

12-14-2001



R SHEET

ONLY

12-11-01

To the Honorable Com.

101918143

attached original documents or copy thereof

1. Name of conveying party(ies):

Descartes Systems (MN), Inc. (A Minnesota Corporation)  
Descartes Systems (USA), Inc. (A Delaware Corporation)

- Individual(s)       Association
- General Partnership     Limited Partnership
- Corporations-State    Minnesota/Delaware
- Other \_\_\_\_\_

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 30, 1999

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

Name: Descartes Systems (USA), Inc.

Internal Address:

Street Address: 1410 Spring Hill Road, Suite 200

City: McLean State: VA ZIP: 22102-3308

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation -State Delaware
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from assignment)

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

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s):

B. Trademark No (s):

1,459,913

12-11-2001

U.S. Patent & TMO/TM Mail Rpt Dt. #11

Additional numbers attached?  Yes  No

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

Name: **D. Michael Bean**

Internal Address: **GOWLING LAFLEUR HENDERSON LLP**

Street Address: **50 Queen Street North  
Suite 1020  
Kitchener, Ontario  
Canada N2H 6M2**

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: **501613**

12/14/2001 AMMED1 00000028 501613 1459913  
FC:481 40.00 CH

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.

D. Michael Bean  
Name of Person Signing

[Signature]  
Signature

December 7, 2001  
Date

Total number of pages comprising cover sheet: 1

**SECRETARY OF STATE***Certificate of Merger*

*I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.*

*Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A*

*State of Formation and Names of Merging Entities:*

**MN: DESCARTES SYSTEMS (MN), INC.  
DE: DESCARTES SYSTEMS (USA), INC.**

*State of Formation and Name of Surviving Entity:*

**DE: DESCARTES SYSTEMS (USA), INC.**

*Effective Date of Merger: June 30, 1999*

*Name of Surviving Entity After Effective Date of Merger:*

**DESCARTES SYSTEMS (USA), INC.**

*This certificate has been issued on: June 30, 1999*



84-897

**ARTICLES OF MERGER  
OF  
DESCARTES SYSTEMS (MN), INC.  
INTO  
DESCARTES SYSTEMS (USA), INC.**

Pursuant to Section 302A.651 of the Minnesota Statutes, the undersigned corporations hereby execute the following articles of merger:

FIRST: The names of the corporations participating in the merger and the States under the laws of which they are respectively organized is as follows:

<u>Name of Corporation</u>	<u>State</u>
Descartes Systems (MN), Inc.	Minnesota
Descartes Systems (USA), Inc.	Delaware

SECOND: The surviving corporation is Descartes Systems (USA), Inc., the name of which, after the effective time of the merger, shall be **Descartes Systems (USA), Inc.**

THIRD: An Agreement and Plan of Merger, the form of which is attached hereto as Exhibit A and incorporated herein by reference, was approved by the affirmative vote of a majority of the directors present at a meeting of the board of each constituent corporation.

FOURTH: This Merger is permitted by the laws of the state of Delaware, the jurisdiction under which Descartes Systems (USA), Inc. is organized, and the Agreement and Plan of Merger was adopted and approved by such corporation pursuant to and in accordance with the laws of that jurisdiction.

FIFTH: The Agreement and Plan of Merger was approved by Descartes Systems (MN), Inc. in accordance with chapter 302A of the Minnesota Statutes.

SIXTH: Descartes Systems (USA), Inc., the surviving corporation agrees that:

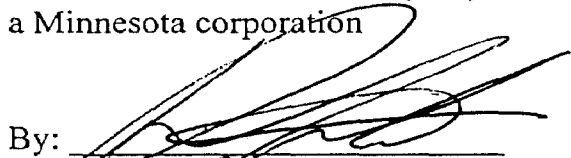
- A. It may be served with process in the state of Minnesota in any proceeding for the enforcement of an obligation of a constituent corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of a constituent corporation against it. ✓

020010

- B. The secretary of state is irrevocably appointed as its agent to accept service of process in any such proceeding; and the address to which process may be forwarded is 1410 Spring Hill Road, Suite 200, McLean, Virginia 22102-3308. ✓
- C. It will promptly pay to the dissenting shareholders of any corporation organized under the laws of Minnesota which is a party to the merger the amount, if any, to which they are entitled under section 302A.473 of the Minnesota Statutes. ✓

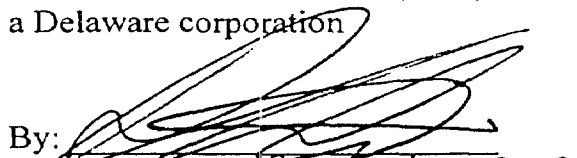
IN WITNESS WHEREOF, the undersigned have caused this Instrument to be duly executed by its authorized officers this 30th day of June, 1999.

