

07-13-1998

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RE



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Attorney Docket No. 7028.0999

To the Honorable Commissioner of Patents and Trademarks, Please record the attached original documents or copy thereof.

1. Name(s) of conveying party(ies):

Motive Software, Inc.

- Individual(s)
- General Partnership
- Corporation - Delaware

Other: _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name

Other: _____

Execution Date: March 13, 1998

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

Name: Motive Communications, Inc.

Address: 2112 Rutland Drive
Austin, Texas 78758

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation - 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)

75/284,280 - MOTIVE SOFTWARE
75/366,343 - M and Design
75/366,342 - MOTIVE

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: Courtney H. Bailey, Esq.

Address: Finnegan, Henderson, Farabow,

Garrett & Dunner, L.L.P.

1300 I Street, N.W.

Washington, D.C. 20005-3315

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): \$ 90

- Enclosed
- Authorized to be charged to deposit account
- Authorized to be charged to deposit account only if fee is deficient

8. Deposit account number:

06-0916

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DO NOT USE THIS SPACE

01 FC:481
02 FC:482

40.00 OP
50.00 OP

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.

Courtney H. Bailey
Name of Person Signing

Courtney H. Bailey
Signature

July 1, 1998
Date

Total number of pages including cover sheet, attachments, and document: 3

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 "MOTIVE SOFTWARE, INC.", CHANGING ITS NAME FROM "MOTIVE SOFTWARE, INC." TO "MOTIVE COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF MARCH, A.D. 1998, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9003994

DATE: 03-31-98

TRADEMARK
REEL: 1751 FRAME: 0208

**CERTIFICATE OF AMENDMENT OF THE RESTATED
CERTIFICATE OF INCORPORATION OF MOTIVE SOFTWARE, INC.**

Motive Software, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation")

DOES HEREBY CERTIFY:

FIRST: The name of the Corporation is Motive Software, Inc.

SECOND: The date on which the Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware is April 25, 1997, under the name of Motive Software, Inc.

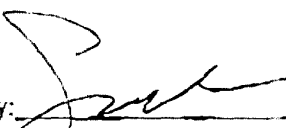
THIRD: That by unanimous written consent, the Board of Directors of the Corporation adopted a resolution setting forth a proposed amendment to the Restated Certificate, declaring said amendment to be advisable and in the best interests of the Corporation and its stockholders and authorizing the appropriate officers of the Corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment is as follows:

"RESOLVED, that Article I of the Restated Certificate of Incorporation of the Corporation be amended to read in its entirety as follows:

The name of this corporation is Motive Communications, Inc."

FOURTH: That thereafter said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law by written consent of the stockholders holding the requisite number of shares required by statute given in accordance with and pursuant to Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this Corporation has caused this Certificate of Amendment of the Restated Certificate of Incorporation to be signed by its President and Chief Executive Officer this 13 day of March, 1998.

By: 

Scott Harmon
President and Chief Executive Officer