

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Gwyn Shea
Secretary of State

Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached articles of merger of

BroadJump, Inc.
Domestic Business Corporation
[Filing Number: 151647000]

Into

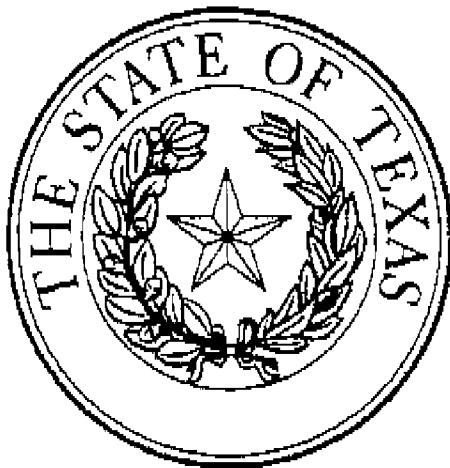
MOTIVE COMMUNICATIONS, INC.
Foreign Business Corporation
DE, USA
[Filing Number: 11559006]

have been filed in this office as of the date of this certificate.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate of merger.

Dated:05/14/2003

Effective:05/14/2003



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State

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MOTIVE

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ARTICLES OF MERGER

of

BROADJUMP, INC.

into

MOTIVE COMMUNICATIONS, INC.

FILED
In the Office of the
Secretary of State of Texas

MAY 14 2003

Corporations Section

Pursuant to the provisions of Article 5.16.B of the Texas Business Corporation Act (the "TBCA"), Motive Communications, Inc., a Delaware corporation (the "Parent"), adopts the following Articles of Merger for the purpose of merging BroadJump, Inc., a Texas corporation (the "Subsidiary"), with and into the Parent:

ARTICLE I

The name of the Parent is Motive Communications, Inc. and the name of the Subsidiary is BroadJump, Inc. The Parent is a Delaware corporation and the Subsidiary is a Texas corporation.

ARTICLE II

The number of outstanding shares of each class of the Subsidiary and the number of such shares of each class owned by the Parent are as follows:

<u>Designation of Class</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Owned by the Parent</u>
Common Stock, par value \$.01 per share	100	100

ARTICLE III

The Board of Directors of the Parent has duly adopted, by written consent in lieu of a meeting, dated March 3, 2003, certain resolutions (the "Board Resolutions") authorizing the merger of the Subsidiary with and into the Parent (the "Merger") pursuant to the provisions of Section 253 of the Delaware General Corporation Law. A true and correct copy of the Board Resolutions is attached hereto as Exhibit A.

ARTICLE IV

The address, including the street number, of the registered office of the Parent in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, County of New Castle.

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ARTICLE V

The Parent will be responsible for the payment of all fees and franchise taxes of the Subsidiary, and the Parent and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

[Signature Page Follows]

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IN WITNESS WHEREOF, the Parent has caused these Articles of Merger to be executed as of April 23, 2003.

MOTIVE COMMUNICATIONS, INC.



By Scott P. Harmon
President

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MOTIVE

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EXHIBIT A

Resolutions

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MOTIVE COMMUNICATIONS, INC.
a Delaware corporation

**Written Consent of Directors
in Lieu of a Meeting**

March 3, 2003

Pursuant to the provisions of Section 141(f) of the of the General Corporation Law of the State of Delaware ("DGCL"), the undersigned, being all of the members of the Board of Directors (the "Board") of Motive Communications, Inc., a Delaware corporation (the "Corporation"), do hereby consent in writing to the adoption of the resolutions set forth below, which resolutions shall have the same force and effect as if adopted at a meeting of the Board that was duly called and held and at which all members of the Board were present and acting throughout:

Approval of Merger

WHEREAS, the Corporation owns at least 90% of the outstanding shares of common stock, par value \$.01 per share, of BroadJump, Inc., a Texas corporation (the "Subsidiary");

WHEREAS, the Board of Directors desires that the Subsidiary merge with and into the Corporation; and

WHEREAS, it is proposed that the merger (the "Merger") of the Subsidiary with and into the Corporation be effected pursuant to Section 253 of the DGCL and Article 5.16.B of the Texas Business Corporation Act;

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby determines that it is advisable and in the best interests of the Corporation to effect the Merger; and further

RESOLVED, that the terms and conditions of the Merger shall be as follows:

1. At the effective time of the Merger, (a) the Subsidiary shall be merged with and into the Corporation, (b) the Subsidiary shall cease to exist as a separate legal entity and (c) the Corporation shall continue in existence as the sole surviving corporation in the Merger (the "Surviving Corporation").

