

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Tacit Knowledge Systems, Inc.		09/01/2004	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA	
Name:	Tacit Software, Inc.
Street Address:	990 Commercial Street
Internal Address:	2nd Flr.
City:	Palo Alto
State/Country:	CALIFORNIA
Postal Code:	94303
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2388431	KNOWLEDGEMAIL

CORRESPONDENCE DATA	
Fax Number:	(415)836-2501
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	415.836.2557
Email:	cbashir@graycary.com
Correspondent Name:	Heather A. Dunn
Address Line 1:	153 Townsend Street
Address Line 2:	Suite 800
Address Line 4:	San Francisco, CALIFORNIA 94107-1907

ATTORNEY DOCKET NUMBER:	2504621-104
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NAME OF SUBMITTER:	Carol Anne Bashir
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Total Attachments: 6  
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## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (hereinafter called the "*Merger Agreement*") is made as of September 1, 2004, by and between TACIT KNOWLEDGE SYSTEMS INC., a California corporation ("*Tacit California*"), and TACIT SOFTWARE, INC., a Delaware corporation ("*Tacit Delaware*"). Tacit California and Tacit Delaware are sometimes referred to as the "Constituent Corporations."

NOW, THEREFORE, the parties do hereby adopt the plan of reorganization encompassed by this Merger Agreement and do hereby agree that Tacit California shall merge into Tacit Delaware on the following terms, conditions and other provisions:

### 1. TERMS AND CONDITIONS.

1.1 **Merger.** Tacit California shall be merged with and into Tacit Delaware (the "*Merger*"), and Tacit Delaware shall be the surviving corporation (the "*Surviving Corporation*") effective upon the date that the Certificate of Merger merging Tacit California with and into Tacit Delaware is filed with the Secretary of State of Delaware (the "*Effective Date*").

1.2 **Name of Surviving Corporation.** On the Effective Date, the name of Tacit Delaware shall be Tacit Software, Inc.

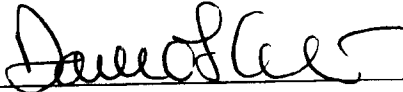
1.3 **Succession.** On the Effective Date, Tacit Delaware shall continue its corporate existence under the laws of the State of Delaware, and the separate existence and corporate organization of Tacit California, except insofar as it may be continued by operation of law, shall be terminated and cease.

1.4 **Transfer of Assets and Liabilities.** On the Effective Date, the rights, privileges, powers and franchises, both of a public as well as of a private nature, of each of the Constituent Corporations shall be vested in and possessed by the Surviving Corporation, subject to all of the disabilities, duties and restrictions of or upon each of the Constituent Corporations; and all and singular rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, of each of the Constituent Corporations, and all debts due to each of the Constituent Corporations on whatever account, and all things in action or belonging to each of the Constituent Corporations shall be transferred to and vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other

interest, shall be thereafter the property of the Surviving Corporation as they were of the Constituent Corporations.)

IN WITNESS WHEREOF, this Merger Agreement, having first been duly approved by the Board of Directors of Tacit California and Tacit Delaware, is hereby executed on behalf of each said corporation and attested by their respective officers thereunto duly authorized.

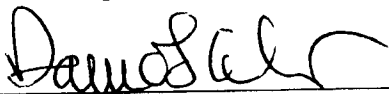
**TACIT KNOWLEDGE SYSTEMS INC.,**  
a California corporation


By:   
**DAVID GILMOUR**  
President and Chief Executive Officer

By:   
**THOMAS G. REAM**  
Secretary

**TACIT SOFTWARE, INC.,**

a Delaware corporation

By:   
**DAVID GILMOUR**  
President and Chief Executive Officer

By:   
**THOMAS G. REAM**  
Secretary

# Delaware

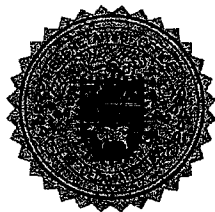
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*The First State*

I, HARRIET SMITH WINDSOR, 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:

"TACIT KNOWLEDGE SYSTEMS INC.", A CALIFORNIA CORPORATION, WITH AND INTO "TACIT SOFTWARE, INC." UNDER THE NAME OF "TACIT SOFTWARE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF SEPTEMBER, A.D. 2004, AT 5:49 O'CLOCK P.M.

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



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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3339268

DATE: 09-08-04

TRADEMARK  
REEL: 002935 FRAME: 0020

CERTIFICATE OF MERGER  
MERCING  
TACIT KNOWLEDGE SYSTEMS INC.,  
A CALIFORNIA CORPORATION  
WITH AND INTO  
TACIT SOFTWARE, INC.,  
A DELAWARE CORPORATION

Pursuant to Section 251 of the General Corporation Law of  
the State of Delaware

Tacit Software, Inc., a Delaware corporation, does hereby certify as follows:

**FIRST:** That the constituent corporation Tacit Knowledge Systems Inc., a California corporation, ("*Tacit California*") was incorporated pursuant to the California General Corporation Law and the constituent corporation Tacit Software, Inc., a Delaware corporation, (the "*Company*") was incorporated pursuant to the Delaware General Corporation Law (the "*DGCL*").

**SECOND:** That an Agreement and Plan of Merger (the "*Merger Agreement*") dated September 1, 2004 setting forth the terms and conditions of the merger of Tacit California with and into the Company (the "*Merger*"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252(c) of the DGCL.

**THIRD:** That the Company shall be the surviving corporation after the Merger (the "*Surviving Corporation*"). The name of the Surviving Corporation shall be Tacit Software, Inc.

**FOURTH:** That the Certificate of Incorporation of the Surviving Corporation shall constitute the Certificate of Incorporation of the Surviving Corporation.

**FIFTH:** That an executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

Tacit Software, Inc.  
990 Commercial Street, 2<sup>nd</sup> Floor  
Palo Alto, CA 94303


**SIXTH:** That a copy of the Merger Agreement 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 Tacit Knowledge Systems Inc., a California corporation, as of the date of this Certificate of Merger is one hundred twenty five million (125,000,000) shares of Common Stock, no par value, and eighty-nine million four hundred seventy-four thousand one hundred eighty-six (89,474,186) shares of Preferred Stock, no par value.

**EIGHTH:** That the Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

**IN WITNESS WHEREOF,** the Surviving Corporation has caused this Certificate of Merger to be executed in its corporate name as of this 1st day of September, 2004.

**TACIT SOFTWARE, INC.**

By:   
David Gilmour  
President and Chief Executive Officer

Gray Cary\PA\10366594.2  
2504621-900000