

12-10-1998



100856816

DEMARK APPLICATION
Attorney's Do. No. 3561-6

CORRECTED: 1-28-98

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In Re U.S. Trademark Registration No. 2,085,174

Filed: 8-4-94

Box : Name Change Recordation
Asst. Commissioner for Trademarks
Arlington, VA 22202-3513

MRD 2-13-98

Please record the attached original document or copy thereof and return the recorded instrument to the undersigned.

- 1. Name of party(ies) conveying an interest: e.g. Software, Inc., 621 SW Morrison Street, Suite 1025, Portland, Oregon 97204

Entity:

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

- 2. Name and address of party(ies) receiving an interest: Webtrends Corporation, 621 SW Morrison Street, Suite 1300, Portland, Oregon 97204

Entity:

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

Citizenship _____

If not domiciled in the United States, a domestic representative designation is attached:

- Yes No (The attached document must not be an assignment.)

- 3. Description of the interest conveyed:

Assignment Change of Name Security Agreement Merger

- 4. Application number(s) or Trademark Reg. Nos. Additional sheet attached? Yes No

A. Trademark Application No

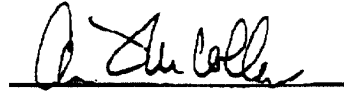
B. Trademark Reg. No: 2.085,174

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

MARGER, JOHNSON, McCOLLOM & STOLOWITZ, P.C.
1030 S.W. Morrison Street
Portland, Oregon 97205
Telephone: (503) 222-3613

6. Number of applications and trademarks involved: one
7. Enclosed is our check for \$40.00 (check no.023639).
8. Any deficiency or overpayment should be charged or credited to deposit account number 13-1703.
9. Date of execution of attached document: filed 10/1/97
10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: January 28, 1998



Alan T. McCollom
Reg. No. 28,881

Total number of pages comprising cover sheet and attached name change assignment: 9

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, **PHIL KEISLING**, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

That the attached copy of the
Restated
Articles of Incorporation
filed on
October 1, 1997
for
E.G. SOFTWARE INC.

changing the name to
WEBTRENDS CORPORATION

is a true copy of the original
document
that has been filed with this office.

In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.

PHIL KEISLING, Secretary of State



By

Debra L. Virag

Debra L. Virag

October 24, 1997

STATE OF OREGON
CORPORATION DIVISION
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327

FILED

10/01/97 OCT 1 12:27 PM 2635 ASC
BUSINESS REG \$10.00

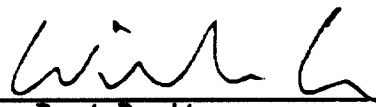
OREGON
SECRETARY OF STATE

Registry No. 551382-84

**RESTATED ARTICLES OF INCORPORATION OF
e.g. SOFTWARE INC.**

1. Name of the corporation: e.g. Software Inc.
2. New name of the corporation: WebTrends Corporation
3. A copy of the Restated Articles is attached.
4. Effective date of these Restated Articles is September 8, 1997.
5. The Restated Articles contain amendments which require shareholder approval. The date of the adoption of the Restated Articles is September 8, 1997, which is the date of adoption of the amendments included in the Restated Articles. The vote of the shareholders was as follows:

Class or series of shares:	Class A Voting Common Stock
Number of shares outstanding:	5,473,685
Number of shares entitled to be cast:	5,473,685
Number of votes cast for:	5,473,685
Number of votes cast against:	-0-



W. Glen Boyd, President



Elijahu Shapira, Secretary

Return Confirmation of Filing to:
Dawna S. Maiden
1727 NW Hoyt Street
Portland, OR 97209
(503) 222-4402

10/1/97

FILED

**RESTATED ARTICLES OF INCORPORATION OF
e.g. SOFTWARE INC.**

**OCT - 1 1997
OREGON
SECRETARY OF STATE**

These Restated Articles of Incorporation supersede the existing Articles of Incorporation filed with the Oregon Corporation Division on December 31, 1996, and previous amendments.

**ARTICLE 1
Name**

The new name of the Corporation is WebTrends Corporation.

