

2-26-99

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02-26-1999

HEET

Tab settings



To the Honorable Commissioner of Pat

100975930

Send original documents or copy thereof.

1. Name of conveying party(ies): LiveWire Corporation
(f/k/a H.O. Software, Inc.)
2 East Bryan Street
Suite 1100
Savannah, GA 31401

Individual(s)
 General Partnership
 Corporation-State
 Other

Association
 Limited Partnership

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

MRP
2-26-99

2. Name and address of receiving party(ies)
Name: H.O. Systems, Inc.
Internal Address: Suite 1100
Street Address: 2 East Bryan Street
City: Savannah State: GA ZIP: 31401

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

3. Nature of conveyance:

Assignment
 Security Agreement
 Other

Merger
 Change of Name

Execution Date: January 7, 1999

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

A. Trademark Application No.(s)

75558216
75555115

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: J. Lee
Internal Address: Access Information Services, Inc.
Street Address: 1773 Western Ave
City: Albany State: NY ZIP: 12203

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

03/01/1999 JSWDRZZ 00000015 75558216

DO NOT USE THIS SPACE

01 Fee: 48.00
02 Fee: 48.00

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.

Matthew C. Ford
Name of Person Signing

Matthew C. Ford
Signature

January 7, 1999
Date

Total number of pages including cover sheet, attachments, and document: 10

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

ASSIGNMENT

THIS ASSIGNMENT is made the th day of January 1999, between LiveWire Corporation (“the **Assignor**”), a corporation organized and existing under the laws of the State of Georgia, having a place of business at 2 East Bryan Street, Suite 1100, Savannah, Georgia 31401, formerly known as H.O. Software, Inc., having a place of business at 2 East Bryan Street, Suite 1100, Savannah, Georgia 31401, and H.O. Systems, Inc. (“the **Assignee**”), a corporation organized and existing under the laws of the State of Delaware, having a place of business at 711 Westchester Avenue, White Plains, New York 10604.

WHEREAS, Assignee is a subsidiary of Assignor, and

WHEREAS, Assignor is the sole and exclusive owner of certain Trade Marks listed in the Schedule attached hereto (the “**Trade Marks**”), and

WHEREAS, Assignor has filed applications to register the Trade Marks in the United States of America (the “**Trade Mark Applications**”), and

WHEREAS, Assignee desires to obtain from Assignor, and Assignor desires to and has agreed to contribute, transfer, and assign to Assignee, all of Assignor’s right, title, and interest in and to the Trade Marks, the Trade Mark Applications, and the goodwill of the business relating to the goods in respect of which the Trade Marks have been and will be used and in respect of which the Trade Mark Applications have been filed;

NOW, THEREFORE:

1. In consideration of the foregoing good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns unto Assignee, its

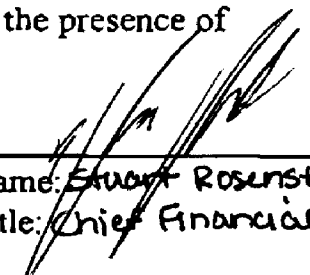
successors, and assigns the Trade Marks, the Trade Mark Applications, and the goodwill of the business relating to the goods in respect of which the Trade Mark Applications are pending, with the intent that upon one or more of the said Trade Mark Applications being in order for registration, this Assignment shall operate to vest all right, title, and ownership in the registered Trade Marks in Assignee together with the goodwill of the business relating to the goods in respect of which the Trade Mark Applications are pending, with the right to sue and to collect damages for past infringements of the Trade Marks.

2. Assignor hereby covenants with Assignee that Assignor has not done or knowingly suffered or been party or privy to any act or thing whereby Assignor is prevented from assigning the Trade Mark Applications or any rights that would or will arise upon registration of one or more of the Trade Marks contained in the Trade Mark Applications.

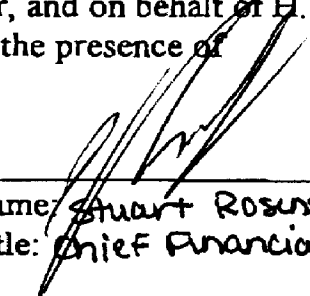
IN WITNESS WHEREOF the parties hereto have hereunto executed this

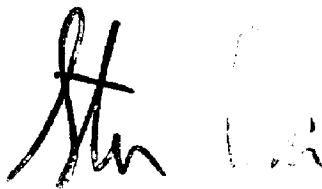
Assignment the day and year first written above.

Signed by,)
for, and on behalf of LiveWire Corporation)
in the presence of)

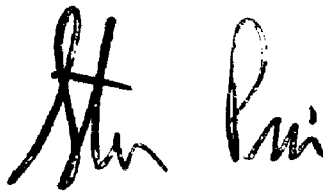

Name: Stuart Rosenstein
Title: Chief Financial Officer + Secretary

Signed by,)
for, and on behalf of H.O. Systems, Inc.)
in the presence of)


Name: Stuart Rosenstein
Title: Chief Financial Officer + Secretary



Name: Steven Price
Title: Chief Executive Officer + President



Name: Steven Price
Title: Chief Executive Officer + President

THE SCHEDULE HEREINBEFORE REFERRED TO

<u>TERRITORY</u>	<u>APPLICATION MARK</u>	<u>NUMBER</u>	<u>CLASS</u>
United States	HOCIMS	75558216	INT. 9
United States	H.O. SOFTWARE	75555115	INT. 9

CERTIFICATE OF SECRETARY
of
LIVEWIRE CORPORATION
(formerly known as H.O. Software, Inc.)