2. At the effective time of the Merger, the certificate of incorporation of the Surviving Corporation shall be identical to the certificate of incorporation of the Corporation immediately prior to such effective time.

3. At the effective time of the Merger, the Bylaws of the Surviving Corporation shall be identical to the Bylaws of the Corporation immediately prior to such effective time.

RESOLVED, that the Board hereby adopts and approves the terms and conditions for the Merger set forth above; and further

RESOLVED, that the appropriate officers of the Corporation are hereby authorized, empowered and directed to execute and file with the Secretary of State of the State of Delaware, a Certificate of Ownership and Merger with respect to the Merger (which shall be in such form as the officers executing the same shall approve, such approval to be conclusively evidenced by the execution thereof by said officers) in the name of, and on behalf of, the Corporation; and further

RESOLVED, that the appropriate officers of the Corporation are hereby authorized, empowered and directed to execute and file with the Secretary of State of the State of Texas, an Articles of Merger with respect to the Merger (which shall be in such form as the officers executing the same shall approve, such approval to be conclusively evidenced by the execution thereof by said officers) in the name of, and on behalf of, the Corporation; and further

Miscellaneous

RESOLVED, that the appropriate officers of the Corporation are hereby authorized, empowered and directed, for and on behalf of the Corporation, to do and perform all such acts and things and to enter into, execute and deliver all such certificates, agreements, acknowledgements, instruments, contracts, statements and other documents that, in the judgment of the officer taking such action, are necessary or appropriate to effectuate and carry out the purposes and intent of the foregoing resolutions; and further

RESOLVED, that all actions heretofore taken by the officers of the Corporation for and on behalf of the Corporation and in its name and in connection with the matters described in these resolutions are hereby ratified, confirmed and approved in all respects as the actions of the Corporation.

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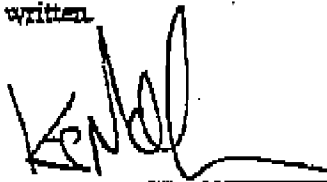
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IN WITNESS WHEREOF, the undersigned has executed this written consent to be effective as of the date first above written.



Kip McClanahan

Scott L. Harmon

Eric L. Jones

Michael J. Maples, Sr.

David Sikora

John D. Thornton

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C T CORP

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MOTIVE

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IN WITNESS WHEREOF, the undersigned: has executed this written consent to be effective as of the date first above written.

Kip McClanahan



Scott L. Harrison

Eric L. Jones

Michael J. Naples, Sr.

David Sikora

John D. Thornton

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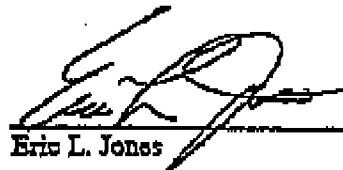
MOTIVE

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IN WITNESS WHEREOF, the undersigned has executed this written consent to be effective as of the date first above written.

Kip McClanahan

Scott L. Harmon



Eric L. Jones

Michael J. Maples, Sr.

David Sikora

John D. Thornton

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C T CORP

P.10/12

IN WITNESS WHEREOF, the undersigned has executed this written consent to be effective as of the date first above written.

Kip McClanahan

Scott L. Harmon

Eric L. Jones



Michael J. Maples, Sr.

David Sikora

John D. Thornton

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C T CORP

P.11/12

IN WITNESS WHEREOF, the undersigned has executed this written consent to be effective as of the date first above written.

Kip McClanahan

Scott L. Harmon

Eric L. Jones

Michael J. Maples, Sr.



David Sikora

John D. Thornton

MAY-05-2003 16:34

C T CORP

P.12/12

IN WITNESS WHEREOF, the undersigned has executed this written consent to be effective as of the date first above written.

Kip McClanahan

Scott L. Harmon

Eric L. Jones

Michael J. Maples, Sr.

David Sikora



John D. Thomson

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