



08-07-2001

Substitute Form PTO-1595
Attorney Docket No.: 05110-001001

RE



ET

101801725

Commissioner for Patents: Please record the attached original document(s) or copy(ies).	
1. Name of conveying party(ies): Puma Technology, Inc. 2550 North First Street, Suite 500 San Jose, CA 95131 Additional name(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies): Pumatech, Inc. 2550 North First Street, Suite 500 San Jose, CA 95131 Additional names/addresses attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other: Execution Date: December 20, 2000	
4. Application number(s) or patent number(s): Attached Schedule A If this document is being filed with a new application, the execution date of the application is: A. Patent Application No(s): B. Patent No(s): Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
5. Name/address of party to whom correspondence concerning document should be mailed: G. ROGER LEE Fish & Richardson P.C. 225 Franklin Street Boston, MA 02110-2804	6. Total number of applications/patents involved: 1 7. Total fee (37 CFR §3.41): \$800 <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to charge Deposit Account. 8. Deposit Account No.: 06-1050 Please apply any additional charges, or any credits, to our Deposit Account No. 06-1050.
DO NOT USE THIS SPACE	
9. Statement and Signature: <i>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.</i> G. Roger Lee Reg. No. 28,963 Name of Person Signing Signature Date 7/23/01 Total number of pages including coversheet, attachments and document: 11	

20291998.doc

08/07/2001 JIALANE 00000004 5392390

01 FC:581

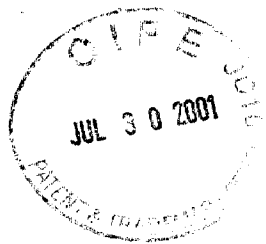
800.00 UP

CERTIFICATE OF MAILING BY FIRST CLASS MAIL

I hereby certify under 37 CFR §1.8(a) that this correspondence is being deposited with the United States Postal Service as first class mail with sufficient postage on the date indicated below and is addressed to the Commissioner of Patents, Washington, D.C. 20231.

7-24-01
Date of Deposit
Signature
Typed Name of Person Signing Certificate
MAUREEN CHRISTIANO

PATENT
REEL: 012025 FRAME: 0783

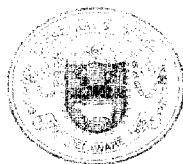


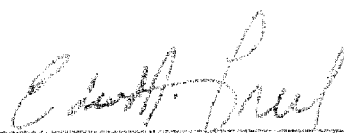
State of Delaware
Office of the Secretary of State

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 AMENDMENT OF "PUMA TECHNOLOGY, INC.", CHANGING ITS NAME FROM "PUMA TECHNOLOGY, INC." TO "PUMATECH, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A.D. 2000, AT 12:30 O'CLOCK P.M.

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



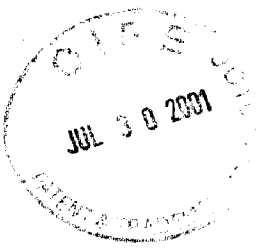

Edward J. Freel, Secretary of State

2651640 8100

001639421

AUTHENTICATION: 0873545

DATE: ~~PATENT~~ 100
REEL: 012025 FRAME: 0784



**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
PUMA TECHNOLOGY, INC.**

Puma Technology, Inc., a Delaware corporation (the "Corporation"), hereby certifies:

1. That the Corporation's Board of Directors has duly adopted the following resolutions:

RESOLVED, that Article FIRST of the Corporation's Restated Certificate of Incorporation is hereby amended to read in full as follows:

"FIRST: The name of the Corporation is Pumatech, Inc."

RESOLVED FURTHER, that paragraph A. of Article FOURTH of the Corporation's Restated Certificate of Incorporation is hereby amended to read in full as follows:

"FOURTH:

- A. The total number of shares of all classes of stock which the Corporation shall have authority to issue is Eighty-Two Million (82,000,000), consisting of Eighty Million (80,000,000) shares of Common Stock, par value one-tenth of one cent (\$.001) per share (the "Common Stock"), and Two Million (2,000,000) shares of Preferred Stock, par value one-tenth of one cent (\$.001) per share (the "Preferred Stock")."

