

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/18/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Quovadx, Inc.		07/18/2007	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Rogue Wave Software, Inc.
Street Address:	930 Winter Street
Internal Address:	Suite 2500
City:	Waltham
State/Country:	MASSACHUSETTS
Postal Code:	02451
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2056483	HOSTACCESS

**CORRESPONDENCE DATA**

Fax Number: (720)566-4099  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 720-566-40000  
 Email: trademarks@cooley.com  
 Correspondent Name: Cooley Godward Kronish LLP  
 Address Line 1: 380 Interlocken Crescent  
 Address Line 2: Suite 900  
 Address Line 4: Broomfield, COLORADO 80021-8023

ATTORNEY DOCKET NUMBER:	304194-202
NAME OF SUBMITTER:	Andrew Hartman

**900094288**

**TRADEMARK  
 REEL: 003678 FRAME: 0761**

**CH \$40.00 2056483**

Signature:	/Andrew Hartman/
Date:	12/14/2007
<b>Total Attachments: 6</b> source=QVDX Merger Certificate#page1.tif source=QVDX Merger Certificate#page2.tif source=QVDX Merger Certificate#page3.tif source=QVDX Merger Certificate#page4.tif source=QVDX Merger Certificate#page5.tif source=QVDX Merger Certificate#page6.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 MERGER, WHICH MERGES:

"QUARTZITE ACQUISITION SUB, INC.", A DELAWARE CORPORATION, WITH AND INTO "QUOVADX, INC." UNDER THE NAME OF "ROGUE WAVE SOFTWARE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF JULY, A.D. 2007, AT 4:14 O'CLOCK P.M.

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

2191750 8100M

070827481



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5852919

DATE: 07-18-07

TRADEMARK  
REEL: 003678 FRAME: 0763

**CERTIFICATE OF MERGER**  
**OF**  
**QUARTZITE ACQUISITION SUB, INC.**  
**(a Delaware corporation)**  
**WITH AND INTO**  
**QUOVADX, INC.**  
**(a Delaware corporation)**

**UNDER SECTION 251 OF THE**  
**GENERAL CORPORATION LAW OF THE STATE OF DELAWARE**

July 18, 2007

Pursuant to Section 251 of the General Corporation Law of the State of Delaware (the "DGCL"), Quovadx, Inc., a Delaware corporation ("Quovadx"), hereby certifies to the following information relating to the merger of Quartzite Acquisition Sub, Inc., a Delaware corporation ("Quartzite"), with and into Quovadx (the "Merger"), pursuant to the Agreement and Plan of Merger, by and among Rogue Wave Holdings, Inc., a Delaware corporation, Quartzite and Quovadx, dated as of April 1, 2007, as amended on April 2, 2007 and amended and restated on May 4, 2007 (as amended, restated or otherwise modified from time to time, the "Merger Agreement").

1. The constituent business corporations participating in the Merger are
  - (i) Quartzite Acquisition Sub, Inc., which is incorporated under the laws of the State of Delaware; and
  - (ii) Quovadx, Inc., which is incorporated under the laws of the State of Delaware.
2. The Merger Agreement has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the DGCL, as provided in Sections 251 and 228 of the DGCL.
3. The surviving corporation in the Merger is Quovadx, which will continue its existence as said surviving corporation (the "Surviving Corporation") under the name Rogue Wave Software, Inc. upon the effective time and date of the Merger pursuant to the provisions of the DGCL.
4. The Merger shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

5. The Certificate of Incorporation of the Surviving Corporation is hereby amended and restated in its entirety as shown on Exhibit A attached hereto.

6. The executed Merger Agreement is on file at an office of the Surviving Corporation, the address of which is as follows:

Rogue Wave Software, Inc.  
c/o Battery Ventures VII, L.P.  
Reservoir Woods  
930 Winter Street, Suite 2500  
Waltham, MA 02451

7. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

Witness my hand and  
at Corporate  
City of  
this 1st day of  
1997.

**IN WITNESS WHEREOF**, the constituent corporations have caused this certificate to be executed on this 18th day of July, 2007.

QUOVADX, INC.

By: /s/ Harvey A. Wagner  
Harvey A. Wagner  
President and Chief Executive Officer

QUARTZITE ACQUISITION SUB, INC.

By: /s/ R. David Tabors  
R. David Tabors  
President

EXHIBIT A

Amended and Restated Certificate of Incorporation  
(See Attached)

THE STATE OF CALIFORNIA  
COUNTY OF SAN FRANCISCO  
I, the undersigned, a Notary Public in and for the State of California, do hereby certify that the foregoing is a true and correct copy of the Amended and Restated Certificate of Incorporation of the [Company Name], as the same appears from the records of the Secretary of State of the State of California.

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

ROGUE WAVE SOFTWARE, INC. (f/k/a QUOVADX, INC.)

FIRST. The name of the Corporation is Rogue Wave Software, Inc.

SECOND. The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent at such address is Corporation Service Company.

THIRD. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, and to have and exercise all of the powers conferred by the laws of the State of Delaware upon corporations incorporated or organized under such Law.

FOURTH. The total number of shares of capital stock which the Corporation has authority to issue is 3,000 shares, all of which shall be Common Stock, par value \$0.001 per share.

FIFTH. In furtherance and not in limitation of powers conferred by statute, it is further provided:

(a) Election of directors need not be by ballot, unless so provided in the By-laws of the Corporation.

(b) The Board of Directors is expressly authorized to adopt, alter, amend, or repeal the By-laws of the Corporation.

SIXTH. No director shall be personally liable to the Corporation or any stockholder for monetary damages for breach of fiduciary duty as a director, except to the extent that exculpation from liability is not permitted under the General Corporation Law of the State of Delaware as in effect when such breach occurred. Neither the amendment nor repeal of this Article SIXTH nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article SIXTH shall reduce, eliminate or adversely affect the effect of this Article SIXTH in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article SIXTH, would accrue or arise, prior to the effectiveness of such amendment, repeal or adoption.

SEVENTH. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.