**ARTICLE 2
Purposes and Powers**

- A. **Specific Purpose:** All aspects of the creation, design, and distribution of software.
- B. **Ancillary Purposes:** To do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Act, by other law, or by these Restated Articles of Incorporation.
- C. **Statutory Powers:** To have and exercise all the powers specified in the Act and to engage in any lawful activity for which corporations may be organized under the Act.
- D. **Carrying Out Purposes and Exercise of Powers in Any Jurisdiction:** The Corporation may carry out its purposes and exercise its powers in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by the law of the state, territory, district or possession of the United States, or by the foreign country; and it may limit the purpose or purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district, or possession of the United States, or any foreign country.
- E. **Direction of Purposes and Exercise for Powers by Directors:** The Board of Directors, subject to any specific written limitations of restrictions imposed by the Act or by these Restated Articles of Incorporation, shall direct the carrying out of the purposes and exercise of the powers of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

**ARTICLE 3
Authorized Shares**

The aggregate number of shares that the Corporation shall have authority to issue is:

- (1) 10,000,000 shares of Class A Voting Common Stock without par value;

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- and
- (2) 1,000,000 shares of Class B Non-voting Common Stock without par value;
 - (3) 10,000,000 shares of Preferred Stock without par value.

The Board of Directors of the Corporation shall have the authority to divide the Preferred Stock into as many series as it shall from time to time determine. The Board shall determine the number of shares comprising each series of Preferred Stock, which number may, unless otherwise provided by the Board in creating such series, be increased from time to time by action of the Board. Each series of Preferred Stock shall be so designated as to distinguish such series from the shares of each other series. All series of Preferred Stock shall be of equal rank and have the same powers, preferences, and rights, and shall be subject to the same qualifications, limitations, and restrictions, without distinction between the shares of different series thereof; provided, however, that there may be variations among different series of Preferred Stock as to dividend rates, prices, terms, conditions of redemptions, if any, liquidation rights, and terms and conditions of conversion, if any, which variations may be fixed and determined by the Board in its discretion.

ARTICLE 4 Preemptive Right

No shareholder shall have any preemptive right to acquire any additional treasury or unissued shares of stock of any class of the Corporation, whether now or hereafter authorized, or any bonds, debentures, or other evidences of indebtedness convertible into or exchangeable for shares of stock of any class of the Corporation.

ARTICLE 5 Provisions for Regulation of Internal Affairs of the Corporation

A. Bylaws: The initial bylaws were adopted by the Board of Directors. The power to alter, amend, or repeal the bylaws or to adopt new bylaws shall be vested in the Board of Directors and Shareholders, as set forth in the Corporation's bylaws. The bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Act or these Restated Articles of Incorporation.

B. Transactions in Which Directors Have an Interest: Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the Corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested Director or Directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any

contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

C. Indemnification: "Director" and "Officer" have that meaning given to it by the Oregon Business Corporation Act. The rights to indemnification are as follows:

(1) Right to Indemnification: Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative ("proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent, or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified, defended and held harmless by the Corporation to the fullest extent authorized by the Oregon Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said Act permitted the Corporation to provide prior to such amendment), against all expenses, liability, and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties, and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith; provided however, that the Corporation shall indemnify any such person seeking indemnity in connection with an action, suit or proceeding (or part thereof) initiated by such person only if such action, suit or proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. Such right shall be a contract right and shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses incurred by a Director or Officer in his or her capacity as a Director or Officer (and not in any other capacity in which service was or is rendered by such person while a Director or Officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of such proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such Director or Officer, to repay all amounts so advanced if it should be determined ultimately that such Director or Officer is not entitled to be indemnified under this section or otherwise.

(2) Right of Claimant to Bring Suit: If a claim under paragraph (1) is not paid in full by the Corporation within 90 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Oregon Business Corporation Act for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) to have

made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Oregon Business Corporation Act, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) that the claimant had not met such applicable standard of conduct, shall be a defense to the action or create a presumption that claimant had not met the applicable standard of conduct.

(3) Non-exclusivity of Rights: The rights conferred on any person by paragraphs (1) and (2) shall not be exclusive of any other right which such person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, bylaw, agreement, vote of shareholders or disinterested directors or otherwise.

(4) Insurance: The Corporation may maintain insurance, at its expense, to protect itself and any such Director, Officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability, or loss under the Oregon Business Corporation Act.

