

11-08-1999



101194159

ORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

MARKS ONLY

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

1. Name of conveying party(ies):

SIEMENS PYRAMID INFORMATION SYSTEMS, INC.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: September 21, 1998

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

SIEMENS PYRAMID LLC
3860 North First Street
San Jose, California 95134

- Individual(s) citizen
- Association _____
- General Partnership
- Limited Partnership
- Corporation- _____
- Other Delaware Limited Liability Company



11-01-1999

U.S. Patent & TMO/TM Mail Rcpt Dt. #64

Domestic representative is attached: Yes No
Additional name(s) & address(es) attached? Yes No

4. (A.) Trademark Application No.(s)

4. (B.) Trademark Registration No.(s)

1571632
1686101
1851899
1414063

Additional numbers attached? Yes No

5. Correspondence should be mailed to:

**VICTOR M. TANNENBAUM
ABELMAN, FRAYNE & SCHWAB**
150 East 42nd Street
New York, New York 10017

6. Total number of applications and registrations involved:..... 4

7. Total fee (37 CFT 3.41): \$ 115.00

Enclosed
(The said Deposit Account should be charged for any official fee not fully covered by the enclosed check)

Authorized to be charged to deposit account
Deposit account number: 01-0035

(Attach duplicate copy of this page if paying by deposit account)

11/08/1999 MTHA11 00000009 1571632

01 FC:481 40.00 DP
02 FC:482 75.00 DP

DO NOT USE THIS SPACE

8. 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.

VICTOR M. TANNENBAUM
Name of Person Signing


Signature

11/18/98
Date

Total number of pages comprising cover sheet, attachments and documents: 4

State of Delaware
Office of the Secretary of State

PAGE 1

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:

"SIEMENS PYRAMID INFORMATION SYSTEMS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "SIEMENS PYRAMID LLC" UNDER THE NAME OF "SIEMENS PYRAMID LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 1998. AT 4:30 O'CLOCK P.M.

2945509 8100M

981500276



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

9494125

AUTHENTICATION:

12-29-98

DATE:

TRADEMARK
REEL: 001986 FRAME: 0113

CERTIFICATE OF MERGER

MERGING

SIEMENS PYRAMID INFORMATION SYSTEMS, INC.

WITH AND INTO

SIEMENS PYRAMID LLC

Siemens Pyramid Information Systems, Inc., a Delaware corporation ("Pyramid Inc."), and Siemens Pyramid LLC, a Delaware limited liability company ("Pyramid LLC"), DO HEREBY CERTIFY AS FOLLOWS:

FIRST: That Pyramid Inc. was originally incorporated on April 7, 1987, pursuant to the General Corporation Law of the State of Delaware (the "General Corporation Law"), and that Pyramid LLC was originally formed on September 17, 1998, pursuant to the Limited Liability Company Act of the State of Delaware (the "Limited Liability Company Act").

SECOND: That an Agreement and Plan of Merger dated as of September 21, 1998 (the "Merger Agreement") between Pyramid Inc. and Pyramid LLC has been approved, adopted, certified, executed and acknowledged by each of Pyramid Inc. and Pyramid LLC in accordance with Section 264 of the General Corporation Law and Section 18-209 of the Limited Liability Company Act.

THIRD: That the name of the surviving entity (the "Surviving Company") shall be Siemens Pyramid LLC, a Delaware limited liability company.

FOURTH: That the Limited Liability Company Agreement shall be the Limited Liability Company Agreement of the Surviving Company.

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

3860 North First Street
San Jose, CA 95134