I, Stuart Rosenstein, Secretary of LiveWire Corporation (formerly known as H.O. Software, Inc.) (the "Company"), a Georgia corporation, DO HEREBY CERTIFY, solely in my capacity as Secretary of the Company and not in my personal capacity, as follows:

1. Attached hereto as Exhibit A is a true, complete and correct copy of resolutions duly adopted by the shareholders of the Company approving the change of the name of the company from H.O. Software, Inc. to LiveWire Corporation.

2. Attached hereto as Exhibit B is a true, complete and correct copy of an amendment to the certificate of incorporation of the Company, as filed with the Secretary of State of the State of Georgia and effecting the change of the name of the Company from H.O. Software, Inc. to LiveWire Corporation as of January 4, 1999.

IN WITNESS WHEREOF, I have hereunto set my hand.

Dated: January 6, 1999



Stuart Rosenstem

H.O. SOFTWARE, INC.**Joint Written Consent of the Sole Director and the Sole Shareholder**

The undersigned, being the sole director and sole shareholder of H.O. Software, Inc., a Georgia corporation (the "Corporation"), hereby takes the following actions by written consent pursuant to Sections 14-2-821 and 14-2-704 of the Georgia Business Corporation Code, and hereby waives any and all notices or delivery of materials whatsoever required to be given in connection therewith:

WHEREAS, in anticipation of and preparation for the transactions related to and contemplated by the Recapitalization Agreement, dated December 17, 1998, among the Corporation and certain other parties, the undersigned deems it advisable and in the best interests of the Corporation and its sole shareholder to amend the Corporation's Articles of Incorporation in order to effect the change in the Corporation's name from H.O. Software, Inc. to LiveWire Corporation;

1. RESOLVED, that the undersigned deems it in the best interests of the Corporation and its sole shareholder that the Corporation change the Corporation's name from H.O. Software, Inc. to LiveWire Corporation and in connection therewith amend the Corporation's Articles of Incorporation by replacing Article 1. of the Articles of Incorporation in its entirety with the following:

1.

The name of the corporation is LiveWire Corporation

2. RESOLVED, that each of the President, Chief Financial Officer and Secretary of the Corporation be, and hereby is, authorized and directed to take all actions necessary or appropriate to prepare, execute and file with the Secretary of State of the State of Georgia any certificate or other documents necessary to effectuate the above resolutions in each case in accordance with the requirements of the Georgia Business Corporation Code.

3. RESOLVED, that all acts and deeds heretofore done by the Corporation or by any of its officers or directors for or on behalf of the Corporation are hereby ratified, authorized, approved and confirmed.

IN WITNESS WHEREOF, the undersigned has executed this consent as of December 28, 1998.



Patrick R. Hans
Sole Director and Sole Shareholder

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K90060105
 CONTROL NUMBER : K114120
 DATE INC/AUTH/FILED : 08/13/1991
 JURISDICTION : GEORGIA
 PRINT DATE : 01/06/1999
 FORM NUMBER : 215

CT CORPORATION SYSTEM
 PATTIE HARDY
 1201 PEACHTREE STREET, NE
 ATLANTA, GA 30361

CERTIFIED COPY

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

LIVENIRE CORPORATION
A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Lewis A. Massey

Lewis A. Massey

TRADEMARK
 REEL: 1861 FRAME: 0767

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K90040818
CONTROL NUMBER: K114120
EFFECTIVE DATE: 01/04/1999
REFERENCE : 0045
PRINT DATE : 01/06/1999
FORM NUMBER : 611

CT CORPORATION SYSTEM
PATTIE HARDY
1201 PEACHTREE STREET, NE
ATLANTA, GA 30361

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Lewis A. Massey, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

H. O. SOFTWARE, INC.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the office of the Secretary of State changing its name to

LIVENIRE CORPORATION

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Lewis A. Massey

Lewis A. Massey

TRADEMARK
REEL: 1861 FRAME: 0768

K 90040810

ARTICLES OF AMENDMENT

K 114120
K 90040809

To the Secretary of State:

Pursuant to the provisions of the Georgia Business Corporation Code, Section 14-2-1006, the undersigned corporation hereby amends its Articles of Incorporation, and for that purpose, submits the following statements:

- 1. The name of the corporation is H.O. Software, Inc.
- 2. The text of the amendment adopted is Article 1. of the corporation's Articles of Incorporation is amended by replacing such Article 1. in its entirety with the following:

1.

The name of the corporation is LiveWire Corporation

3. The amendment was duly adopted on December 28, 1998 by the corporation's sole shareholder by written consent in accordance with the provisions of Section 14-2-1003 of the Georgia Business Corporation Code.

December 28, 1998.

H.O. SOFTWARE, INC.

By: Patrick R. Hans
Patrick R. Hans
President

SECRETARY OF STATE
JAN 4 11 30 AM '99

SECRETARY OF STATE
JAN 5 2 30 PM '99
BSR (6)

267945/DV1 85L901

RECORDED: 02/26/1999

TRADEMARK
REEL: 1861 FRAME: 0769