

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/08/2006

CONVEYING PARTY DATA

Name	Execution Date
Mobile 365, Inc.	11/08/2006

RECEIVING PARTY DATA

Name:	Sybase 365, Inc.
Street Address:	11180 Sunrise Valley Drive
Internal Address:	Suite 400
City:	Reston
State/Country:	VIRGINIA
Postal Code:	20191

PROPERTY NUMBERS Total: 1

Property Type	Number
Application Number:	10781913

CORRESPONDENCE DATA

Fax Number: (301)762-4056
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 301-424-3640
 Email: kew@usiplaw.com
 Correspondent Name: Lawrence D. Eisen
 Address Line 1: 1901 Research Boulevard
 Address Line 2: Suite 400
 Address Line 4: Rockville, MARYLAND 20850

ATTORNEY DOCKET NUMBER:	2500.0002C
NAME OF SUBMITTER:	Lawrence D. Eisen

Total Attachments: 7

501180257

**PATENT
 REEL: 024406 FRAME: 0291**

OP \$40.00 10781913

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Delaware

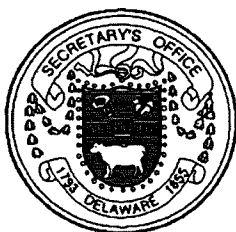
PAGE 1

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:

"MONACO ACQUISITION CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "MOBILE 365, INC." UNDER THE NAME OF "SYBASE 365, 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 NOVEMBER, A.D. 2006, AT 4:58 O'CLOCK P.M.

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



3166804 8100M

061025968

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5187963

DATE: 11-11-06

PATENT
REEL: 024406 FRAME: 0293

CERTIFICATE OF MERGER

MERGING

MONACO ACQUISITION CORPORATION

WITH AND INTO

MOBILE 365, INC.

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

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware (the "Delaware Law"), Mobile 365, Inc., a Delaware corporation (the "Company"), DOES HEREBY CERTIFY AS FOLLOWS:

FIRST: The name and state of incorporation of each of the constituent corporations (the "Constituent Corporations") participating in the Merger (as defined below) herein are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Mobile 365, Inc.	Delaware
Monaco Acquisition Corporation	Delaware

SECOND: That an Agreement and Plan of Merger, dated as of September 5, 2006 (the "Merger Agreement"), by and among Sybase, Inc., a Delaware corporation ("Parent"), Monaco Acquisition Corporation, a Delaware corporation and a wholly-owned subsidiary of Parent ("Merger Sub"), the Company, and with respect to Section 6.16(e) and Articles VIII and X only, John Backus, as stockholder representative, setting forth the terms and conditions of the merger of Merger Sub with and into the Company (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 251 of the Delaware Law.

THIRD: That the Company shall be the surviving corporation (the "Surviving Corporation") after the Merger and the name of the Surviving Corporation shall be Sybase 365, Inc.

FOURTH: That pursuant to the Merger Agreement, the Certificate of Incorporation of the Surviving Corporation shall be amended and restated at the Effective Time (as defined below) to read in its entirety as set forth on Exhibit A attached hereto, until thereafter amended in accordance with Delaware Law and such Certificate of Incorporation.

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:

c/o Sybase, Inc.
One, Sybase Drive
Dublin, CA 94568


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

SEVENTH: That the Merger shall become effective at the time of filing local time in the State of Delaware on the date of filing of this Certificate of Merger with the Secretary of State of the State of Delaware (the "Effective Time").

[Signature Page Follows]

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be signed by the undersigned officer, thereunto duly authorized, this 8th day of Nov., 2006.

MOBILE 365, INC.
a Delaware corporation

By: 
Name: Gino Picasso
Title: Chief Executive Officer

[Signature Page to Certificate of Merger]

EXHIBIT A

Amended and Restated Certificate of Incorporation

SF1:644856.6

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
SYBASE 365, INC.**

ARTICLE I

The name of the Corporation is Sybase 365, Inc. (the "Corporation").

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law (the "DGCL") as the same exists or may hereafter be amended.

ARTICLE IV

The total number of shares of stock that the Corporation shall have authority to issue is one hundred (100), consisting of one hundred (100) shares of Common Stock, par value \$0.001 per share.

ARTICLE V

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation.

ARTICLE VI

Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

ARTICLE VII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE VIII

To the extent permitted by law, the Corporation shall fully indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed

action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding.

To the extent permitted by law, the Corporation may fully indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding.

The Corporation may advance expenses (including attorneys' fees) incurred by a director or officer in defending any action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon the receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that such director or officer is not entitled to indemnification. The Corporation may advance expenses (including attorneys' fees) incurred by an employee or agent in defending any action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon such terms and conditions, if any, as the Board of Directors of the Corporation deems appropriate.