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To the Commissioner of Patents and Trademarks for all documents or copy thereof.

<p>1. Name of conveying party(ies): Informatica Corporation</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other California</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: Informatica Corporation Internal Address: Street Address: 3350 West Bayshore Road City: Palo Alto State: CA ZIP: 94303-4236</p> <p><input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association: _____ <input type="checkbox"/> General Partnership: _____ <input type="checkbox"/> Limited Partnership: _____ <input checked="" type="checkbox"/> Corporation-State: <u>Delaware</u> <input type="checkbox"/> Other: _____</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: <u>4/5/99</u></p>	

4. Application number(s) or registration number(s):

If this document is being filed together with a new application, the execution date of the application is:

<p>A. Trademark Application No.(s) see attached schedule</p>	<p>B. Registration No.(s) see attached schedule</p>
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Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Douglas L. Hendricks Morrison & Foerster LLP 425 Market Street San Francisco, California 94105-2482</p>	<p>6. Total number of applications and trademark registrations involved: 12</p> <p>7. Total fee (37 C.F.R. § 3.41): \$ 315.00</p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account, referencing Attorney Docket 23797-2400000</p> <p>8. Deposit account number: <u>03-1952</u></p>
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The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.21 which may be required by this paper, or to credit any overpayment to Deposit Account No. 03-1952.

DO NOT USE THIS SPACE

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.

Name: Douglas L. Hendricks

Douglas L. Hendricks 1/31/00
Signature Date

Total number of pages comprising cover sheet, attachments and document: 9

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02 FC:482 275.00 OP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

sf-823684

INFORMATICA CORPORATION

Schedule of
Trademark Applications and Registrations

I. APPLICATION/SERIAL NOS.

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
WEBMART	75/339,934	8/12/97
POWERPLUGIN	75/339,933	8/12/97
POWERCENTRE	75/351,643	9/4/97
POWERCENTER	75/355,928	9/12/97
SMARTMART	75/365,485	9/30/97

II. REGISTRATIONS

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
INFORMATICA and Design	1,951,679	1/23/96
OPENBRIDGE	1,919,455	9/15/95
POWERMART	2,134,249	2/3/98
INFORMATICA	2,156,460	5/12/98
INFORMATICA THE ENTERPRISE DATA MART	2,204,890	11/24/98
POWERCAPTURE	2,204,444	11/17/98
POWERPLUG	2,304,604	12/28/99

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"INFORMATICA CORPORATION", A CALIFORNIA CORPORATION,
WITH AND INTO "INFORMATICA CORPORATION-DELAWARE" UNDER THE NAME OF "INFORMATICA CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF APRIL, A.D. 1999, AT 9 O'CLOCK A.M.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0216482

DATE: 01-26-00

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**CERTIFICATE OF
OWNERSHIP AND MERGER
MERCING
INFORMATICA CORPORATION
into
INFORMATICA CORPORATION-DELAWARE**

Informatica Corporation, a corporation organized and existing under the laws of the State of California (the "Corporation"), does hereby certify:

FIRST: That the Corporation was organized pursuant to the General Corporation Law of the State of California, on the 1st day of February, 1993.

SECOND: That the Corporation owns 100% of the outstanding shares of each class of the capital stock of Informatica Corporation-Delaware ("Informatica Delaware"), a corporation organized pursuant to the General Corporation Law of the State of Delaware, on the 4th day of March, 1999.

THIRD: That the Corporation, by the following recitals and resolutions of its Board of Directors, duly adopted on the 5th day of February, 1999, determined to merge itself into Informatica Delaware on the conditions set forth in such resolutions and the Plan of Merger attached hereto as Exhibit A (the "Plan of Merger");

WHEREAS, the Corporation has formed a subsidiary corporation in Delaware under the name Informatica Corporation-Delaware for the purpose of reincorporating the Corporation into a Delaware corporation (the "Reincorporation"); and

WHEREAS, the Reincorporation of the Corporation in the State of Delaware will be effectuated by the merger of the Corporation with and into Informatica Delaware, with Informatica Delaware as the surviving corporation (the "Merger"); and

WHEREAS, there has been presented to the Board of Directors drafts of an Agreement and Plan of Merger (the "Agreement"), a Certificate of Ownership, and Plan of Merger, providing for (i) the Merger, (ii) the conversion and exchange of each share of the Corporation's Common Stock issued and outstanding prior to the Merger into one (1) share of Common Stock, \$.001 par value per share, of Informatica Delaware, (iii) the conversion and exchange of each share of the Corporation's Series A Preferred Stock issued and outstanding prior to the Merger into one (1) share of Series A Preferred Stock, \$.001 par value per share, of Informatica Delaware, (iv) the conversion and exchange of each share of the Corporation's Series B Preferred Stock issued and outstanding prior to the Merger into one (1) share of Series B Preferred Stock, \$.001 par value per share, of Informatica Delaware, (v) the conversion and exchange of each share of the Corporation's Series C Preferred Stock issued and outstanding prior to the Merger into one (1) share of Series C Preferred Stock, \$.001 par value per share, of Informatica Delaware (vi) the conversion and exchange of each share of the Corporation's Series D Preferred Stock issued and outstanding prior to the Merger into one (1) share of Series D Preferred Stock, \$.001 par value per share, of Informatica Delaware (vii) the conversion and exchange of each

outstanding and unexercised option, warrant, or other right to purchase the Corporation's Common Stock into an option, warrant, or other right to purchase Informatica Delaware's Common Stock on the basis of one (1) share of Informatica Delaware's Common Stock for each share of the Corporation's Common Stock issuable pursuant to any such option, warrant, or other stock purchase right, (viii) the officers and directors of Informatica Delaware immediately following the Merger shall be the officers and directors of the Corporation immediately preceding the Merger, and (ix) the name of the surviving corporation immediately following the Merger shall be Informatica Corporation, a Delaware corporation, and

