

Form PTO-1595
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RECORDATION FORM COVER SHEET PATENTS ONLY

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

To the Honorable Commissioner For Patents: Please record the attached original documents or copy thereof:

1. Name of conveying party(ies):
Netdialog, Inc.
Additional name(s) of conveying party(ies) attached?
 Yes No

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other: _____
Execution Date: September 28, 2000

2. Name and address of receiving party(ies):
Name: Kana Communications, Inc.
Internal Address:
Street Address: 172 Constitution Drive
City: Menlo Park,
State: CA Zip: 94025
Additional name(s) & address(es) 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):
Additional numbers attached? Yes No

B. Patent No.(s):
6,172,932

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Daniel R. Brownstone, Esq.
Internal Address: Fenwick & West LLP
Street Address: Silicon Valley Center
801 California Street
City: Mountain View State: CA Zip Code: 94041

6. Total number of applications and patents involved: [1]
7. Total fee (37 CFR 3.41): \$40.00
 Check Enclosed
 Fee Transmittal Enclosed
 Charge the indicated fees to the below mentioned deposit account.
8. Deposit Account No.: 19-2555

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.
Daniel R. Brownstone Reg. No. 46,581  30 June 2003
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, documents: [6]

Mail documents to be recorded with required cover sheet information to: Mail Stop Assignment Recordation Services, Director of the U.S. Patent and Trademark Office, P.O. Box 1450, Alexandria, VA 22313-1450.

Case Docket No.: 20115-07858

20115/07858/SF/5102619.1

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Delaware

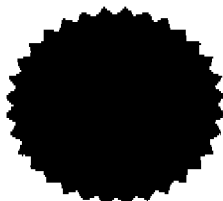
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The First State

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 OWNERSHIP, WHICH MERGES:

"NETDIALOG, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "KANA COMMUNICATIONS, INC." UNDER THE NAME OF "KANA COMMUNICATIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2000, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3058359 8100M

AUTHENTICATION: 2453832

030369639

DATE: 06-05-03

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CERTIFICATE OF OWNERSHIP AND MERGER

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, Kana Communications, Inc., a Delaware corporation (the "Corporation"), for the purpose of effecting the merger of netDialog, Inc., a California corporation and a wholly-owned subsidiary of the Corporation ("netDialog"), with and into the Corporation (the "Merger"), does hereby certify:

FIRST: That the Corporation was incorporated and duly organized under the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the issued and outstanding shares of capital stock of netDialog.

THIRD: That netDialog was incorporated and duly organized under the laws of the State of California, the laws of which permit a merger of a domestic corporation with and into a foreign corporation.

FOURTH: That the Corporation hereby merges netDialog into itself, and assumes all of netDialog's rights, obligations, liabilities and responsibilities.

FIFTH: That the Corporation's Board of Directors duly adopted the following resolutions on the 28th day of September, 2000:

"Merger with netDialog, Inc., a California Corporation"

"WHEREAS, the Board of Directors deems it to be in the best interests of the Corporation and its stockholders to effect a merger (the "Merger") of netDialog, Inc., a California corporation of which the Corporation owns all of the issued and outstanding capital stock (the "Subsidiary"), with and into the Corporation pursuant to the terms and provisions of the (i) Certificate of Ownership and Merger (the "Delaware Merger Certificate") substantially in the form attached hereto as Exhibit A pursuant to the provisions of the Delaware Code, and (ii) Certificate of Ownership Merging netDialog, Inc. into Kana Communications, Inc. (the "California Merger Certificate") substantially in the form attached hereto as Exhibit B pursuant to the provisions of the California Corporations Code (the "California Code");

"NOW, THEREFORE, BE IT RESOLVED, that the Merger, pursuant to Section 253 of the Delaware Code and Sections 1108 and 1110 of the California Code, and the assumption of all liabilities of Subsidiary by the Corporation be, and it hereby is, authorized, adopted and approved;

"RESOLVED FURTHER, that Subsidiary shall be the disappearing corporation upon the effective date of the Merger (which shall be September 28, 2000) (the "Effective Date") pursuant to the provisions of the California Code, and the Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the Delaware Code;

"RESOLVED FURTHER, that upon the Effective Date, Subsidiary shall transfer to the Corporation, and the Corporation shall assume, all of Subsidiary's rights, obligations, liabilities and responsibilities, and all of Subsidiary's bank accounts and other assets; and that the appropriate officers of the Corporation be, and they hereby are, authorized and directed to take any and all action necessary to transfer the same;

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 09/28/2000
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"RESOLVED FURTHER, that, upon the Effective Date, the Corporation shall assume all the federal, state and local tax liabilities of Subsidiary; and that the officers of the Corporation be, and each of them hereby is, authorized and directed to make, execute, deliver, file and/or record any and all documents with the various federal, state and local tax authorities as may be necessary to assume such tax liabilities;

"RESOLVED FURTHER, that upon the Effective Date, and by virtue of the Merger, the issued and outstanding shares of capital stock of Subsidiary shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefore, inasmuch as the Corporation is the owner of all issued and outstanding shares of capital stock of Subsidiary, but each said share which is issued and outstanding as of the Effective Date shall be surrendered, cancelled and extinguished;

"RESOLVED FURTHER, that the form, terms and provisions of the Delaware Merger Certificate and the California Merger Certificate, in substantially the forms attached hereto as Exhibit A and Exhibit B, respectively, be, and they hereby are, authorized, adopted and approved, with such changes as the officer executing the Delaware Merger Certificate and the California Merger Certificate may determine to be necessary, appropriate or advisable, such determination to be conclusively evidenced by the execution thereof; and

"RESOLVED FURTHER, that the proper officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents, including, but not limited to, providing notification of the Merger to any appropriate governmental or regulatory agencies, filing the Delaware Merger Certificate, the California Merger Certificate and any other forms and documents with such agencies as may be required or advisable by them or by law, and obtaining such consents from third parties and governmental or regulatory agencies as may be necessary or advisable to effectuate the purposes of the foregoing resolutions and to carry out the Merger."

Remainder of this page intentionally left blank.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of
Ownership and Merger on the ~~28th~~ day of September, 2000.

KANA COMMUNICATIONS, INC.

By: 
Michael J. McCloskey
Chief Executive Officer