

01-28-2002



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

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

1. Name of conveying party(ies):

Ripfire, Inc.

1.14.02

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

Name: Plumtree Software, Inc.

Internal Address:

Street Address: 500 Sansome Street

City: San Francisco State: CA Zip: 94111

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: 11/21/2001

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

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

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s)
09/698,873

B. Patent No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence

concerning document should be mailed:

Name: Richard A. Dunning, Jr.

Internal Address: Law Office of Richard A. Dunning, Jr.

Street Address: 325M Sharon Park Drive

Suite 208

City: Menlo Park State: CA Zip: 94025

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41) \$40.00

- Enclosed
- Authorization to charge 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.

Richard A. Dunning, Jr.

Name of Person Signing

Signature

12/20/01
Date

Total number of pages including cover sheet, attachments, and documents:

Mail documents to be recorded with required cover sheet information to:

Director - U.S. Patent and Trademark Office, Box Assignments
Washington, D.C. 20231

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PATENT
REEL: 012499 FRAME: 0406

State of Delaware
Office of the Secretary of State PAGE 1

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:

"SPORTJACKET ACQUISITION CORP." A DELAWARE CORPORATION, WITH AND INTO "RIPFIRE, INC." UNDER THE NAME OF "RIPFIRE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2001, AT 6 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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010595076

AUTHENTICATION: 1465230
DATE: 11-27-01

PATENT
REEL: 012499 FRAME: 0407

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 06:00 PM 11/21/2001
010595076 - 3137738

CERTIFICATE OF MERGER
MERGING
SPORTJACKET ACQUISITION CORP.
WITH AND INTO
RIPFIRE, INC.

Pursuant to Section 251 of the Delaware General Corporation Law

Ripfire, Inc., a Delaware corporation (the "Corporation"), does hereby certify as follows:

FIRST: That the constituent corporations, the Corporation and Sportjacket Acquisition Corp. ("Merger Sub"), were incorporated in the State of Delaware pursuant to the Delaware General Corporation Law (the "DGCL").

SECOND: That the Agreement and Plan of Reorganization (the "Merger Agreement"), dated as of November 19, 2001, by and among the Corporation, Merger Sub, Plumtree Software, Inc., a California corporation and the sole stockholder of Merger Sub ("Parent"), and Corporation stockholders, setting forth the terms and conditions of the merger of Merger Sub with and into the Corporation (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the DGCL.

THIRD: That the surviving corporation (the "Surviving Corporation") shall be the Corporation, which shall retain the name "Ripfire, Inc."

FOURTH: That the Restated Certificate of Incorporation of the Surviving Corporation, as amended and restated and set forth in Exhibit A attached hereto, shall be the Restated 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:

Ripfire, Inc.
870 Market Street, Suite 1105
San Francisco, California 94102

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

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Merger to be executed in its corporate name as of this 21st day of November 2001.

RIPFIRE, INC.

By: /s/ Andrew Cypiot

Name: Andrew Cypiot

Title: Chief Executive Officer

EXHIBIT A

**RESTATED CERTIFICATE OF INCORPORATION
OF RIFFIRE, INC.
(a Delaware corporation)**

ARTICLE I

The name of this corporation is Riffire, Inc. (the "Corporation").

ARTICLE II

The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

ARTICLE IV

This Corporation is authorized to issue one class of shares, designated as Common Stock, consisting of 1,000 shares, par value \$0.001 per share.

ARTICLE V

The Corporation is to have perpetual existence.

ARTICLE VI

Except as otherwise provided in this Certificate of Incorporation, the Board of Directors may make, repeal, alter, amend or rescind any or all of the Bylaws of the Corporation.

ARTICLE VII

The number of directors that constitute the whole Board of Directors shall be designated in the Bylaws of the Corporation.

ARTICLE VIII

Elections of directors at an annual or special meeting need not be by written ballot unless a stockholder demands election by written ballot at the meeting and before voting begins or unless the Bylaws of the Corporation shall so provide.

ARTICLE IX

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE X

The Corporation may amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute. All rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE XI

To the fullest extent permitted by the Delaware General Corporation Law, as the same may be amended from time to time, 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. If the Delaware General Corporation Law is hereafter amended to authorize, with or without the approval of a corporation's stockholders, further reductions in the liability of the corporation's directors for breach of fiduciary duty, then a director of the Corporation shall not be liable for any such breach 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 XI, by amendment of this Article XI or by operation of law, shall not adversely affect any right or protection of a director of the Corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

ARTICLE XII

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers, employees and other agents of the Corporation (and any other persons to which Delaware law permits the Corporation to provide indemnification), through Bylaw provisions, agreements with any such director, officer, employee or other agent or other person, vote of stockholders or disinterested directors, or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the Delaware General Corporation Law, subject only to limits created by applicable Delaware law (statutory or nonstatutory), with respect to actions for breach of duty to a corporation, its stockholders and others.

If and to the extent that the Corporation may from time to time be or become subject to certain provisions of the California General Corporation Law ("CGCL") pursuant to operation of Section 2115 thereof, then, as authorized by Section 317(g) of CGCL, for the duration of any such period, the Corporation shall indemnify officers, directors, employees, and agents of the Corporation (and any other person to which applicable law permits the Corporation to provide indemnification) in excess of that which is otherwise permitted under Section 317 of the CGCL,

subject only to the limits created by applicable Delaware law (statutory or non-statutory), with respect to actions for breach of duty to the Corporation, its stockholders, and others.

Any repeal or modification of any of the foregoing provisions of this Article XII, by amendment of this Article XII or by operation of law, shall not adversely affect any right or protection of a director, officer, employee or other agent or other person existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to such repeal or modification.

ARTICLE XIII

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of the Delaware General Corporation Law or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of the Delaware General Corporation Law, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

ARTICLE XIV

If and to the extent that the Corporation may from time to time be or become subject to certain provisions of the CGCL pursuant to operation of Section 2115 thereof, then, as authorized by Section 402.5(c) of CGCL, for the duration of any such period the provisions of Sections 502 and 503 of the CGCL shall not apply either in whole or in part with respect to any repurchase by the Corporation of securities issued to or held by an employee, officer, director or consultant of the Corporation or its subsidiaries pursuant to the terms and conditions of an agreement entered into in connection with the issuance of such securities granting the Corporation such repurchase.