

PATENT ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/18/2003
CONVEYING PARTY DATA	
Name	Execution Date
Documentum, Inc.	12/18/2003
RECEIVING PARTY DATA	
Name:	EMC Corporation
Street Address:	176 South Street
City:	Hopkinton
State/Country:	MASSACHUSETTS
Postal Code:	01748
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	12315610
CORRESPONDENCE DATA	
Fax Number:	(408)973-2595
Phone:	4089732585
Email:	enguyen@ip-patent.com
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
Correspondent Name:	Van Pelt, Yi & James LLP and EMC Corpora
Address Line 1:	10050 N. Foothill Blvd.
Address Line 2:	Suite 200
Address Line 4:	Cupertino, CALIFORNIA 95014
ATTORNEY DOCKET NUMBER:	EMCCP172C2
NAME OF SUBMITTER:	William J. James
Total Attachments: 10 source=EMCCP172C2_merger_documentum_inc_to_emc_corporation#page1.tif	

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Delaware

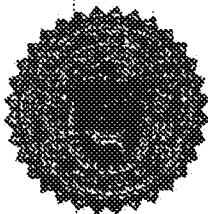
PAGE 1

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:

"ELITE MERGER CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "DOCUMENTUM, INC." UNDER THE NAME OF
"DOCUMENTUM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE EIGHTEENTH DAY OF DECEMBER, A.D. 2003, AT 2:47
O'CLOCK P.M.

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

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

2219840 8100M

AUTHENTICATION: 2824252

030818905

DATE: 12-18-03

PATENT

REEL: 027633 FRAME: 0746

12/18/2003 14:46 SKARDEL INC. + 16965840913027323673

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:47 PM 12/18/2003
FILED 02:47 PM 12/18/2003
SRV 030818905 -- 2219840 FILE

**CERTIFICATE OF MERGER
OF
ELITE MERGER CORPORATION
WITH AND INTO
DOCUMENTUM, INC.**

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

Documentum, Inc., a Delaware corporation (the "Corporation") does hereby certify to the following facts relating to the merger (the "Merger") of Elite Merger Corporation, a Delaware corporation (the "Merger Subsidiary") and a wholly-owned subsidiary of EMC Corporation, a Massachusetts corporation ("EMC") with and into the Corporation, with the Corporation remaining as the surviving corporation (the "Surviving Corporation");

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

<u>Name</u>	<u>State of Incorporation</u>
Elite Merger Corporation	Delaware
Documentum, Inc.	Delaware

SECOND: That certain Agreement and Plan of Merger, dated as of October 13, 2003 (the "Agreement"), by and among EMC, the Merger Subsidiary and the Corporation has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware;

THIRD: That the name of the Surviving Corporation is Documentum, Inc. a Delaware corporation;

FOURTH: That the Amended and Restated Certificate of Incorporation, as amended, is hereby amended and restated in its entirety to read as set forth in Exhibit A;

EXHIBIT A

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
DOCUMENTUM, INC.

FIRST: The name of the Corporation is Documentum, Inc.
(hereinafter the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "DGCL").

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is one hundred (100) shares of Common Stock, each having a par value of one cent (\$.01).

FIFTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

- (1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.
- (2) The directors of the Corporation shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.
- (3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

(4) No director of the Corporation shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article FIFTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors of the Corporation are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the DGCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors of the Corporation that would have been valid if such By-Laws had not been adopted.

SIXTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the DGCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

SEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this 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.

FIFTH: That an executed copy of the Agreement is on file at the office of the Surviving Corporation, 6801 Koll Center Parkway, Pleasanton, California 94566;

SIXTH: That a copy of the Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any party thereto; and

SEVENTH: That this Certificate of Merger shall be effective upon its filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, Documentum, Inc., as the Surviving Corporation has caused this Certificate of Merger to be executed in its corporate name as of this 18th day of December, 2003.