2. That the proposed amendment has been duly adopted by the Corporation's Board of Directors and stockholders in accordance with the provisions of Sections 242 and 222 of the General Corporation Law of the State of Delaware and the necessary number of shares as required by statute were voted in favor of the amendment.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of Restated Certificate of Incorporation to be signed by its duly authorized officers on this 19th day of December, 2000.

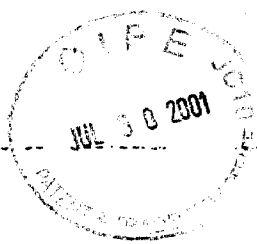
PUMA TECHNOLOGY, INC.

By: 

Bradley A. Rowe, Chief Executive
Officer and President

By: 

Stephen A. Nicol, Secretary



STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/20/1999
991548773 - 2651640

**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
PUMA TECHNOLOGY, INC.**

Puma Technology, Inc., a Delaware corporation (the "Corporation"), hereby certifies:

1. That the Corporation's Board of Directors has duly adopted the following resolutions:

RESOLVED, that the first paragraph of Article FOURTH of the Restated Certificate of Incorporation is hereby amended to read in full as follows:

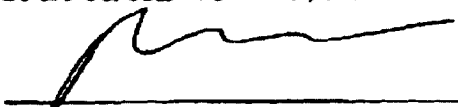
"FOURTH:

A. The total number of shares of all classes of stock which the Corporation shall have authority to issue is Sixty-Two Million (62,000,000) consisting of Sixty Million (60,000,000) shares of Common Stock, par value one-tenth of one cent (\$.001) per share (the "Common Stock"), and Two Million (2,000,000) shares of Preferred Stock, par value one-tenth of one cent (\$.001) per share (the "Preferred Stock")."

2. That the proposed amendment has been duly adopted by the Corporation's Board of Directors and stockholders in accordance with the provisions of Sections 242 and 222 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of Restated Certificate of Incorporation to be signed by two duly authorized officers on this 9th day of December, 1999.

PUMA TECHNOLOGY, INC.

By: 
Bradley A. Rowe, Chief Executive Officer
and President

By: 
Stephen A. Nicol, Secretary

PA977551.1
1160601-900000

RESTATED CERTIFICATE OF INCORPORATION

OF

PUMA TECHNOLOGY, INC

(Pursuant to Section 245 of General Corporation Law of the State of Delaware)

Puma Technology, Inc. a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation") certifies as follows:

1. The Corporation's Certificate of Incorporation was filed on August 8, 1996 under the name Puma Technology Delaware Corporation.
2. The Corporation's Restated Certificate of Incorporation was duly adopted by the Board of Directors at a regular meeting in accordance with Section 245 of the Corporation Law.
3. The Corporation's Restated Certificate of Incorporation only restates and integrates and does not further amend the provisions of the Corporation's Certificate of Incorporation as theretofore amended or supplemented, and there is no discrepancy between those provisions and the provisions of the Restated Certificate.
4. The Corporation's Certificate of Incorporation is restated to read in full as follows:

FIRST: The name of the Corporation is Puma Technology, Inc.

