

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/01/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Verint Demos Consulting Group Ltd.		11/01/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Verint Americas Inc.
Street Address:	300 Colonial Center Parkway
City:	Roswell
State/Country:	GEORGIA
Postal Code:	30076
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	1704701	STAFFSMART
Registration Number:	3054233	THE ART AND SCIENCE OF WORKFORCE OPTIMIZATION

CORRESPONDENCE DATA

Fax Number: (404)365-9532
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 404-233-7000
 Email: trademark@mmmlaw.com
 Correspondent Name: Morris, Manning & Martin, LLP
 Address Line 1: 3343 Peachtree Road NE
 Address Line 2: 1600 Atlanta Financial Center
 Address Line 4: Atlanta, GEORGIA 30026

ATTORNEY DOCKET NUMBER:	6842-59715, 59714
NAME OF SUBMITTER:	Dana A. Schwind

TRADEMARK

OP \$65.00 1704701

Signature:	/Dana A. Schwind/
Date:	11/19/2007
Total Attachments: 3 source=Merger-Verint Demos into Verint Americas#page1.tif source=Merger-Verint Demos into Verint Americas#page2.tif source=Merger-Verint Demos into Verint Americas#page3.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:

"VERINT DEMOS CONSULTING GROUP LTD.", A DELAWARE CORPORATION,

"VERINT EXAMETRIC INC.", A CALIFORNIA CORPORATION,

"VERINT WITNESS AMAE SOFTWARE INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "VERINT AMERICAS INC." UNDER THE NAME OF "VERINT AMERICAS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF NOVEMBER, A.D. 2007, AT 10:07 O'CLOCK A.M.

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

2727023 8100M

071178646



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6124194

DATE: 11-01-07

TRADEMARK
REEL: 003662 FRAME: 0752

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

VERINT DEMOS CONSULTING GROUP LTD.,
a Delaware corporation,

AND

VERINT EXAMETRIC INC.,
A California corporation,

AND

VERINT WITNESS AMAE SOFTWARE INC.,
A California corporation,

INTO

VERINT AMERICAS INC.,
a Delaware corporation

Pursuant to Section 253(a) of the Delaware General Corporation Law ("DGCL"), the undersigned corporation hereby executes and submits the following Certificate of Ownership and Merger:

1. The names of the merging corporations are Verint Demos Consulting Group Ltd., a Delaware corporation ("Demos"), Verint Exametric Inc., a California corporation ("Exametric"), and Verint Witness AMAE Software Inc., a California corporation ("AMAE" and together with Demos and Exametric collectively referred hereinafter as the "Merged Corporations"), and Verint Americas Inc., a Delaware corporation (the "Surviving Corporation").

2. Immediately prior to the merger, the Surviving corporation owned 100% of all issued and outstanding equity interests in each of the Merged Corporations.

3. The merger of the Merged Corporations into the Surviving Corporation shall be effectuated in accordance with the terms and conditions of that certain Plan of Merger among the Merged Corporations and the Surviving Corporation dated as of October 30, 2007 (the "Plan of Merger") set forth on Exhibit A attached hereto, pursuant to which each of the Merged Corporations is to be merged into the Surviving Corporation, which shall be the surviving corporation in the merger and shall continue its corporate existence under and in accordance with the laws of the State of Delaware.

4. The Board of Directors of the Surviving Corporation, by resolutions duly adopted on the 30th day of October 2007, has voted to effect the Merger and adopt the Plan of Merger pursuant to Section 253 of the DGCL and Section 1110 of the California Corporations Code. A true and correct copy of such resolutions are annexed hereto as Exhibit B and incorporated herein by reference. Said resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

IN WITNESS WHEREOF, Verint Americas Inc. has caused this Certificate to be signed and attested by its duly authorized officer as of the day and year above written.

Dated: November 1, 2007

VERINT AMERICAS INC.
(a Delaware corporation)

By: 

Elan Moriah,
President

ATL-2291860-2