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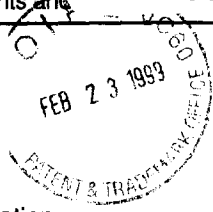
100975481

To the Honorable Commissioner of Patents and Trademarks Original documents or copy thereof.

1. Name of conveying party(ies):

Micro-MRP, Inc.

2-23-99



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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: August 31, 1998

2. Name and address of receiving party(ies)

Name: Kewill ERP, Inc.

Internal Address:

Street Address: Century Plaza, First Floor,
1065 East Hillside Boulevard
City: Foster City State: CA ZIP: 94404

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/456,980

B. Trademark Registration No.(s)

1,718,573

Additional numbers attached? Yes No

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

Name: James C. Wray

Internal Address:

02/24/1999 JSNBAZZ 00000171 75456980

01 FC:481	40.00 DP
02 FC:482	25.00 DP
03 FC:998	15.00 DP

Street Address: 1493 Chain Bridge Road

Suite 300

City: McLean State: VA ZIP: 22101

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 80.00

- 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.

Julie H. Gamotis

Name of Person Signing

Julie H. Gamotis

Signature

February 23, 1999

Date

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

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments

Washington, D.C. 20231

TRADEMARK

REEL: 1859 FRAME: 0985

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this



Bill Jones

Secretary of State

TRADEMARK

REEL: 1859 FRAME: 0986

98 9177

10/18/98

**CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION
OF MICRO-MRP, INC.,
a California corporation**

SEP - 3 1998

10/18/98

The undersigned, Aidan Hegarty and Keith Louie, hereby certify that:

ONE: They are the duly elected and acting President and Secretary, respectively, of Micro-MRP, Inc. (the "Corporation").

TWO: Article One of the Articles of Incorporation of the Corporation shall be amended to read in full as follows:

"ARTICLE

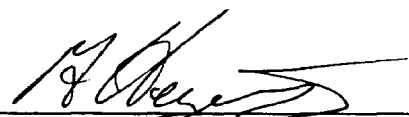
The name of this corporation is Kewill ERP, Inc."


THREE: The foregoing amendment has been approved by the Board of Directors of the Corporation.

FOUR: The foregoing amendment has been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of the Corporation entitled to vote with respect to the foregoing amendment was 100 shares of Common Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

IN WITNESS WHEREOF, the undersigned have executed this certificate at Foster City, California and declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: August 31, 1998.


Aidan Hegarty, President


Keith Louie, Secretary



pa-297596