

*MDP  
7-21-99*

07-27-1999



To the Honorable Commissioner of Patents and Trademarks: Please record this

101102157

1. Name of conveying party(ies):  
Innovative Tech Systems, Inc.

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

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

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

Name: Peregrine Systems Facilities Management, Inc.

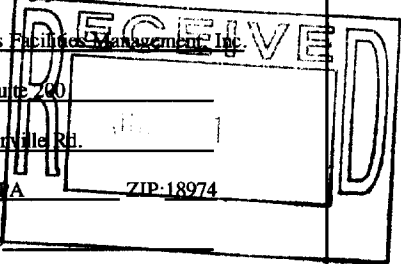
Internal Address: Suite 200

Street Address: 444 Jacksonville Rd.

City: Warminster State: PA ZIP: 18974

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



3. Nature of conveyance:

Assignment                       Merger  
 Security Agreement             Change of Name  
 Other \_\_\_\_\_

Execution Date: July 30, 1998

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

A. Trademark Application No.(s) \_\_\_\_\_ B. Trademark registration No.(s) 1,574,531  
 Additional numbers attached?  Yes  No

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

Name: Archer & Greiner, P.C.

Internal Address: Patricia Kane Williams, Esquire

Street Address: One Centennial Square  
P.O. Box 3000  
 City: Haddonfield State: NJ ZIP: 08033

6. Total number of applications and registrations involved: ..... [10]

7. Total fee (37 CFR 3.41):.....\$ 265.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_  
 (Attach duplicate copy 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.

Patricia Kane Williams, Esquire                      P.K. Williams                      7/22/99  
 Name of Person Signing                                      Signature                                      Date

Total number of pages completing cover sheet: [ 5 ]

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:  
**Commissioner of Patents and Trademarks**  
**Box Assignments**  
**Washington, D.C. 20231**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D. C. 20503.

17/26/1999 **MOUYEN** 00000354 1574531  
 11 FC:481  
 12 FC:482

40.00 OP  
 225.00 OP

**4. A Trademark Application**

74-672668

**4. B Trademark Registration Numbers**

1,633,007

1,999,118

2,002,233

2,002,234

2,002,235

2,002,236

2,002,237

2,002,238

Office of the Secretary of State

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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:

"HOMER ACQUISITION CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "INNOVATIVE TECH SYSTEMS, INC." UNDER THE NAME OF "PERIGRINE SYSTEMS FACILITIES MANAGEMENT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF ILLINOIS, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JULY, A.D. 1998, AT 4:30 O'CLOCK P.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

2927607 8100M  
981298500

AUTHENTICATION: 9227925  
DATE: 07-31-98

**CERTIFICATE OF MERGER**

**MERGING**

**HOMER ACQUISITION CORPORATION,  
A DELAWARE CORPORATION**

**WITH AND INTO**

**INNOVATIVE TECH SYSTEMS, INC.  
AN ILLINOIS CORPORATION**

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Pursuant to Section 252 of the General Corporation Law of the State of Delaware

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Innovative Tech Systems, Inc., an Illinois corporation ("Innovative"), does hereby certify as follows:

**FIRST:** Innovative is a corporation duly organized and existing under the laws of the State of Illinois, and Homer Acquisition Corporation ("Sub") is a corporation duly organized and existing under the laws of the State of Delaware.

**SECOND:** An Agreement and Plan of Reorganization (the "Reorganization Agreement"), dated as of May 7, 1998, by and among Innovative, Peregrine Systems, Inc., a Delaware corporation ("Parent"), and Sub, setting forth the terms and conditions of the merger of Sub with and into Innovative (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the Delaware General Corporation Law and Section 11.05 of the Illinois Business Corporation Act.

**THIRD:** The name of the surviving corporation in the Merger (the "Surviving Corporation") is currently "Innovative Tech Systems, Inc." and shall, upon completion of the Merger, be changed to "Peregrine Systems Facilities Management, Inc."

**FOURTH:** That Pursuant to the Reorganization Agreement, the Articles of Incorporation of Innovative shall be amended and restated at the effective time of the Merger to read in their entirety as set forth in Exhibit A attached hereto. From and after the effective time of the Merger, the Articles of Incorporation of Innovative, as amended, shall continue to be the Articles of Incorporation of Surviving Corporation, until amended as provided by law.

**FIFTH:** An executed copy of the Reorganization Agreement is on file at the office of the Surviving Corporation at the following address:

Peregrine Systems, Inc.  
12670 High Bluff Drive  
San Diego, California 92130  
Attention: General Counsel

**SIXTH:** An executed copy of the Reorganization Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder or shareholder of any constituent corporation.

**SEVENTH:** As the Surviving Corporation in the Merger, Innovative hereby consents to service of process in the State of Delaware in any proceeding for the enforcement of any obligation of Parent or Merger Sub, as constituent corporations to the Merger, organized under the laws of the State of Delaware, including in any proceeding for the enforcement of the rights of any stockholder of such corporations as determined in appraisal proceedings pursuant to Section 262 of the Delaware General Corporation Code.

**EIGHTH:** As the Surviving Corporation in the Merger, Innovative hereby irrevocably appoints the Secretary of State of the State of Delaware as the agent of the Surviving Corporation to accept service of process in any such proceedings, and a copy of the notice of process shall be mailed by the Secretary of State of the State of Delaware to the address listed in paragraph FIFTH.

**NINTH:** The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware and the Articles of Merger made by and between Sub and Innovative are filed with, and a certificate has been issued by, the Secretary of State of the State of Illinois in the manner provided by the Illinois Business Corporation Act of 1983, as amended.

IN WITNESS WHEREOF, Innovative has caused this Certificate of Merger to be executed in its corporate name as of this 30<sup>th</sup> day of JULY, 1998.

INNOVATIVE TECH SYSTEMS, INC.  
an Illinois corporation

By: 

John M. Thompson  
President