

12-31-2002

(1)

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
Tab settings ⇄ ⇄ ⇄



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Lacerte Software Corporation

12-26-02

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State - California
 Other _____

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

2. Name and address of receiving party(ies)
Name: Lacerte Software Corporation
Internal
Address: Ste #2200
Street Address: 13155 Noel Rd.
City: Dallas State: TX Zip: 75240

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: May 20, 1996

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 registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s)
2237027
~~2160809~~

Additional number(s) attached Yes No

RECEIVED
DEC 17 9 55 AM '02

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Linda G. Henry
 Internal Address: Fenwick & West LLP
 Street Address: Two Palo Alto Square
 City: Palo Alto State: CA Zip: 94306

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41)..... \$ 65.00
 Enclosed and
 Authorized to be charged to deposit account, if necessary

8. Deposit account number:
50-0261

DO NOT USE THIS SPACE

12/30/2002 LNUELLER 00000222 2237027

01 FC: 0521 40.00 00
 02 FC: 0522 25.00 00

Linda G. Henry
 Name of Person Signing

Linda G. Henry
 Signature

Dec 17, 2002
 Date

Total number of pages including cover sheet, attachments, and document: 6

CERTIFICATE OF MERGER

OF

LACERTE SOFTWARE CORPORATION, a California corporation

INTO

LACERTE SOFTWARE CORPORATION, a Delaware corporation

The undersigned 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 Corporation</u>
Lacerte Software Corporation	California
Lacerte Software Corporation	Delaware

SECOND: That an Agreement of Merger between the parties to the merger 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 Delaware.

THIRD: That the name of the surviving corporation of the merger is Lacerte Software Corporation, a Delaware corporation.

FOURTH: That the Certificate of Incorporation of Lacerte Software Corporation, a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 13155 Noel Road, Dallas, Texas 75240.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

MAY-17-1996 13:19

C T CORP

214 754 0922 P.03-713

Corporation	Class	No. of Shares	Par value per share or statement that shares have no par value
Lacerte Software Corporation (California)	Common	1,000	None
Lacerte Software Corporation (Delaware)	Common	1,000	None

Dated: May 14, 1996.

LACERTE SOFTWARE CORPORATION

By: *Lawrence Lacerte*
 Its: President

CERTIFICATE OF MEMBERS - Page 2

REELS

TOTAL P.03



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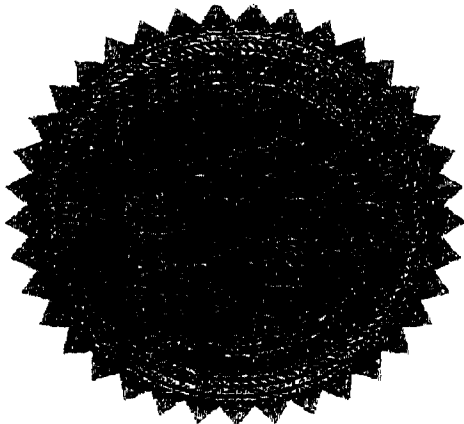
SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 1 2 2002



Bill Jones

Secretary of State

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FILED
In the office of the Secretary of State
of the State of California

