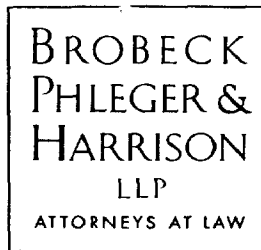


09-14-1998



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TELEPHONE: (650) 424-0160
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WRITER'S DIRECT DIAL: (650) 496-2761
EMAIL: astriegel@brobeck.com

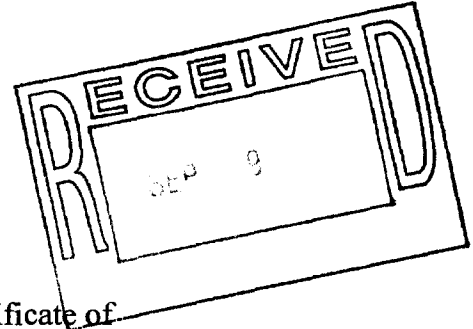


TWO EMBARCADERO PLACE
2200 GENG ROAD
PALO ALTO
CALIFORNIA 94303-0913

September 8, 1998

Via Express Mail

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



MRD 9-9-98

Re: Submission of Certificate of Amendment of Certificate of
Incorporation of QuickResponse Services, Inc. for Recordation
Conveying Party: QuickResponse Services, Inc.
Receiving Party: QRS Corporation
Our Reference: 020893.0001

Dear Sir:

Enclosed for recordation, please find a true copy of the Certificate of Amendment of Certificate of Incorporation of QuickResponse Services, Inc. executed May 8, 1998, wherein QuickResponse Services, Inc. changed its corporate name to QRS Corporation.

Please find enclosed a check in the amount of \$415.00 for recordation of this document for sixteen (16) trademark applications and registrations.

The following is the required cover sheet information for recording the enclosed Certificate of Amendment of Certificate of Incorporation of QuickResponse Services, Inc.:

- 1. **Conveying Party:** QuickResponse Services, Inc.
(a Delaware corporation)
1400 Marina Way South
Richmond, CA 94804
- 2. **Receiving Party:** QRS Corporation
(a Delaware corporation)
1400 Marina Way South
Richmond, CA 94804
- 3. **Nature of Conveyance:** Change of corporate name.

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40.00 00
375.00 00
09/14/1998 TTUW11
01 FC:481
02 FC:482

SAN FRANCISCO PALO ALTO LOS ANGELES ORANGE COUNTY SAN DIEGO NEW YORK AUSTIN DENVER LONDON*

*BROBECK HALE AND DORR INTERNATIONAL OFFICE

PALLIB\BDK\116034.01
EL 149 645 477 US

TRADEMARK
REEL: 1786 FRAME: 0063

4. Trademark Applications and Registrations: See Exhibit A

5. Party to Whom Correspondence Regarding this Document Should Be Mailed:

Adam C. Striegel, Esq.
Brobeck, Phleger & Harrison LLP
2200 Geng Rd.
Two Embarcadero Place
Palo Alto, CA 94303

6. Total Number of Applications/Registrations: 16

7. Total Fee: \$415.00

In addition, please charge Deposit Account No. 02-3950 for any additional fees that might be necessary. A copy of this letter is enclosed.

To the best of the undersigned's knowledge and belief, the foregoing information is true and correct and the copy of the Certificate of Amendment of Certificate of Incorporation submitted herewith is a true copy of the original document.

Very truly yours,

BROBECK, PHLEGER & HARRISON LLP

By: 

Adam C. Striegel

ACS:bdk
Enclosure

cc: Ms. Gwen Johansen

EXHIBIT A

PENDING APPLICATIONS:

<u>Mark</u>	<u>Serial No.</u>
COLLABORATIVE REPLENISHMENT SERVICES	74/633,230
CRS	74/633,232
QRS Stylized	75/362,197
QRS Stylized	75/362,091
QRS ALLIANCE	75/359,368
QRS CATALYST	75/268,255
QRS CONCOURSE	75/359,431
QRS HORIZON	75/295,464
QRS KEYSTONE	75/284,707
QRS MARINER	75/359,374
QRS PASSKEY	75/476,386
QRS PASSKEY	75/476,387
QRS QUICKSTEP	75/406,893
QUICKRESPONSE SERVICES	75/257,049

REGISTERED MARK:

<u>Mark</u>	<u>Registration No</u>
QRS	1,613,589
SHIPNET	1,413,657

State of Delaware

Office of the Secretary of State

T. 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 "QUICKRESPONSE SERVICES, INC.", CHANGING ITS NAME FROM "QUICKRESPONSE SERVICES, INC." TO "QRS CORPORATION", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF MAY, A.D. 1998, AT 9 O'CLOCK A.M.

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



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

2765731 8100

981181584

AUTHENTICATION: 9076453

DATE: 05-12-98

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF
QUICKRESPONSE SERVICES, INC.
a Delaware corporation**

(pursuant to Section 242 of
the Delaware General Corporation Law)

The undersigned, H. Lynn Hazlett, HEREBY CERTIFIES AS FOLLOWS:

FIRST: The name of the corporation (hereinafter called the "Corporation") is QuickResponse Services, Inc.

SECOND: The Certificate of Incorporation of said Corporation, which was originally incorporated in Delaware on June 23, 1997 under the name QuickResponse Delaware, Inc., and whose name was corrected by Certificate of Correction on October 21, 1997 to the Corporation's current name of QuickResponse Services, Inc., is hereby amended by striking out Article First thereof and by substituting in lieu of said Article First, the following new Article First:

"FIRST: The name of this corporation is QRS Corporation."

THIRD: The amendment of the Certificate of Incorporation of the Corporation herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of Certificate of Incorporation this 5th day of May, 1998.

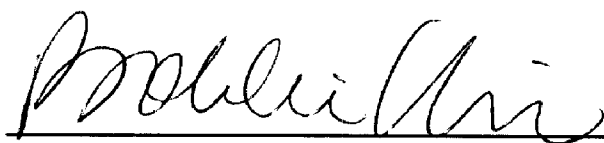


H. Lynn Hazlett, President and
Chief Executive Officer

PALLIB1UR61097017.01

CERTIFICATE OF EXPRESS MAIL UNDER 37 CFR 1.10

I, Bobbie D. Kim, do hereby certify that the foregoing document(s) is/are being deposited with the United States Postal Service as Express Mail, postage prepaid, in an envelope addressed to the Assistant Commissioner of Trademarks, 2900 Crystal Drive, Arlington, Virginia, 22202-3513, on this date of September 9, 1998.



Signature

EL 149 645 477 US
Express Mail Label Number

H:\H\LL\CERT.FRM

RECORDED: 09/09/1998

**TRADEMARK
REEL: 1786 FRAME: 0068**