

05-18-1999



FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

101040243

REC'D MAY -5 PM 1:22

S.S.99 mcd

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other _____
- License
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year _____

Conveying Party

Mark if additional names of conveying parties attached

Name SciQuest, Inc. Execution Date
Month Day Year 6/23/97

Formerly Outpurchasing, Inc.

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization North Carolina

Receiving Party

Mark if additional names of receiving parties attached

Name SciQuest, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 5151 McCrimmon Parkway

Address (line 2) Suite 208

Address (line 3) Morrisville North Carolina/ USA 27560
City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization North Carolina

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

05/17/1999 JSHABAZZ 00000025 2089165

FOR OFFICE USE ONLY

01 FC:481 40.00 DP
02 FC:482 25.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 001897 FRAME: 0523

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

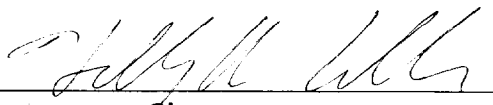
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Holly A. Coldiron
Name of Person Signing


Signature

May 4, 1999
Date Signed

STATE OF NORTH CAROLINA



Department of The
Secretary of State

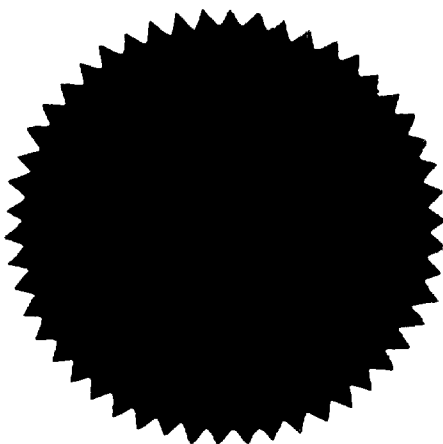
To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

**ARTICLES OF RESTATEMENT
OF
OUTPURCHASING, INC.**

the original of which is now on file and a matter of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 21st day of April, 1999.



Elaine F. Marshall

Secretary of State

TRADEMARK
REEL: 001897 FRAME: 0525

47 175 9006

0-0382756

FILED

4:30 PM

JUN 24 1997

**ARTICLES OF RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
OUTPURCHASING, INC.**

EFFECTIVE
ELAINE F MARSHALL
SECRETARY OF STATE
NORTH CAROLINA

Pursuant to Section 55-10-07 of the General Statutes of North Carolina, the undersigned corporation does hereby submit the following for the purpose of restating its Articles of Incorporation:

1. The name of the Corporation is Outpurchasing, Inc.
2. The text of the Restated Articles of Incorporation is attached.
3. The Restated Articles of Incorporation, which contain an amendment requiring shareholder approval, were approved by shareholder action, and shareholder approval was obtained as required by Chapter 55 of the North Carolina General Statutes on June 20, 1997.
4. The Restated Articles of Incorporation do not contain an amendment providing for an exchange, reclassification, or cancellation of issued shares.

This the 23rd day of June, 1997.

OUTPURCHASING, INC.

By: Peyton Anderson
Peyton Anderson, President

**ARTICLES OF RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
OUTPURCHASING, INC.**

ARTICLE I

The name of the corporation is SciQuest, Inc.

ARTICLE II

The total number of shares of stock which the corporation shall have authority to issue is 10,000,000 shares of Common Stock.

ARTICLE III

The street address (which is also the mailing address) and the county of the registered office is Hutchison & Mason PLLC, 4011 Westchase Boulevard, Suite 400, Wake County, Raleigh, North Carolina 27607.

ARTICLE IV

The name of the registered agent at the address of the registered office is Helga L. Leftwich.

ARTICLE V

No director of the corporation shall have personal liability arising out of an action whether by or in the right of the corporation or otherwise for monetary damages for breach of any duty as a director; provided, however, that the foregoing shall not limit or eliminate the personal liability of a director with respect to (i) acts or omissions that such director at the time of such breach knew or believed were clearly in conflict with the best interests of the corporation, (ii) any liability under Section 55-8-33 of the North Carolina General Statutes or any successor provision, (iii) any transaction from which such director derived an improper personal benefit, or (iv) acts or omissions occurring prior to the date of the effectiveness of this Article. As used in this Article, the term "improper personal benefit" does not include a director's reasonable compensation or other reasonable incidental benefit for or on account of his or her services as a director, officer, employee, independent contractor, attorney, or consultant of the corporation.

Furthermore, notwithstanding the foregoing provision, in the event that Section 55-2-02 or any other provision of the North Carolina General Statutes is amended or enacted to permit further limitation or elimination of the personal liability of the director, the personal liability of the corporation's directors shall be limited or eliminated to the fullest extent permitted by the applicable

law.

This Article shall not affect a provision permitted under the North Carolina General Statutes in the articles of incorporation, bylaws or contract or resolution of the corporation indemnifying or agreeing to indemnify a director against personal liability. Any repeal or modification of this Article shall not adversely affect any limitation hereunder on the personal liability of the director with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE VI

The number of Directors of the corporation may be fixed by the bylaws.