DESCARTES SYSTEMS (MN), INC.  
a Minnesota corporation

By: 

Name: *PAUL LAURENT*  
 Title: *Vice President and Secretary*

DESCARTES SYSTEMS (USA), INC.  
a Delaware corporation

By: 

Name: *PAUL LAURENT*  
 Title: *Vice President and Secretary*

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of the 30th day of June, 1999 between Descartes Systems (MN), Inc. (originally formed as NRM Systems, Inc.), a corporation organized under the laws of the State of Minnesota ("MN"), and Descartes Systems (USA), Inc. (originally formed as Roadshow International, Inc.), a corporation organized under the laws of the State of Delaware ("USA"). The two corporations are hereinafter sometimes referred to as the "Constituent Corporations." MN is hereinafter also sometimes referred to as the "Merged Corporation," and USA is hereinafter also sometimes referred to as the "Surviving Corporation."

WITNESSETH THAT:

WHEREAS, the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations that MN be merged with and into USA under the terms and conditions hereinafter set forth, such merger to be effected pursuant to the statutes of the State of Minnesota and the State of Delaware; and

WHEREAS, USA by its Certificate of Incorporation has an authorized capital stock consisting of 1,000 shares of Common Stock, \$.01 par value per share, of which 100 shares of such Common Stock are now issued and outstanding and entitled to be voted on any matter properly brought before a meeting of USA's shareholders; and

WHEREAS, MN by its Articles of Organization has an authorized capital stock consisting of 1,000 shares of Common Stock, \$.01 par value per share, of which 100 shares are now issued and outstanding and entitled to be voted on any matter properly brought before a meeting of MN's shareholders.

NOW, THEREFORE, the Constituent Corporations, parties to this Agreement and Plan of Merger, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of such merger and mode of carrying the same into effect as follows:

FIRST: USA hereby merges into itself MN, and MN shall be and hereby is merged into USA, which shall be the Surviving Corporation. The separate existence of MN shall cease at the effective date of the merger, except insofar as it may be continued by law or in order to carry out the purposes of this Agreement and Plan of Merger and except as continued in the Surviving Corporation.

SECOND: The Certificate of Incorporation of USA, as in effect on the date of the merger provided for in this Agreement and Plan of Merger, shall continue in full force and effect as the charter of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein or in accordance with applicable law.

THIRD: The manner of converting the outstanding shares of the capital stock of the Merged Corporation into the shares of the Surviving Corporation shall be as follows:

- (a) Each share of Common Stock of USA which shall be outstanding on the effective date of the merger, and all rights in respect thereof shall, without any further action on the part of anyone, be changed and converted into one (1) share of Common Stock, of the Surviving Corporation on and as of the effective date of the merger.
- (b) The one hundred (100) shares of Common Stock of the Merged Corporation, which are issued and outstanding on the date hereof shall, without any further action on the part of anyone, be canceled on and as of the effective date of the merger.
- (c) After the effective date of the merger, the certificates representing the outstanding shares of the capital stock of USA to be converted into the capital stock of the Surviving Corporation, as provided herein,

may be treated by the Surviving Corporation for all corporate purposes as evidencing the ownership of shares of the Surviving Corporation as though such surrender and exchange had taken place.

FOURTH: The terms and conditions of the merger are as follows:

(a) the By-laws of USA as they shall exist on the effective date of the merger shall be and remain the By-laws of the Surviving Corporation until the same shall be altered, amended and repealed as therein provided or in accordance with law.

(b) The directors and officers of USA shall be the directors and officers of the Surviving Corporation and shall continue in office until the next annual meeting of stockholders or directors, respectively, and until their successors shall have been elected and qualified.

(c) At and after the effective date of the merger, the Surviving Corporation shall succeed to and possess, without further act or deed, all the rights, privileges, obligations, powers and franchises, both public and private, and all of the property, real, personal and mixed, of each of the Constituent Corporations; all debts due to either of the Constituent Corporations on whatever account, as well as for stock subscriptions, shall be vested in the Surviving Corporation; all claims, demands, property, rights, privileges, powers and franchises and every other interest of either of the Constituent Corporations shall be as effectively the property of the Surviving Corporation as they were of either of the respective Constituent Corporations; the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger, but shall be vested in the Surviving Corporation; all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired; all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it; and the Surviving Corporation shall indemnify and hold harmless the officers and directors of each of the Constituent Corporations against all such debts, liabilities and duties and against all claims and demands arising out of the merger.

