

10-14-2004

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...orney Docket No.: 003386.P005C

To the Finance Section of the United States Patent and Trademark Office. Please record the attached original documents or copy thereof.

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

2. Name and address of receiving party(ies):
Name: Tacit Software, Inc.
Internal Address: _____

10/12/04

3. Nature of Conveyance
 Assignment Merger
 Security Agreement Change of Name
 Other:
Execution Date(s): 09/08/2004

Street Address: 2100 Geng Road
City: Palo Alto State/Province: CA Zip: 94303
Country: US
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)
10/114,179

B. Patent No.(s)
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Blakely, Sokoloff, Taylor & Zafman LLP
Internal Address: _____
Street Address: 12400 Wilshire Boulevard, 7th Floor
Los Angeles, California 90025

6. Total number of applications and patents involved:
7. Total Fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit Account Number:
02-2666
(Attach duplicate copy of this page if paying by deposit account)

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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.

Jordan M. Becker
Name of Person Signing

Signature

10/8/2004
Date

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

Mail documents to be recorded with required cover sheet information to:
Mail Stop Assignment Recordation Services
Director of the United States Patent and Trademark Office
P.O. Box 1450
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10/13/2004 BBYRSE 00000066 10114179
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Based on Form PTO-1595 as modified by BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN LLP on 05/09/03

Delaware

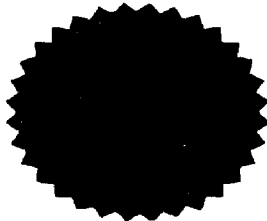
PAGE 1

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 MERGER, WHICH MERGES:

"TACIT KNOWLEDGE SYSTEMS INC.", A CALIFORNIA CORPORATION, WITH AND INTO "TACIT SOFTWARE, INC." UNDER THE NAME OF "TACIT SOFTWARE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF SEPTEMBER, A.D. 2004, AT 5:49 O'CLOCK P.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

3830511 8100M

AUTHENTICATION: 3339268

040652138

DATE: 09-08-04

PATENT
REEL: 015872 FRAME: 0188

**CERTIFICATE OF MERGER
MERCING
TACIT KNOWLEDGE SYSTEMS INC.,
A CALIFORNIA CORPORATION
WITH AND INTO
TACIT SOFTWARE, INC.,
A DELAWARE CORPORATION**

Pursuant to Section 251 of the General Corporation Law of
the State of Delaware

Tacit Software, Inc., a Delaware corporation, does hereby certify as follows:

FIRST: That the constituent corporation Tacit Knowledge Systems Inc., a California corporation, ("*Tacit California*") was incorporated pursuant to the California General Corporation Law and the constituent corporation Tacit Software, Inc., a Delaware corporation, (the "*Company*") was incorporated pursuant to the Delaware General Corporation Law (the "*DGCL*").

SECOND: That an Agreement and Plan of Merger (the "*Merger Agreement*") dated September 1, 2004 setting forth the terms and conditions of the merger of Tacit California with and into the Company (the "*Merger*"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252(c) of the DGCL.

THIRD: That the Company shall be the surviving corporation after the Merger (the "*Surviving Corporation*"). The name of the Surviving Corporation shall be Tacit Software, Inc.

FOURTH: That the Certificate of Incorporation of the Surviving Corporation shall constitute the 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:

Tacit Software, Inc.
990 Commercial Street, 2nd Floor
Palo Alto, CA 94303

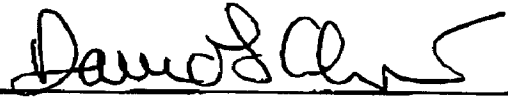
SIXTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of Tacit Knowledge Systems Inc., a California corporation, as of the date of this Certificate of Merger is one hundred twenty five million (125,000,000) shares of Common Stock, no par value, and eighty-nine million four hundred seventy-four thousand one hundred eighty-six (89,474,186) shares of Preferred Stock, no par value.

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

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be executed in its corporate name as of this 1st day of September, 2004.

TACIT SOFTWARE, INC.

By: 
David Gilmour
President and Chief Executive Officer