SECOND: The address of the registered office of the Corporation in the State of Delaware is Incorporating Services, Ltd., 15 East North Street, in the City of Dover, County of Kent. The name of the registered agent at that address is Incorporating Services, Ltd.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH:

- A. The total number of shares of all classes of stock which the Corporation shall have authority to issue is Forty-Two Million (42,000,000) consisting of Forty Million (40,000,000) shares of Common Stock, par value one-tenth of one cent (\$.001) per share (the "Common Stock") and Two Million (2,000,000) shares of Preferred Stock, par value one-tenth of one cent (\$.001) per share (the "Preferred Stock").
- B. The Preferred Stock authorized by this Certificate of Incorporation may be issued from time to time in series. The Board of Directors is

PATENT

REEL: 012025 FRAME: 0787

- B. The Preferred Stock authorized by this Certificate of Incorporation may be issued from time to time in series. The Board of Directors is authorized to determine, alter or eliminate any or all of the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred shares, and to fix, increase or decrease the number of shares comprising any such series and the designation thereof, or any of them, and to provide for the rights and terms of redemption or conversion of the shares of any such series.

FIFTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

- A. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by this Certificate of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.
- B. The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.
- C. On and after the closing date of the first sale of the Corporation's Common Stock pursuant to a firmly underwritten registered public offering (the "IPO"), any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of stockholders of the Corporation and may not be effected by any consent in writing by such stockholders. Prior to such sale, unless otherwise provided by law, any action which may otherwise be taken at any meeting of the stockholders may be taken without a meeting and without prior notice, if a written consent describing such actions is signed by the holders of outstanding shares having not less than the minimum number of votes which would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.
- D. Special meetings of stockholders of the Corporation may be called only (1) by the Board of Directors pursuant to a resolution adopted by a majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any such resolution is presented to the Board for adoption) or (2) by the holders of not less than ten percent (10%) of all of the shares entitled to cast votes at the meeting.

SIXTH:

- A. The number of directors shall initially be set at four (4) and, thereafter, shall be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any such resolution is presented to the Board for adoption). Subject to the rights of the holders of any series of Preferred Stock then outstanding, a vacancy resulting from the removal of a director by the stockholders as provided in Article SIXTH, Section C below may be filled at a special meeting of the stockholders held for that purpose.
- B. Subject to the rights of the holders of any series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation or other cause (other than removal from office by a vote of the stockholders) may be filled only by a majority vote of the directors then in office, though less than a quorum, and directors so chosen shall hold office for a term expiring at the next annual meeting of stockholders at which the term of office of the class to which they have been elected expires, and until their respective successors are elected, except in the case of the death, resignation, or removal of any director. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.
- C. Subject to the rights of the holders of any series of Preferred Stock then outstanding, any directors, or the entire Board of Directors, may be removed from office at any time, with or without cause, but only by the affirmative vote of the holders of at least a majority of the voting power of all of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class. Vacancies in the Board of Directors resulting from such removal may be filled by a majority of the directors then in office, though less than a quorum, or by the stockholders as provided in Article SIXTH, Section A above. Directors so chosen shall hold office for a term expiring at the next annual meeting of stockholders at which the term of office of the class to which they have been elected expires, and until their respective successors are elected, except in the case of the death, resignation, or removal of any director.

SEVENTH: The Board of Directors is expressly empowered to adopt, amend or repeal Bylaws of the Corporation. Any adoption, amendment or repeal of Bylaws of the Corporation by the Board of Directors shall

require the approval of a majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any resolution providing for adoption, amendment or repeal is presented to the Board). The stockholders shall also have power to adopt, amend or repeal the Bylaws of the Corporation. Any adoption, amendment or repeal of Bylaws of the Corporation by the stockholders shall require, in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by this Certificate of Incorporation, the affirmative vote of the holders of at least sixty-six and two-thirds percent (66-2/3%) of the voting power of all of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

EIGHTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

If the Delaware General Corporation Law is hereafter amended to authorize the further elimination or limitation of the liability of a director, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Any repeal or modification of the foregoing provisions of this Article EIGHTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

NINTH: The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Delaware and all rights conferred upon stockholders are granted subject to this reservation; provided, however, that, notwithstanding any other provision of this Certificate of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote, but in addition to any vote of the holders of any class or series of the stock of this Corporation required by law or by this Certificate of Incorporation, the affirmative vote of the holders of at least 66-2/3% of the voting power of all of the then outstanding shares of the capital stock of the

Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend or repeal this Article NINTH, Article FIFTH, Article SIXTH, Article SEVENTH or Article EIGHTH.

