | | 04/24/2006 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|-----------------|------------------------|
| Name: | RSA Security Inc. |
| Street Address: | 174 Middlesex Turnpike |
| City: | Bedford |
| State/Country: | MASSACHUSETTS |
| Postal Code: | 01730 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 8

| Property Type | Number | Word Mark |
|----------------|----------|------------------------------------------------------|
| Serial Number: | 78598318 | TWO-WAY TWO-FACTOR AUTHENTICATION |
| Serial Number: | 78598187 | 2 FACTOR X 2 WAY AUTHENTICATION |
| Serial Number: | 78598235 | 2-WAY 2-FACTOR AUTHENTICATION FOR CONSUMER ECOMMERCE |
| Serial Number: | 78598145 | 2 WAY X 2 FACTOR AUTHENTICATION |
| Serial Number: | 78712213 | PASSMARK SECURITY |
| Serial Number: | 78598250 | 2 X 2 AUTHENTICATION |
| Serial Number: | 78598348 | 2-FACTOR 2-WAY AUTHENTICATION |
| Serial Number: | 78598334 | TWO-FACTOR TWO-WAY AUTHENTICATION |

CORRESPONDENCE DATA

Fax Number: (212)425-5288
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-425-7200

CH \$215.00 78598318

Email: tmdocketny@kenyon.com
Correspondent Name: James E. Rosini, Esq.
Address Line 1: One Broadway
Address Line 4: New York, NEW YORK 10004

| | |
|-------------------------|-----------------------|
| ATTORNEY DOCKET NUMBER: | 12907/ |
| NAME OF SUBMITTER: | James E. Rosini, Esq. |
| Signature: | /James E. Rosini/ |
| Date: | 08/01/2006 |

Total Attachments: 4

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source=Passmark-RSA Security assignment - 7-31#page3.tif
source=Passmark-RSA Security assignment - 7-31#page4.tif

Delaware

PAGE 1

The First State

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:

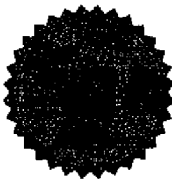
"PASSMARK SECURITY, INC.", A DELAWARE CORPORATION,

WITH AND INTO "RSA SECURITY INC." UNDER THE NAME OF "RSA SECURITY INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF APRIL, A.D. 2006, AT 8:02 O'CLOCK A.M.

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

2091910 8100M

060374929



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4687474

DATE: 04-24-06

TRADEMARK
REEL: 003359 FRAME: 0835

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:01 AM 04/24/2006
FILED 08:02 AM 04/24/2006
SRV 060374929 - 2091910 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

PASSMARK SECURITY, INC.
(a Delaware corporation)

INTO

RSA SECURITY INC.
(a Delaware corporation)

RSA Security Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Corporation was incorporated on the 23rd day of May, 1986, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the stock of PassMark Security, Inc., a corporation incorporated on the 17th day of June, 2004 pursuant to the General Corporation Law of the State of Delaware.

THIRD: That the Board of Directors of the Corporation, at a meeting duly held on the 19th day of April, 2006, duly adopted the following resolutions:

RESOLVED: That, promptly following the Effective Time and the closing of the transactions contemplated by the Merger Agreement, and pursuant to Section 253 of the Delaware General Corporation Law, the Corporation be and hereby is authorized to merge the surviving corporation in the Merger and a wholly owned subsidiary of the Corporation at such time, into the Corporation, with the Corporation as the surviving corporation (the "Reorganization"); and that it is intended that the Merger and the Reorganization shall be mutually interdependent, shall be considered together as a single integrated transaction for United States federal income tax purposes, and shall constitute a reorganization within the meaning of Section 368(a) of the Code; and further that the Merger Agreement is hereby adopted as a "plan of reorganization" within the meaning of Sections 1.368-2(g) and 1.368-3(a) of the U.S. Income Tax Regulations.

FURTHER

RESOLVED: That the Proper Officers be, and each of them acting singly hereby is, authorized to execute a Certificate of Ownership and Merger

with respect to the Reorganization, to cause the same to be filed with the Secretary of State of Delaware and to take all such other actions and to execute all such other instruments and agreements as they or any of them may deem necessary or appropriate to effect the Reorganization.

FURTHER
RESOLVED:

That the Reorganization shall be effective upon the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

(Signature on following page)

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its authorized officer this 24TH day of April, 2006.

RSA SECURITY INC.

By: /s/Arthur W. Coviello, Jr.
Name: Arthur W. Coviello, Jr.
Title: President