D. Limitation of Director's Liability: Each person who is or was a Director of this Corporation shall not be liable to or otherwise financially responsible for monetary damages, costs, or expenses to the Corporation or its shareholders for conduct as a Director except for that conduct as a director as defined by the Oregon Business Corporation Act to which this exculpation from liability is prohibited. This exculpation from liability shall be interpreted and applied in favor of the exclusion from liability of the Director to the fullest extent authorized by the Oregon Business Corporation Act, as the same exists or may hereafter be amended.

ARTICLE 6
Effective Date of
Restated Articles of Incorporation

These Restated Articles were adopted by unanimous written consent of the Board of Directors and Shareholders effective September 8, 1997.



W. Glen Boyd, President

Person to contact about this filing:

Dawna S. Maiden
(503) 222-4402

ART1AUS0478A.97



UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office
ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

JANUARY 05, 1998

PTAS

MARGER, JOHNSON, MCCOLLOM ET AL.
ALAN T. MCCOLLOM
1030 S.W. MORRISON STREET
PORTLAND, OREGON 97205



100577716A

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF NON-RECORDATION OF DOCUMENT

DOCUMENT ID NO.: 100577716

THE ENCLOSED DOCUMENT HAS BEEN EXAMINED AND FOUND NON-RECORDABLE BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. THE REASON(S) FOR NON-RECORDATION ARE STATED BELOW. DOCUMENTS BEING RESUBMITTED FOR RECORDATION MUST BE ACCOMPANIED BY A NEW COVER SHEET REFLECTING THE CORRECT INFORMATION TO BE RECORDED AND THE DOCUMENT ID NUMBER REFERENCED ABOVE.

THE ORIGINAL DATE OF FILING OF THIS ASSIGNMENT DOCUMENT WILL BE MAINTAINED IF RESUBMITTED WITH THE APPROPRIATE CORRECTION(S) WITHIN 30 DAYS FROM THE DATE OF THIS NOTICE AS OUTLINED UNDER 37 CFR 3.51. THE RESUBMITTED DOCUMENT MUST INCLUDE A STAMP WITH THE OFFICIAL DATE OF RECEIPT UNDER 37 CFR 3. APPLICANTS MAY USE THE CERTIFIED PROCEDURES UNDER 37 CFR 1.8 OR 1.10 FOR RESUBMISSION OF THE RETURNED PAPERS, IF THEY DESIRE TO HAVE THE BENEFIT OF THE DATE OF DEPOSIT IN THE UNITED STATES POSTAL SERVICE.

SEND DOCUMENTS TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, NORTH TOWER BUILDING, 2800 CRYSTAL DRIVE, WASHINGTON, D.C. 20231. IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE, YOU MAY CONTACT THE INDIVIDUAL WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723.

1. THE COVER SHEET SUBMITTED FOR RECORDING IS NOT ACCEPTABLE. THE NAME OF THE CONVEYING PARTY(S) MUST BE INDICATED ON THE COVER SHEET AND MUST BE COMPLETE. (I.E. LAST NAME, FIRST NAME MI)
2. THE COVER SHEET SUBMITTED FOR RECORDING IS NOT ACCEPTABLE. THE NAME AND ADDRESS OF THE RECEIVING PARTY(S) MUST BE INDICATED ON THE COVER SHEET.

SHARMALLA SIMPSON, EXAMINER

TRADEMARK
REEL: 1779 FRAME: 0025

DEC-10-1998 13:10

MARGER JOHNSON ET AL

503 973 1459 P.15/15

ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

TRADEMARK
REEL: 1779 FRAME: 0026

TOTAL P.15

RECEIPT IS HEREBY ACKNOWLEDGED BY THE U.S. TRADEMARK OFFICE OF THE FOLLOWING: New Transmittal Sheet; a CORRECTED Cover Sheet for Recordation; copy of USPTO Notice of Non-Recordation of Document; Original Transmittal Sheet in Duplicate; Certified Copy of Restated Articles; and a return postcard

Mark: AUDITTRACK
Registration No. 2,085,174
Serial No. 75/034,916

Examiner: DH. Stine

Filed: 8-4-94

ATM/dla
Do. No. 3561-6

Mailed: February 13, 1998

