

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/08/2004
CONVEYING PARTY DATA	
Name	Execution Date
Tacit Knowledge Systems, Inc.	09/08/2004
RECEIVING PARTY DATA	
Name:	Tacit Software, Inc.
Street Address:	2100 Geng Road
City:	Palo Alto
State/Country:	CALIFORNIA
Postal Code:	94303
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	10897768
CORRESPONDENCE DATA	
Fax Number:	(408)720-8383
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	Chris_Marshall@bstz.com
Correspondent Name:	BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN LLP
Address Line 1:	1279 Oakmead Parkway
Address Line 4:	Sunnyvale, CALIFORNIA 94085-4040
ATTORNEY DOCKET NUMBER:	3386P001XCD
NAME OF SUBMITTER:	Lester J. Vincent, Reg. No. 31,460
Total Attachments: 3 source=3386P001XCD_Merger#page1.tif source=3386P001XCD_Merger#page2.tif source=3386P001XCD_Merger#page3.tif	

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Delaware

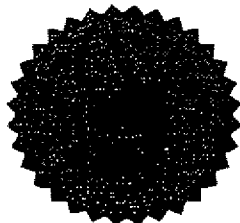
PAGE 1

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: 021538 FRAME: 0751

**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

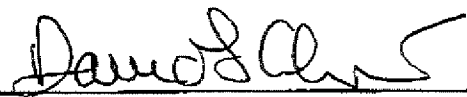
SIXTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

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