

12-14-2001

HEET
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To the Honorable Commission

Send original documents or copy thereof

1. Name of conveying party(ies):

Descartes Systems Roadshow, Inc. (A Delaware Corporation)
Descartes, LLC (A Delaware Corporation)

- Individual(s) Association
- General Partnership Limited Partnership
- Corporations-State 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: July 31, 1998

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

Name: Descartes Systems Roadshow, 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):

1459,913

12-11-2001

U.S. Patent & TMO/c/TM Mail Rcpt 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 ANMED1 00000026 501613 1459913
01 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

December 7, 2001
Date

Total number of pages comprising cover sheet: 1

State of Delaware

Office of the Secretary of State

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:

"DESCARTES, LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "DESCARTES SYSTEMS ROADSHOW, INC." UNDER THE NAME OF "DESCARTES SYSTEMS ROADSHOW, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF JULY, A.D. 1998, AT 11:05 O'CLOCK A.M.

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



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

Edward J. Freel, Secretary of State

2064525 8100M

981299272

AUTHENTICATION: 9228984

DATE: 07-31-98

TRADEMARK
REEL: 002407 FRAME: 0809

CERTIFICATE OF MERGER

of

DESCARTES, LLC
(a Delaware limited liability company)

and

DESCARTES SYSTEMS ROADSHOW, INC.
(a Delaware corporation)

Pursuant to the provisions of Section 264 of the Delaware General Corporation Law (the "DGCL"), and Section 18-209 of the Delaware Limited Liability Company Act ("DLLCA"), the undersigned corporations adopt this Certificate of Merger for the purpose of merging Descartes, LLC, a Delaware limited liability company with and into Descartes Systems ROADSHOW, Inc., a Delaware corporation ("the Merger").

1. The constituent entities are Descartes, LLC, a Delaware limited liability company, and Descartes Systems ROADSHOW, Inc. ("Roadshow"), a Delaware corporation.

2. The Board of Directors of Roadshow has deemed the Merger to be advisable and in the best interests of Roadshow. The Board of Managers of Descartes, LLC has deemed the Merger to be advisable and in the best interests of Descartes, LLC.

3. An Agreement and Plan of Merger (the "Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 264 of the DGCL.

4. Roadshow shall be the surviving entity ("Surviving Corporation").

5. The Certificate of Incorporation of Roadshow shall be the Certificate of Incorporation of the Surviving Corporation.

6. The complete, executed Agreement is on file at the principal place of business of the Surviving Corporation, which is 1410 Spring Hill Road, Suite 200, McLean, Virginia 22102-3308, and a copy of the Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any of the constituent corporations.

7. The Merger shall become effective upon the filing of this Instrument with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned have caused this Instrument to be duly executed on this ~~31st~~ day of July, 1998.

DESCARTES, LLC
a Delaware limited liability company
By: DESCARTES SYSTEMS U.S. HOLDINGS, INC.

By: _____
Name: Peter Schwartz
Title: Member

DESCARTES SYSTEMS ROADSHOW, INC.
a Delaware corporation

By: _____
Name: Peter Schwartz
Title: President

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