

05-14-1998



To the Honorable Commissioner of Patents and T.

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documents or copy thereof.

1. Name of conveying party(ies):

KAPRE SOFTWARE, INC.

- Individual(s)
- General Partnership
- Corporation-State: Delaware
- Other:

- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? yes no

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: April 27, 1998

2. Name and address of receiving party(ies):

Name: Decisionism, Inc.

Internal Address: Attention: Art Salterelli, Esq.

Street Address: 4775 Walnut Street

City: Boulder State: CO Zip: 80301

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State: Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

- A. Trademark Application No.(s)
75/218366 for ACLUE
75/177837 for DECISIONISM

B. Trademark registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Ireland, Stapleton, Pryor & Pascoe, P.C.

Internal Address: Ann C. Kirwin

Street Address: 1675 Broadway, Suite 2600

City: Denver State: CO Zip: 80202

6. Total number of applications and registrations involved: Two

7. Total fee (37 CFR 3.41): \$65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

05/12/1998 DCDATES 00000145 75218366

FC:481
FC:482

40.00 UP
25.00 DP

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

Ann C. Kirwin
Name of Person Signing

Signature

April 27, 1998
Date

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

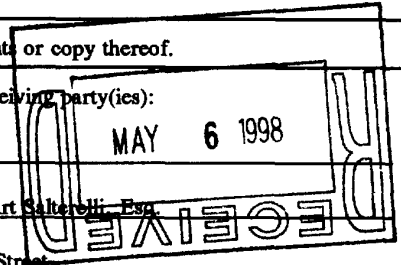
Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

TRADEMARK

REEL: 1724 FRAME: 0845

MIRU 5-6-98



**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
KaPRÉ SOFTWARE, INC.**

We, the undersigned President and Secretary, respectively, of KaPRÉ Software, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), do hereby certify as follows:

FIRST. The Board of Directors of the Corporation duly adopted resolutions containing the amendments to the Certificate of Incorporation of the Corporation set forth below, declaring such amendments to be advisable and calling for the consent of the stockholders of the Corporation to such amendments.

SECOND. Simultaneously, stockholders holding sufficient shares of each class and series of stock entitled to vote gave written consent to the adoption of the amendments pursuant to Section 228 of the Delaware General Corporation Law without a meeting, written notice pursuant to Section 228(d) of the Delaware General Corporation Law will be given to stockholders who did not consent in writing and the amendments were in all respects duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

THIRD. Article I is hereby amended to read in its entirety as follows:

"I. **FIRST:** The name of the corporation shall be Decisionism, Inc."

FOURTH: The first sentence of Article 4 of the Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

"IV. **FOURTH:** The total number of shares of stock that the Corporation shall have authority to issue is 234,450,268, divided into 135,000,000 shares of common stock, each having a par value of \$0.001 ("Common Stock"), and 99,450,268 shares of preferred stock, each having a par value of \$0.001 ("Preferred Stock")."

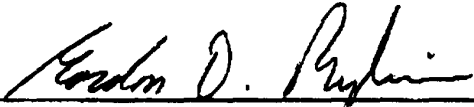
FIFTH: Section 5(b)(1) of Article **FOURTH** of the Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

" (1) to its officers, employees, directors, and consultants pursuant to the Company's Stock Option Plan so long as any such grants, sales or

issuances do not exceed in the aggregate 28,400,000 shares of Common Stock or obligations or securities convertible into Common Stock; and"

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Gordon O. Rapkin, its President, and Arthur J. Saltarelli, its Secretary, this 15th day of May, 1997.

KaPRE SOFTWARE, INC.

By: 
Gordon O. Rapkin, President

ATTEST:


Arthur J. Saltarelli, Secretary

Office of the Secretary of State

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 AMENDMENT OF "KAPRE SOFTWARE, INC.", CHANGING ITS NAME FROM "KAPRE SOFTWARE, INC." TO "DECISIONISM, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF MAY, A.D. 1997, AT 9 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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971160103

RECORDED: 05/06/1998

AUTHENTICATION:

8470658

DATE:

05-19-97
TRADEMARK

REEL: 1724 FRAME: 0848