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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

08-23-1999

U.S. Patent & TMO/TM Mail Rcpt Dt. #30

Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

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Document ID #

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Conveyance Type

Assignment  License

Security Agreement  Nunc Pro Tunc Assignment

Merger  
Effective Date  
Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name  Execution Date  
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Formerly

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REEL: 001950 FRAME: 0626

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

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**Pages** Enter the total number of pages of the attached conveyance document including any attachments. #

**Trademark Application Number(s) or Registration Number(s)**  Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

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<input type="text"/>	<input type="text"/>	<input type="text"/>
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**Number of Properties** Enter the total number of properties involved. #

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed  Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Perry Tarnofsky  
Name of Person Signing

Perry Tarnofsky  
Signature

8-16-99  
Date Signed

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, 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:

"DATAWORKS ACQUISITION SUB., INC.", A DELAWARE CORPORATION, WITH AND INTO "DATAWORKS CORPORATION" UNDER THE NAME OF "DATAWORKS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF APRIL, A.D. 1999, AT 9 O'CLOCK A.M.

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



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9691740

DATE: 04-16-99

TRADEMARK  
REEL: 001950 FRAME: 0628

**CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
DATAWORKS ACQUISITION SUB., INC.  
(a Delaware corporation)  
INTO  
DATAWORKS CORPORATION  
(a Delaware corporation)**

It is hereby certified that:

1. DATAWORKS CORPORATION (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding stock of DataWorks Acquisition Sub., Inc. which is a business corporation of the State of Delaware ("Sub").
3. The laws of the jurisdiction of organization of Sub permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Sub into the Corporation.
5. The following is a copy of the resolutions adopted on the 29th day of March, 1999 by the Board of Directors of the Corporation to merge Sub into the Corporation:

WHEREAS, this Corporation owns all of the outstanding stock of DataWorks Acquisition Sub., Inc. a Delaware corporation ("Sub").

WHEREAS, the Board of Directors desires that this Corporation merge Interactive with and into this Corporation and to be possessed of all of the estate, property, rights, privileges and franchises of Sub.

WHEREAS, at the time the Merger is effective, each share of outstanding stock of Interactive shall be canceled.

NOW, THEREFORE, BE IT RESOLVED, that Sub be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of Sub be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Sub in its name: and

RESOLVED, that this Corporation assume all of the obligations of Sub; and

VeriDASMERGE

