

05-14-2003



Form PTO-1595 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

5-13-03 RECO

102446845

DEPARTMENT OF COMMERCE S. Patent and Trademark Office

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

1. Name of conveying party(ies):

- a) Raptor Systems Inc.
b)
c)
d)

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

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

Name: Axent Technologies I, Inc.

Internal Address:

Street Address: 2400 Research Blvd.

Suite 220

City: Rockville State: MD Zip: 20850

Additional name(s) & address(es) attached? [ ] Yes [x] No

3. Nature of conveyance:

- [ ] Assignment [x] Merger
[ ] Security Agreement [x] Change of Name
[ ] Other

Execution Date: December 28, 1999

4. Application number(s) or patent number(s): Attorney Docket No. SYMC1012

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) 5,798,706

Additional numbers attached? [ ] Yes [x] No

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

Name: Serge J. Hodgson
Gunnison, McKay & Hodgson, L.L.P.

Internal Address:

Street Address: Garden West Office Plaza
Suite 220
1900 Garden Road

City: Monterey State: CA Zip: 93940

6. Total no. of applications and patents involved: 1

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

- [x] Enclosed
[x] Authorized to charge any additional fees to deposit account

8. Deposit account number:

50-0553

(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.

Serge J. Hodgson
Name of Person Signing

[Handwritten Signature]

Signature

May 9, 2003
Date

Total number of pages including cover sheet, attachments, and documents: 8

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

## AGREEMENT AND PLAN OF MERGER

**THIS AGREEMENT AND PLAN OF MERGER** is entered into effective as of the 29th day of December, 1999 by and between AssureNet Pathways, Inc., a Delaware corporation ("AssureNet"), Internet Tools, Inc., a Delaware corporation ("Internet Tools," and together with AssureNet, the "Merged Corporations"), and Raptor Systems, Inc., a Delaware corporation (the "Surviving Corporation").

**WHEREAS**, the total number of shares of stock of all classes that AssureNet has authority to issue is One Hundred (100) shares of Common Stock, One Cent (\$0.01) par value per share, of which there are Fifty (50) shares of Common Stock are issued and outstanding; and

**WHEREAS**, the total number of shares of stock of all classes that Internet Tools has authority to issue is One Thousand (1,000) shares of Common Stock, One Cent (\$0.01) par value per share, all of which are issued and outstanding; and

**WHEREAS**, the total number of shares of stock of all classes that the Surviving Corporation has authority to issue is One Hundred (100) shares of Common Stock, One Cent (\$0.01) par value per share, of which One Hundred (100) shares of Common Stock are issued and outstanding; and

**WHEREAS**, under the laws of the State of Delaware, the Merged Corporation may be merged into the Surviving Corporation, and the parties hereto desire to effect such merger, as hereinafter provided;

**NOW, THEREFORE**, in consideration of the foregoing and of the mutual promises hereinafter set forth and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending legally to be bound, do hereby agree as follows:

1. **Statement of Merger** The Merged Corporations, AssureNet and Internet Tools shall be merged into the Surviving Corporation, with the latter as the surviving corporation, on the basis of this Agreement and Plan of Merger.
2. **Certificate of Incorporation**. The Certificate of Incorporation of the Surviving Corporation, as in effect immediately prior to the effective date of the merger, shall continue in full force and effect after the effective date of the merger with the following exceptions:
  - a. Article FIRST of the Certificate of Incorporation of the Surviving Corporation shall be deleted in its entirety and replaced with the following:  
"FIRST: *Name*. The name of the corporation is: AXENT Technologies I, Inc.
  - b. Article FOURTH of the Certificate of Incorporation of the Surviving Corporation shall be deleted in its entirety and replaced with the following:  
"FOURTH: *Authorized Capital*. The total number of shares that the corporation shall have authority to issue is One Thousand One Hundred and Fifty (1,150) shares of common stock, par value One Cent (\$0.01) per share.
3. **Bylaws**. The Bylaws of the Surviving Corporation, as in effect immediately prior to the effective date of the merger, shall remain and be the Bylaws of the Surviving Corporation until the same shall be altered, amended, rescinded or repealed or until new Bylaws shall be

adopted in accordance with the provisions thereof, the Certificate of Incorporation of the Surviving Corporation and the General Corporation Law of the State of Delaware.

4. **Manner and Basis of Conversion.** The manner and basis of converting or exchanging the shares of the Merged Corporations into shares of the Surviving Corporation shall be as follows: (i) Upon the effective date of the merger, each share of Common Stock of AssureNet held by each stockholder of record (as of the effective date of the merger) shall cease to exist, and shall, ipso facto and without any action on the part of the holder thereof, be changed and converted into one (1) share of Common Stock, par value one cent (\$0.01) per share, of the Surviving Corporation; and (ii) upon the effective date of the merger, each share of Common Stock of Internet Tools held by each stockholder of record (as of the effective date of the merger) shall cease to exist, and shall, ipso facto and without any action on the part of the holder thereof, be changed and converted into one (1) share of Common Stock, par value one cent (\$0.01) per share, of the Surviving Corporation. For the purpose of receiving a stock certificate or certificates evidencing such shares of Stock of the Surviving Corporation, each such stockholder shall surrender to the Surviving Corporation the stock certificate or certificates evidencing the shares of Stock of either of the Merged Corporations owned of record by such stockholder immediately prior to the merger contemplated herein, and shall receive, upon request or as soon thereafter as is practical, on the basis of such surrender, a certificate or certificates for shares of Stock of the Surviving Corporation based on the foregoing ratio.