IN WITNESS WHEREOF, the Corporation has caused this Restated Certificate to be signed by a duly authorized officer on this 15th day of January, 1997.

PUMA TECHNOLOGY, INC.

By: 

Bradley A. Rowe, President

By: 

Steven Nicol, Secretary

Schedule A

U.S. Patents

<u>Patent No.</u>	<u>Issue Date</u>	<u>Inventors</u>	<u>Title</u>
5,392,390	2/21/1995	Keith Crozier	METHOD FOR MAPPING, TRANSLATING, AND DYNAMICALLY RECONCILING DATA BETWEEN DISPARATE COMPUTER PLATFORMS
5,701,423	12/23/1997	Keith Crozier	METHOD FOR MAPPING, TRANSLATING, AND DYNAMICALLY RECONCILING DATA BETWEEN DISPARATE COMPUTER PLATFORMS
5,666,553	09/09/1997	Keith Crozier	METHOD FOR MAPPING, TRANSLATING, AND DYNAMICALLY RECONCILING DATA BETWEEN DISPARATE COMPUTER PLATFORMS
5,684,990	11/04/1997	David J. Boothby	SYNCHRONIZATION OF DISPARATE DATABASES
5,943,676	08/24/1999	David J. Boothby	SYNCHRONIZATION OF RECURRING RECORDS IN INCOMPATIBLE DATABASES
6,141,664	10/31/2000	David J. Boothby	SYNCHRONIZATION OF DATABASES WITH DATE RANGE
6,212,529	04/03/2001	David J. Boothby David W. Morgan John R. Marien	SYNCHRONIZATION OF DATABASES WITH DATE RANGE
6,044,381	03/28/2000	David J. Boothby Robert C. Daley	USING DISTRIBUTED HISTORY FILES IN SYNCHRONIZING DATABASES
6,223,187	04/24/2001	David J. Boothby Robert C. Daley	USING DISTRIBUTED HISTORY FILES IN SYNCHRONIZING DATABASES

U.S. Patent Applications

<u>Application No.</u>	<u>Filing Date</u>	<u>Inventors</u>	<u>Title</u>
09/139,782	08/25/1998	Keith Crozier	METHOD FOR MAPPING, TRANSLATING, AND DYNAMICALLY RECONCILING DATA BETWEEN DISPARATE COMPUTER PLATFORMS
09/240,563	01/29/1999	David J. Boothby	SYNCHRONIZATION OF DISPARATE DATABASES
09/169,199	10/09/98	David J. Boothby	SYNCHRONIZATION OF RECURRING RECORDS IN INCOMPATIBLE DATABASES
09/547,412	04/11/2000	David J. Boothby	SYNCHRONIZATION OF DATABASES WITH DATE RANGE
09/776,452	02/02/2001	David J. Boothby David W. Morgan	SYNCHRONIZATION OF DATABASES WITH DATE RANGE
09/840,403	04/23/2001	David J. Boothby Robert C. Daley	USING DISTRIBUTED HISTORY FILES IN SYNCHRONIZING DATABASES
09/964,751	11/05/1997	David J. Boothby Robert C. Daley John R. Marien	SYNCHRONIZATION OF DATABASES
09/034,601	03/03/1998	Chris Halim	REMOTE DATA ACCESS AND SYNCHRONIZATION
09/052,769	03/31/1998	Darryl Champagne Robert C. Daley Glen A. Walant	TRANSFERRING RECORDS BETWEEN TWO DATABASES
09/205,020	12/04/1998	Stephen G. Rybicki	SYNCHRONIZATION OF DATABASES
09/648,261	08/25/2000	Robert M. Miller John William Poduska, Jr. Gerald Polucci, Jr.	VIRTUAL BUSINESS CARDS