State of Delaware

PAGE 1

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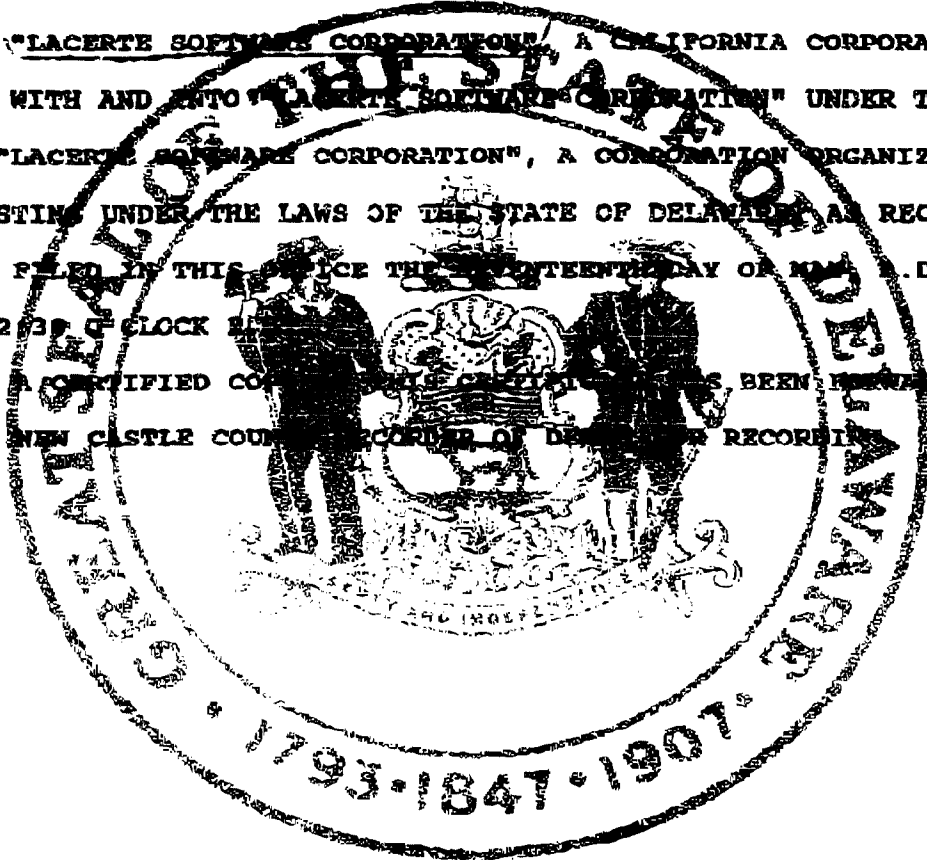
Office of the Secretary of State

D521800

Bill Jones
W. L. JONES 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:

"LACERTE SOFTWARE CORPORATION", A CALIFORNIA CORPORATION, WITH AND INTO "LACERTE SOFTWARE CORPORATION" UNDER THE NAME OF "LACERTE SOFTWARE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF MAY, A.D. 1996, AT 2:38 O'CLOCK P.M. A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDS OF DELAWARE FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

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960144228

AUTHENTICATION:

7951238

DATE:

05-20-96



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
P.O. BOX 942857
SACRAMENTO, CA 94257-0541

TAX CLEARANCE CERTIFICATE

May 29, 1996

EXPIRATION DATE: September 13, 1996

CT CORPORATION
1201 K ST
SACRAMENTO CA 95814-0000

ISSUED TO: LACERIE SOFTWARE CORPORATION
Corporate Number 0879387

This is to certify that all taxes imposed under the Bank and Corporation Tax Law on this corporation have been paid, assumed, or are secured by other means.

If a final return has not been filed, one should be filed within two months and 15 days after the close of the month in which the dissolution or withdrawal takes place. If the corporation was inactive, a statement to that effect should be attached to the tax forms. All returns remain subject to audit until the expiration of the normal statutory period. Failure to file required returns may result in additional assessments.

A copy of this Tax Clearance Certificate has been sent to the Office of the the Secretary of State. This original Tax Clearance Certificate may be retained in the files of the corporation.

By the Expiration Date noted above, this corporation must have filed the documents required by the Secretary of State to dissolve, withdraw or merge. Requests for the appropriate documents must be directed to: Office of the Secretary of State at 1500 11th Street, 3rd Floor, Sacramento CA, 95814, or by telephone, (916) 657-5448.

NOTE: If the required documents are not filed with the Secretary of State prior to the Expiration Date noted above, the corporation will remain subject to the filing requirements of the Bank and Corporation Tax Law.

By M. Hermansen
Special Audit Unit
Corporation Audit Section
Telephone (916) 845-4124



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FILED 12-16-2002