

09-08-2005



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Attorney Docket No.: 3660P021X6

9-6-05

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

1. Name of conveying party(ies):  
**Freemarkets, Inc.**  
(a Delaware Corporation)  
Additional name(s) of conveying party(ies) attached?  
 No  Yes

2. Name and address of receiving party(ies):  
Name: **Ariba, Inc.**  
**(a Delaware Corporation)**  
Internal Address: \_\_\_\_\_

3. Nature of Conveyance  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other:  
Execution Date(s): **07.02.2004**

Street Address: **807 11th Avenue,**  
**Building 3, 2<sup>nd</sup> Floor**  
City: **Sunnyvale** State/Province: **California** Zip: **94089**  
Country: **U.S.A.**  
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): **10/223,080**  
B. Patent No.(s): \_\_\_\_\_  
Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
**Lester J. Vincent, Reg. No. 31,460**  
Name: **Blakely, Sokoloff, Taylor & Zafman LLP**  
Internal Address: \_\_\_\_\_  
Street Address: **12400 Wilshire Boulevard, 7<sup>th</sup> Floor**  
**Los Angeles, California 90025**

6. Total number of applications and patents involved: **1**  
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.*

**Lester J. Vincent, Reg. No. 31,460**  
Name of Person Signing

Signature

**September 2, 2005**  
Date

Total number of pages including cover sheet, attachments, and documents: **5**

Mail documents to be recorded with required cover sheet information to:  
Mail Stop Assignment Recordation Services  
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P.O. Box 1450  
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Based on Form PTO-1595 as modified by BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN LLP on 05/09/03

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**PATENT**  
**REEL: 016947 FRAME: 0487**

# Delaware

PAGE 1

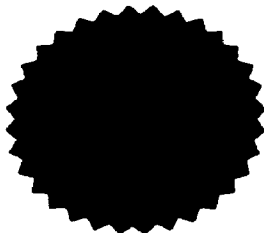
*The First State*

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:

"FREEMARKETS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "ARIBA, INC." UNDER THE NAME OF "ARIBA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF JULY, A.D. 2004, AT 5:32 O'CLOCK P.M.

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



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3213201

DATE: 07-02-04

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PATENT  
REEL: 016947 FRAME: 0488

**CERTIFICATE OF MERGER**

**OF**

**FREEMARKETS, INC.**

**WITH AND INTO**

**ARIBA, INC.**

**PURSUANT TO SECTION 251(c) OF THE GENERAL  
CORPORATION LAW OF THE STATE OF DELAWARE**

Ariba, Inc., a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("Ariba"), does hereby certify:

**FIRST:** That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<b>Name</b>	<b>State of Incorporation</b>
Ariba, Inc.	Delaware
FreeMarkets, Inc.	Delaware

**SECOND:** That the Agreement and Plan of Merger and Reorganization (the "Merger Agreement") dated as of January 23, 2004, by and among Ariba, Fleet Merger Corporation, a Delaware corporation and wholly owned subsidiary of Ariba ("Merger Sub") and FreeMarkets, Inc., a Delaware corporation ("FreeMarkets"), setting forth the terms and conditions for the merger of FreeMarkets with and into Ariba (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

**THIRD:** That the name of the surviving Delaware corporation (the "Surviving Corporation") of the Merger shall be Ariba, Inc.

**FOURTH:** That the Certificate of Incorporation of Ariba as in effect immediately prior to the Merger shall be the Certificate of Incorporation of the Surviving Corporation

**FIFTH:** That the executed Merger Agreement is on file at the principal place of business of the Surviving Corporation located at 807 11<sup>th</sup> Avenue, Sunnyvale, California 94089.

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

*[Remainder of page intentionally left blank]*

**IN WITNESS WHEREOF**, Ariba, Inc. has caused this Certificate of Merger to be executed in its corporate name on the 2<sup>nd</sup> day of July, 2004.

**ARIBA, INC.**

**By: /s/ James W. Frankola \_\_\_\_\_**  
**James W. Frankola**  
**Executive Vice President and Chief**  
**Financial Officer**