(d) As of the effective date of the merger, the Surviving Corporation hereby (i) agrees that, so long as any such liability of the Merged Corporation or the Surviving Corporation remains outstanding in the State of Minnesota, it may be sued in the State of Minnesota for any prior obligation of the Merged Corporation and any obligation of the Surviving Corporation thereafter incurred, and (ii) irrevocably appoints the Secretary of State of the State of Minnesota as its agent for service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in the Minnesota Statutes.

(e) As and when requested by the Surviving Corporation or by its successors or assigns, the Merged Corporation will execute and deliver or cause to be executed and delivered all such deeds and instruments and will take or cause to be taken all such further action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of either of the Constituent Corporations acquired by the Surviving Corporation by reason or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof, and the officers and directors of the Merged Corporation and the officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporation or otherwise to take any and all such action.

(f) This Agreement and Plan of Merger shall be submitted to the stockholders of each of the Constituent Corporations as and to the extent provided by law. The merger shall take effect when any and all documents or instruments necessary to perfect the merger, pursuant to the requirements of the Minnesota Statutes, and the General Corporation Law of Delaware, are accepted for filing by the appropriate office of the State of Minnesota and the State of Delaware, respectively.

(g) This Agreement and Plan of Merger may be terminated or abandoned by (i) either Constituent Corporation, acting by its Board of Directors, at any time prior to its adoption by the stockholders of both of the Constituent Corporations as and to the extent provided by law, or (ii) the mutual consent of the Constituent Corporations, each acting by its Board of Directors, at any time after such adoption by such

stockholders and prior to the effective date of the merger. In the event of such termination or abandonment, this Agreement and Plan of Merger shall become wholly void and of no effect and there shall be no further liability or obligation hereunder on the part of either of the Constituent Corporations or of its Board of Directors or stockholders.

(h) This Agreement and Plan of Merger constitutes a Plan of Merger, to be carried out in the manner, on the terms and subject to the conditions herein set forth.

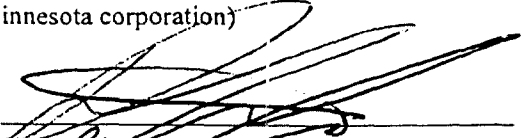
(i) The employees of MN shall be added as the employees of the Surviving Corporation and continue to be entitled to the same rights and benefits they enjoyed as employees of MN.

(j) From the effective date of the merger, the officers and directors of the Surviving Corporation are hereby authorized in the name of the corporations that are the Constituent Corporations to execute, acknowledge and deliver all instruments and do all things as may be necessary or desirable to vest in the Surviving Corporation any property or rights of either of the Constituent Corporations or to carry out the purposes of this Agreement and Plan of Merger.

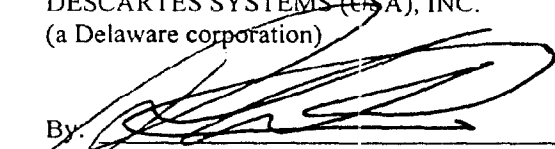
[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK.]

IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have caused this Agreement and Plan of Merger to be executed by a duly authorized officer of each party hereto.

DESCARTES SYSTEMS (MN), INC.  
(a Minnesota corporation)

By:   
Name: PAUL CARPORT  
Title: Vice President and Secretary

DESCARTES SYSTEMS (USA), INC.  
(a Delaware corporation)

By:   
Name: PAUL CARPORT  
Title: Vice President and Secretary

493DLF2388/1.814927-1

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

JUN 30 1993

*Mary Killman*

Secretary of State

*M*

TRADEMARK

REEL: 002407 FRAME: 0802



State of Minnesota

**SECRETARY OF STATE**

Certificate of Authority to Transact Business

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The following corporation has duly complied with the relevant provisions of Minnesota Statutes, Chapter 303, and is authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

Name of Corporation in Minnesota:

Descartes Systems (USA), Inc.

Name of Corporation in State of Incorporation:

Descartes Systems (USA), Inc.

Corporate Charter Number: 97958

State of Incorporation: DE

Registered Office in Minnesota:

405 2nd Ave S

Mpls

MN 55401

Name of Registered Agent: C T Corporation System Inc

This certificate has been issued on 07/01/1999.



*Mary Kiffmeyer*  
Secretary of State.