DOCUMENTUM, INC. as the Surviving Corporation

By: /s/ Paul T. Dacier
Name: Paul T. Dacier
Title: President

Examiner

FEDERAL IDENTIFICATION
NO. 04-2680009
Fee: \$250.00

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

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ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS (General Laws, Chapter 156B, Section 82)

We, Paul T. Dacier, ~~xxxxxxx~~ Senior Vice President,
and Paul T. Dacier, ~~xxxxxxx~~ Assistant Clerk,
of EMC Corporation
(Exact name of corporation)
organized under the laws of Massachusetts and herein called the parent corporation,
certify as follows:

1. That the subsidiary corporation(s) to be merged into the parent corporation is/are:

NAME	STATE OF ORGANIZATION	DATE OF ORGANIZATION
(M) Documentum, Inc. (95416421)	Delaware	January 22, 1990

2. The parent corporation, at the date of the vote, owned not less than ninety percent (90%) of the outstanding shares of each class of stock of the subsidiary corporation or corporations with which it has voted to merge.

Item 3 below may be deleted if all the corporations are organized under the laws of Massachusetts and if General Laws, Chapter 156B is applicable to them.

3. That in the case of each of the above named corporations, the laws of the state of its organization, if other than Massachusetts, permit the merger herein described, and that all action required under the laws of each such state in connection with this merger has been duly taken.

*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.

P.C.

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4. That at a meeting of the directors of the parent corporation, the following vote, pursuant to General Laws, Chapter 156B, Section 82, Subsection (a) was duly adopted:

See Annex A attached hereto.

Note: Votes, for which the space provided above is not sufficient, should be listed on additional sheets to be numbered 44, 48, etc. Additional sheets must be 8 1/2 x 11 and have a left hand margin of 1 inch. Only one side should be used.

December 18, 2003

[illegible]

Paul T. Dacier ~~President~~ Senior Vice President.

Paul T. Dacier ~~Clerk~~ Assistant Clerk.

PATENT
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ANNEX A

VOTED: That effective at the Effective Time, EMC Corporation merge Documentum, Inc. into itself and assume all of the liabilities and obligations of Documentum, Inc.; and

FURTHER
VOTED: That in connection with the merger of Documentum, Inc. with and into EMC Corporation, the appropriate officers of EMC Corporation be, and they hereby are, authorized and directed to prepare, execute and deliver in the name and on behalf of EMC Corporation any required document or certificate, including without limitation any certificate of ownership or certificate of articles of merger, which may include any required information, including without limitation, as appropriate, a copy of these votes to merge Documentum, Inc. and assume its liabilities and obligations, the date of adoption of such votes or the effective date of such merger, and to file the same as required by applicable law in the offices of the Secretaries of State of the Commonwealth of Massachusetts or the State of Delaware; and that any such documents, certificates, articles and filings are hereby authorized and approved as the proper acts and deeds of EMC Corporation; and

FURTHER
VOTED: That the appropriate officers of EMC Corporation be, and they hereby are, authorized and directed to do all acts and things whatsoever, including without limitation satisfying any applicable franchise tax or other obligations by or on behalf of Documentum, Inc., whether within or without the Commonwealth of Massachusetts or the State of Delaware, which may be in any way necessary or proper to effect such merger of Documentum, Inc.

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS

(General Laws, Chapter 156B, Section 82)

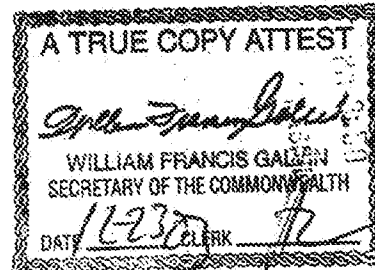
I hereby approve the within Articles of Merger of Parent and Subsidiary Corporations and, the filing fee in the amount of \$ 250, having been paid, said articles are deemed to have been filed with me this 18th day of December 20 03.

Effective date: _____

William Francis Galvin

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Paul T. Dacier

EMC Corporation

176 South Street, Hopkinton, MA 01748

Telephone: 508-435-1000