

05-28-1998

FORM PTO-1594
1-31-92

MAD 5-8-98



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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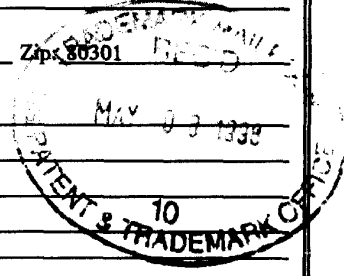
To the Honorable Commissioner of Patents and Trademarks, Patent and Trademark Office, Washington, D.C. 20530, and to the Patent and Trademark Office, Patent and Trademark Office, Washington, D.C. 20530, for all documents or copy thereof.

1. Name of conveying party(ies):
KAPRE SOFTWARE, INC.

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

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

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



3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: April 27, 1998

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

Additional numbers attached? Yes No

B. Trademark registration No.(s)

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)

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 *Ann C. Kirwin* April 27, 1998
 Name of Person Signing Signature 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
 1730 FRAME: 0255

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

2471323 8100

971160103

AUTHENTICATION: 8470658

DATE: 05-19-97
TRADEMARK

REEL: 1730 FRAME: 0256

**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.

KaPRÉ SOFTWARE, INC.

By: *Gordon O. Rapkin*
Gordon O. Rapkin, President

ATTEST:

Arthur J. Saltarelli
Arthur J. Saltarelli, Secretary