

11-14-2000

FORM PTO-1594
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



d original documents or copy thereof.

To the Honorable Commissioner of F

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1. Name of conveying party(ies):
Kroll O'Gara Information Security Group (ISG), Inc.

- Individual(s) Association
- General Partnership Limited Partnership
- Corporate - State: **California**

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of Conveyance:
- Assignment Merger
 - Security Agreement Change of Name
 - Other

Execution Date: **June 15, 2000**

2. Name and address of receiving party(ies):

Name: **Securify International, Inc.**

Internal Address:
Street Address: **3600 West Bayshore Road, Suite 200**

City: **Palo Alto**

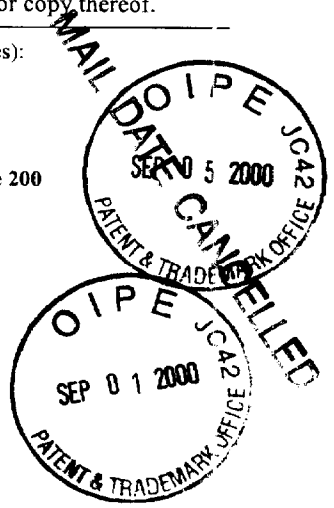
9-5-00

State: **California**

Zip: **94303**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporate - State: **Delaware**
- Other

Additional name(s) & address(es) attached? Yes No



4. Application number(s) or registration number(s): **1**

A. Trademark Application Nos.:

1. **75/773,856**

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **Michelle R. Harbottle, Esq.**
Internal Address: **GRAY CARY WARE & FREIDENRICH
400 Hamilton Avenue
Palo Alto, CA 94301-1823**

6. Total number of applications and registrations involved: **1**

7. Total fee (37 CFR 3.41) \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: **07-1907**. Please debit any underpayment or credit any overpayment to the above deposit account.

GRAY CARY WARE & FREIDENRICH

(Attach duplicate of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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

Name of Person Signing: **Michelle R. Harbottle, Esq.**

Signature:

Date: **September 1, 2000**

Total number of pages comprising cover sheet: **[7]**

Mail documents to be recorded with required cover sheet information to:

**Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231**

State of Delaware
Office of the Secretary of State

PAGE 1

MAIL DATE CANCELLED
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SEP 04 2000
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O I P E J C A 2
SEP 01 2000
PATENT & TRADEMARK OFFICE

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 MERGER, WHICH MERGES:

"KROLL-O'GARA INFORMATION SECURITY GROUP, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "SECURIFY INTERNATIONAL, INC." UNDER THE NAME OF "SECURIFY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF JUNE, A.D. 2000, AT 9 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

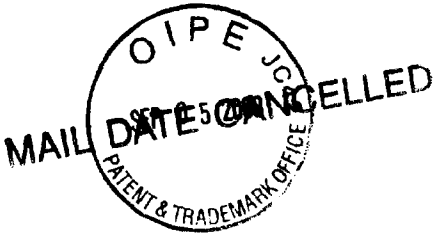
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AUTHENTICATION: 0500721

DATE: 06-15-00

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REEL: 002173 FRAME: 0195



STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 06/15/2000
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CERTIFICATE OF MERGER

OF

KROLL-O'GARA INFORMATION SECURITY GROUP, INC.
(a California corporation)

INTO

SECURIFY INTERNATIONAL, INC.
(a Delaware corporation)

The undersigned corporation, a Delaware corporation, does hereby certify:

First: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Kroll-O'Gara Information Security Group, Inc.	California
Securify International, Inc.	Delaware

Second: That an Agreement and Plan of Merger dated as of June 14, 2000, by and between Kroll-O'Gara Information Security Group, Inc. and Securify International, Inc. (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware.

Third: That the name of the corporation surviving the merger is Securify International, Inc. a Delaware corporation (the "Surviving Corporation").

Fourth: That the Certificate of Incorporation of the Surviving Corporation is hereby amended and restated to read in its entirety as set forth in Exhibit A attached hereto and made a part hereof.

Fifth: That the executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation. The address of said principal place of business is 3600 West Bayshore Road, Palo Alto, CA 94303.