WHEREAS, the Board of Directors has reviewed the Agreement, the Certificate of Ownership and the Plan of Merger and determined that it is in the best interests of the Corporation to merge with and into Informatica Delaware; BE IT THEREFORE,

RESOLVED, that the Board of Directors hereby approves the Agreement, the Plan of Merger, and the Certificate of Ownership;

RESOLVED FURTHER, that the Board of Directors hereby authorizes and directs that the appropriate officers of the Corporation execute the Agreement on behalf of the Corporation in substantially the form attached hereto, with such changes as may be determined by such officers, such determination to be conclusively evidenced by the execution thereof by any such officers, and the Secretary of the Corporation be and he hereby is authorized to attest such execution and to execute the Agreement together with such officers.

FOURTH: On March 25, 1999, a majority of the outstanding shares of capital stock of the Corporation adopted and approved the Agreement and the Plan of Merger, such that the Merger has been adopted, approved, certified, executed and acknowledged by the Corporation in accordance with the laws of the state of California.

FIFTH: On March 4, 1999, the Board of Directors of Informatica Corporation-Delaware adopted and approved the Agreement, the Plan of Merger and the Certificate of Ownership.

SIXTH: On March 4, 1999, the Corporation, as sole stockholder of Informatica Corporation-Delaware, adopted and approved the Agreement and the Plan of Merger.

SEVENTH: Article 1 of the Certificate of Incorporation of Informatica Corporation-Delaware shall be amended to read in its entirety follows:

ARTICLE I

The name of the Corporation is Informatica Corporation (hereinafter called the "Corporation").

IN WITNESS WHEREOF, Informatica Corporation, has caused this Certificate of Ownership and Merger to be signed by the President and Secretary, respectively, of the Corporation, this 5th day of April, 1999.

INFORMATICA CORPORATION,
a California corporation

By: 
Diaz H. Nesamoney, President

By: 
Gaurav S. Dhillon, Secretary


Verification by Written Declaration

Diaz H. Nesamoney declares under penalty of perjury under the laws of the State of California that he has read the foregoing Certificate of Ownership and Merger and knows the contents thereof and that the same is true of his own knowledge.

Dated: April 5, 1999

Diaz H. Nesamoney, President**Verification by Written Declaration**

Gaurav S. Dhillon declares under penalty of perjury under the laws of the State of California that he has read the foregoing Certificate of Ownership and Merger and knows the contents thereof and that the same is true of his own knowledge.

Dated: April 5, 1999

Gaurav S. Dhillon, Secretary

EXHIBIT A
PLAN OF MERGER

The following corporations are parties to this Plan of Merger: (i) Informatica Corporation, a California corporation ("Informatica California"); and (ii) Informatica Corporation-Delaware, a Delaware corporation ("Informatica Delaware").

1. Informatica California owns all of the outstanding shares of Informatica Delaware.
2. Informatica California shall be merged with and into Informatica Delaware (the "Merger").
3. All of the shares of Informatica Delaware outstanding immediately prior to the Merger shall thereupon be canceled.
4. Upon the Merger, each outstanding share of Informatica California Common Stock shall be converted to one (1) share of Informatica Delaware Common Stock; each outstanding share of Informatica California Series A Preferred Stock shall be converted to one (1) share of Informatica Delaware Series A Preferred Stock, \$.001 par value per share; each outstanding share of Informatica California Series B Preferred Stock shall be converted to one (1) share of Informatica Delaware Series B Preferred Stock, \$.001 par value per share; each outstanding share of Informatica California Series C Preferred Stock shall be converted to one (1) share of Informatica Delaware Series C Preferred Stock, \$.001 par value per share; and each outstanding share of Informatica California Series D Preferred Stock shall be converted to one (1) share of Informatica Delaware Series D Preferred Stock \$.001 par value per share.
5. Each holder of shares of Informatica California may thereupon surrender the share certificate or certificates to the Secretary of Informatica Delaware and shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares into which the shares theretofore represented by a certificate or certificates so surrendered shall have been converted.
6. Upon the Merger, each outstanding and unexercised option, warrant, or other right to purchase Informatica California Common Stock shall become an option, warrant, or other right to purchase Informatica Delaware stock on the basis of one (1) share of Informatica Delaware Common Stock for each share of Informatica California Common Stock issuable pursuant to any such option, warrant, or other stock purchase right, on the same terms and conditions applicable to any such Informatica California option, warrant, or other stock purchase right.
7. The officers and directors of Informatica California immediately preceding the Merger shall be the officers and directors of Informatica Delaware immediately following the Merger.
8. The name of the surviving corporation shall be Informatica Corporation.

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9. This Plan of Merger shall be effective as of the date of filing of a counterpart of this Agreement or a Certificate of Ownership with the State of Delaware.

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