

Altera Docket No. 00800.0310-US-LA

Form PTO 1595

Recordation Form Cover Sheet

U.S. Department of Commerce

# PATENTS ONLY

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)  
 KNOWLEDGE DISCOVERY ONE, INC.

Additional names(s) of conveying party(ies)  Yes  No

2. Name and address of receiving party(ies):  
 NET PERCEPTIONS, INC.  
 7700 France Avenue South  
 Edina, MN 55435

Additional name(s) & addresses attached?  Yes  No

3. Nature of conveyance:

Assignment  Merger  
 Security Agreement  Change of Name  
 Other

Execution Date: 9 September 2003

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 Number(s) Patent Number(s)  
 US 6,308,168 B1

Additional numbers attached?  Yes  No

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

Name: David H. Carroll  
 Address: Altera Law Group  
 6500 City West Parkway, Suite 100  
 Minneapolis, Minnesota 55344-7704

6. Total number of applications and patents involved:

7. Total fee (37 C.F.R. §3.41) \$40.00  
 Enclosed  
 Authorized to charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit Account number: 50-1038

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.

David H. Carroll  
 Name of Person Signing



Signature

December 18, 2003  
 Date

Total number of pages including cover sheet, attachments, and document: 6

I hereby certify that this paper is being transmitted by facsimile to the U.S. Patent and Trademark Office, fax number 703-306-5995 on December 18, 2003.

December 18, 2003  
 Date

*Virginia Bergstrom*  
 Virginia Bergstrom

CH \$40.00 501038 6308168

# Delaware

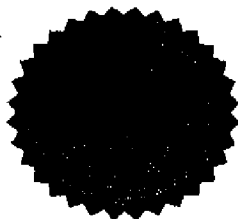
PAGE 1

*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:

"KNOWLEDGE DISCOVERY ONE, INC.", A DELAWARE CORPORATION, WITH AND INTO "NET PERCEPTIONS, INC." UNDER THE NAME OF "NET PERCEPTIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF SEPTEMBER, A.D. 2003, AT 11:32 O'CLOCK A.M.

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



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2623231

DATE: 09-09-03

PATENT

REEL: 014201 FRAME: 0860

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FAX NO.

P. 06

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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:32 AM 09/09/2003  
FILED 11:32 AM 09/09/2003  
SRV 030579756 - 2640834 FILE


**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
KNOWLEDGE DISCOVERY ONE, INC.  
WITH AND INTO  
NET PERCEPTIONS, INC.**

Pursuant to Section 253 of the General  
Corporation Law of the State of Delaware

Net Perceptions, Inc., a Delaware corporation (the "Corporation"), hereby certifies as follows:

1. The Corporation owns all of the outstanding shares of capital stock of Knowledge Discovery One, Inc., a Delaware corporation ("KD1").
2. The Board of Directors of the Corporation, by action by written consent dated August 14, 2003 (a copy of which is attached hereto as Exhibit A), adopted resolutions to merge KD1 with and into the Corporation (the "Merger").
3. The name of the surviving corporation is Net Perceptions, Inc.
4. The Merger shall become effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed in its corporate name this 3<sup>rd</sup> day of September 2003.

NET PERCEPTIONS, INC.  
  
By \_\_\_\_\_  
Name: Thomas Donnelly  
Title: President

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EXHIBIT A

**ACTION BY WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS OF  
NET PERCEPTIONS, INC.**

The undersigned, being all of the members of the Board of Directors (the "Board") of Net Perceptions, Inc., a Delaware corporation (the "Company"), acting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware (the "DGCL"), hereby adopt, by this written consent, the following resolutions with the same force and effect as if they had been unanimously adopted at a duly convened meeting of the Board of Directors of the Company and direct that this written consent be filed with the minutes of the proceedings of the Board of Directors of the Company:

WHEREAS, the Company owns all of the issued and outstanding shares of capital stock of Knowledge Discovery One, Inc., a Delaware corporation ("KDI"); and

WHEREAS, the Board deems it advisable and in the best interests of the Company and its stockholders that the Company enter into and consummate a merger (the "Merger") of KDI with and into the Company, with the Company surviving the Merger (the "Surviving Corporation");

NOW, THEREFORE, IT IS RESOLVED, that Merger be, and it hereby is, approved and adopted in all respects; and

RESOLVED FURTHER, that the Company be, and it hereby is, authorized and empowered to enter into and consummate the Merger, pursuant to which, among other things, at the Effective Time (as defined below) (i) KDI will be merged with and into the Company pursuant to Section 253 of the DGCL and the separate corporate existence of KDI shall thereupon cease; (ii) the name of the Surviving Corporation shall be "Net Perceptions, Inc."; (iii) the Certificate of Incorporation of the Company shall be the Certificate of Incorporation of the Surviving Corporation; and (iv) the By-Laws of the Company shall be the By-Laws of the Surviving Corporation, each of such actions being hereby approved and adopted; and

RESOLVED FURTHER, that, at the Effective Time each share of common stock, par value \$.01 per share, of KDI issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and cease to exist; and

RESOLVED FURTHER, that the officers of the Company be, and each of them acting singly hereby is, authorized, in the name and on behalf of the Company, to execute and file, or cause to be filed, an appropriate Certificate of Ownership and Merger to effect the Merger with the Secretary of State of the State of Delaware in accordance with the DGCL (the time of filing of such Certificate of Ownership and Merger referred

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to herein as the "Effective Time"), and to make, execute, deliver and file at the appropriate time such other instruments and documents as may be necessary or desirable to consummate the Merger pursuant to the DGCL; and

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed in the name and on behalf of the Company, to take all such other actions, to cause to be prepared and filed all such documents, to make all expenditures and to execute all instruments deemed by any of them to be necessary, appropriate or desirable for carrying out the intents and purposes of each and all of the foregoing resolutions, and that the performance of such acts by any of them shall be conclusive evidence of the approval thereof and the authority therefor by and from the Company; and

RESOLVED FURTHER, that any actions taken by any officer of the Company on or prior to the date of this consent that are within the authority conferred by any of the foregoing resolutions be, and each of them hereby is, ratified, confirmed and approved in all respects as the acts and deeds of the Company.