5. **Assets and Liabilities.** The assets and liabilities of the Surviving Corporation and the Merged Corporations shall be taken up or continued on the books of the Surviving Corporation at the amounts at which they are respectively recorded on the books of the Surviving Corporation and the Merged Corporation, appropriately adjusted, to the extent necessary, in accordance with generally accepted accounting principles.

6. **Abandonment.** At any time prior to the appropriate filings with the Secretary of State of the State of Delaware, this Agreement and Plan of Merger and the merger specified herein may be terminated by the vote of the Board of Directors of either of the Merged Corporations or the Surviving Corporation.

7. **Directors and Officers.** The directors of the Surviving Corporation, as of the effective date of the merger, shall continue in office until the next Annual Meeting of the Stockholders of the Surviving Corporation and until their successors are duly elected and shall qualify, or until their earlier resignation or removal. The officers of the Surviving Corporation, as of the effective date of the merger, shall continue in office until the next Annual Meeting of the Board of Directors of the Surviving Corporation and until their successors are duly elected and shall qualify, or until their earlier resignation or removal.

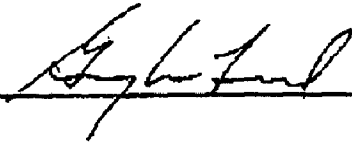
8. **Effective Date and Time.** The effective date of the aforesaid merger for all purposes and in all respects (including, without limitation, the effectiveness of any filings with the Secretary of State of the State of Delaware) shall be as of 11:59 p.m. on December 29, 1999.

IN WITNESS WHEREOF, each of the Merged Corporations and the Surviving Corporation have caused their respective officers to execute this Agreement and Plan of Merger as of the day and year first set forth above.


**MERGED CORPORATIONS**

**AssureNet Pathways, Inc.**

By:   
John C. Becker, President

Attest: 

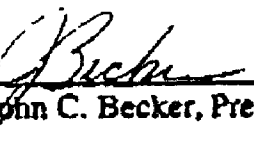
**Internet Tools, Inc.**

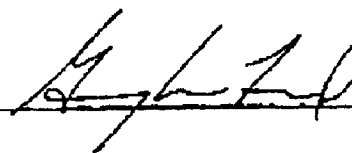
By:   
John C. Becker, President

Attest: 

**SURVIVING CORPORATION**

**Raptor Systems, Inc.**


By:   
John C. Becker, President

Attest: 

Certificate

I, Chary M. Ford, Secretary of AssureNet Pathways, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certify, as the duly elected and acting Secretary of the Corporation, that the Agreement and Plan of Merger to which this Certificate is attached, having been duly signed on behalf of the Corporation and having been duly signed on behalf of Internet Tools, Inc. and Raptor Systems, Inc., all corporations organized under the laws of the State of Delaware, was duly approved and adopted pursuant to Section 251 of the Delaware General Corporation Law by the Board of Directors of the Corporation and the Sole Stockholder of the Corporation, which Agreement and Plan of Merger was thereby adopted as the act of the Sole Stockholder of the Corporation and the duly adopted agreement and act of the Corporation.

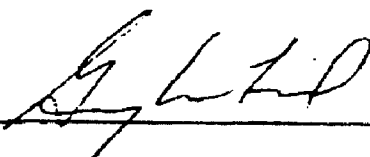
Witness my hand as of the 28<sup>th</sup> day of December, 1999.

  
Secretary

Certificate

I, Gary M. Ford, Secretary of Internet Tools, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certify, as the duly elected and acting Secretary of the Corporation, that the Agreement and Plan of Merger to which this Certificate is attached, having been duly signed on behalf of the Corporation and having been duly signed on behalf of AssureNet Pathways, Inc. and Raptor Systems, Inc., all corporations organized under the laws of the State of Delaware, was duly approved and adopted pursuant to Section 251 of the Delaware General Corporation Law by the Board of Directors of the Corporation and the Sole Stockholder of the Corporation, which Agreement and Plan of Merger was thereby adopted as the act of the Sole Stockholder of the Corporation and the duly adopted agreement and act of the Corporation.

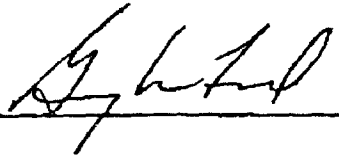
Witness my hand as of the 28<sup>th</sup> day of December, 1999.

  
\_\_\_\_\_  
Secretary

Certificate

I, Gary M. Ford, Secretary of Raptor Systems, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certify, as the duly elected and acting Secretary of the Corporation, that the Agreement and Plan of Merger to which this Certificate is attached, having been duly signed on behalf of the Corporation and having been duly signed on behalf of AssureNet Pathways, Inc. and Internet Tools, Inc., all corporations organized under the laws of the State of Delaware, was duly approved and adopted pursuant to Section 251 and, regarding paragraph 2 of the Agreement and Plan of Merger, Section 242 of the Delaware General Corporation Law by the Board of Directors of the Corporation and the Sole Stockholder of the Corporation, which Agreement and Plan of Merger was thereby adopted as the act of the Sole Stockholder of the Corporation and the duly adopted agreement and act of the Corporation.

Witness my hand as of the 28<sup>th</sup> day of December, 1999.

  
\_\_\_\_\_  
Secretary

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 AGREEMENT OF MERGER, WHICH MERGES:

"ASSURENET PATHWAYS, INC.", A DELAWARE CORPORATION,

"INTERNET TOOLS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "RAPTOR SYSTEMS, INC." UNDER THE NAME OF "AXENT TECHNOLOGIES I, 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 DECEMBER, A.D. 1999, AT 6 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1999.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1324635

DATE: 08-31-01

RECORDED: 05/13/2003

PATENT  
REEL: 014051 FRAME: 0184