

11-06-1998

Form PTO-1594 (Adapted)
7/3/95



U.S. DEPARTMENT OF COMMERCE
Patent & Trademark Office
SHEET

100871515

MRLD 11/2/98

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

1. Name of conveying party(ies):
SQL Financials International, Inc.

Individual 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: Clarus Corporation
Address: 3950 Johns Creek Road, #100
Suwanee, Georgia 30024

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

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

Execution Date: August 28, 1998

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(a). Trademark Application Nos: 75/483,281; 75/540,319

Additional numbers attached? Yes No

4(b). Trademark Registration Nos: 2,167,261; 2,172,568; 2,169,258; 1,799,206

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name John Whitaker
 Address: JONES & ASKEW, LLP
 37th Floor, 191 Peachtree Street, N.E.
 Atlanta, Georgia 30303

6. Total number of applications and registrations involved: **6**

7. Total fee (37 CFR 3.41) enclosed: \$ **240.00**

DO NOT USE THIS SPACE

8. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached _____ is a true copy of the original document

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

John Whitaker [Signature] October 29, 1998
 Name of Person Signing Signature Date

Attorney Docket No: 19863-8001,8006,8007, 8008,8009, 8010 Total number of pages including cover sheet: 4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks
Box Assignments
Washington, D.C. 20231

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01 FC:481
02 FC:482

TRADEMARK
REEL: 1809 FRAME: 0904

S /// STATE OF DELAWARE /// V
T /// SECRETARY OF STATE /// 0
A DIVISION OF CORPORATIONS /// I
M FILED 03:00 PM 08/28/1998 / D
P /// 981338796 / +2279537 ///
BY Pauline L. Fry

FROM: WOMBLE CARLYLE 1275 ATL ID: 4048887490

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING CLARUS CORPORATION INTO
SQL FINANCIALS INTERNATIONAL, INC.**

SQL Financials International, Inc., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the capital stock of Clarus Corporation, a Delaware corporation (the "Subsidiary").

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 24th day of August, 1998, determined to merge the Subsidiary with and into the Corporation on the conditions set forth in such resolutions:

RESOLVED: That the Corporation merge into itself the Subsidiary, and assume all of said Subsidiary's liabilities and obligations;

FURTHER RESOLVED: That the President and the Secretary of the Corporation be and they hereby are directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolution to merge the Subsidiary into the Corporation and to assume Subsidiary's liabilities and obligations and the date of adoption thereof and to file the same in the office of the Secretary of State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of New Castle County.


FURTHER RESOLVED: That the Amended and Restated Certificate of Incorporation of the Corporation be amended by changing the Article thereof numbered "Article 1: Name" so that, as amended said Article shall be and read as follows:

The name of the corporation is:
CLARUS CORPORATION

FURTHER RESOLVED: That the Bylaws of the Corporation be revised to show the name of the corporation as **CLARUS CORPORATION**.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed and this certificate to be signed by Stephen P. Jeffery, its authorized officer, this 28th day of August, 1998.

SQL FINANCIALS INTERNATIONAL, INC.

By:  _____
Stephen P. Jeffery, President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:30 PM 08/28/1998
981338796 / +2279537

SQL FINANCIALS INTERNATIONAL, INC.**MEETING OF BOARD OF DIRECTORS****AUGUST 24, 1998**

WHEREAS, SQL Financials International, Inc. (the "Corporation") owns all of the outstanding shares of each class of the capital stock of Clarus Corporation, a Delaware corporation (the "Subsidiary"); and

WHEREAS, the Board of Directors of the Corporation wishes to merge the Subsidiary with and into the Corporation for the purposes of changing the name of the Corporation.

RESOLVED: That the Corporation merge into itself the Subsidiary, and assume all of said Subsidiary's liabilities and obligations;

FURTHER RESOLVED: That the President and the Secretary of the Corporation be and they hereby are directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolution to merge the Subsidiary into the Corporation and to assume Subsidiary's liabilities and obligations and the date of adoption thereof and to file the same in the office of the Secretary of State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of New Castle County.

FURTHER RESOLVED: That the Amended and Restated Certificate of Incorporation of the Corporation be amended by changing the Article thereof numbered "Article 1: Name" so that, as amended said Article shall be and read as follows:

The name of the corporation is:
CLARUS CORPORATION

FURTHER RESOLVED: That the Bylaws of the Corporation be revised to show the name of the corporation as **CLARUS CORPORATION**.

State of Delaware
Office of the Secretary of State PAGE 1

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 OWNERSHIP, WHICH MERGES:

"CLARUS CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "SQL FINANCIALS INTERNATIONAL, INC." UNDER THE NAME OF "CLARUS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF AUGUST, A.D. 1998, AT 3:30 O'CLOCK P.M.



2279537 8100M

981369470

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 9328012

DATE: 09-29-98

RECORDED: 11/02/1998

TRADEMARK
REEL: 1809 FRAME: 0907