Sixth: That a copy of the Agreement and Plan of Merger will be furnished by Surviving Corporation upon request and without charge to any stockholder of any constituent corporation.

Seventh: The authorized capital stock of Kroll-O'Gara Information Security Group, Inc. as of the date of this Certificate is 1,000 shares of Common Stock, no par value.

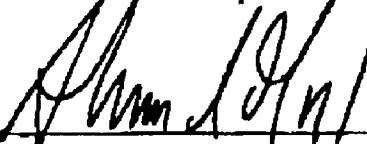
Eighth: This Certificate of Merger shall be effective immediately upon filing.

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be executed by its duly authorized officer this 14th day of June, 2000.

SECURIFY INTERNATIONAL, INC.
a Delaware corporation

By: 
Abram Gordon, President

KROLL-O'GARA INFORMATION SECURITY GROUP,
INC., a California corporation

By: 
Abram Gordon, Vice President

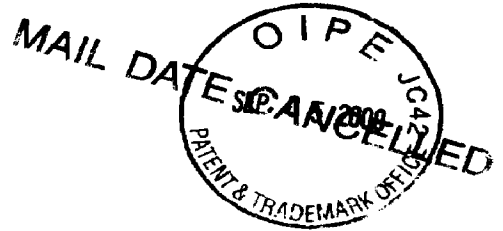


EXHIBIT A

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
SECURIFY INTERNATIONAL, INC.**

Securify International, Inc., a Delaware corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is Securify International, Inc. Securify International, Inc. was originally incorporated under the same name, and the original Certificate of Incorporation of the corporation was filed with the Secretary of State of the State of Delaware on March 1, 2000.
2. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Amended and Restated Certificate of Incorporation restates and integrates and amends the provisions of the Certificate of Incorporation of this corporation.
3. The text of the Amended and Restated Certificate of Incorporation is hereby restated and amended to read in its entirety as follows:

FIRST: The name of the corporation is (hereinafter sometimes referred to as the "Corporation") is Securify, Inc.

SECOND: The address of its registered office in the State of Delaware is Incorporating Services, Ltd., 15 East North Street, in the City of Dover, County of Kent. The name of its registered agent at such address is Incorporating Services, Ltd.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under Delaware General Corporation Law.

FOURTH: The Corporation is authorized to issue two classes of stock, to be designated "Common Stock," with a par value of \$0.001 per share, and "Preferred Stock," with a par value of \$0.001 per share. The total number of shares of Common Stock that the Corporation shall have authority to issue is Fifty Million (50,000,000), and the total number of shares of Preferred Stock that the Corporation shall have authority to issue is Twenty Million (20,000,000).

The Corporation's Board of Directors is authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the state of Delaware, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and any qualifications, limitations or restrictions thereof. The number of authorized shares of any class of capital stock of the Corporation may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the outstanding Common



Stock of the Corporation, without the approval of the holders of the Preferred Stock, or of any series thereof, unless the approval of any such holders is required pursuant to the certificate or certificates establishing any series of Preferred Stock.

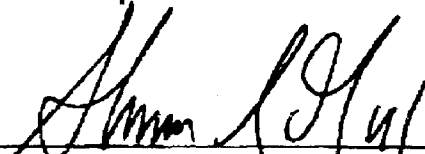
FIFTH: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by this Certificate of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation. Election of directors need not be by written ballot, unless the Bylaws so provide.

SIXTH: The Board of Directors is authorized to make, adopt, amend, alter or repeal the Bylaws of the Corporation. The stockholders shall also have power to make, adopt, amend, alter or repeal the Bylaws of the Corporation.

SEVENTH: To the fullest extent permitted by Delaware General Corporation Law, as the same exists or may hereafter be amended, a director of the Corporation shall be indemnified by the Corporation in accordance with the Bylaws and shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of the foregoing provisions of this Article SEVENTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions occurring prior to, such repeal or modification.

IN WITNESS WHEREOF, this Restated Certificate of Incorporation has been signed by Abram Gordon, its duly authorized officer this 14th day of June, 2000.

SECURIFY INTERNATIONAL, INC.,
a Delaware corporation

By: 
Abram Gordon, President and Secretary