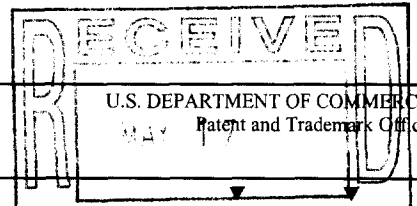


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FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)



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Tab settings

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

1. Name of conveying party (ies): Araxsys, Inc.

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

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

2. Name and address of receiving party(ies):

Name: Confer Software, Inc. Internal Address: Street Address: 200 Penobscot Drive City: Redwood City State: CA ZIP: 94063

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

If assignment 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) and addresses attached? Yes No

3. Nature of conveyance:

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

Execution Date: April 22, 1999

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

A. Trademark Application No.(s)

75/155,303 75/154,807 75/658,564 75/658,545

B. Trademark Registration No.(s)

2,060,679 2,070,688 2,096,905

Additional numbers attached? Yes No

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

Name: Harold J. Milstein Internal Address:

Street Address: Wilson Sonsini Goodrich & Rosati, 650 Page Mill Road City: Palo Alto State: CA ZIP: 94304-1050

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41) \$190.00

- Enclosed, Authorized to be charged to deposit account

If fee insufficient, please charge:

8. Deposit account number: 23-2415 ATTN: 14621-900

(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.

Harold J. Milstein Name of Person Signing

Signature

May 12, 1999 Date

Total number of pages including cover sheet, attachments, and document: 4

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

TRADEMARK REEL: 001899 FRAME: 0304

05/20/1999 15H08AZZ 00000236 75155303

01 FD 485 40.00 DP 02 FD 482 150.00 DP

State of California



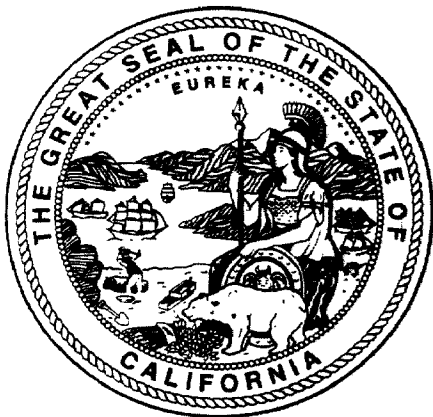
SECRETARY OF STATE

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

That the attached transcript of 2 page(s) 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 day of

1971 10 23



Secretary of State

FILED IN THE OFFICE OF THE
CLERK OF THE SUPERIOR COURT
OF THE STATE OF CALIFORNIA
COUNTY OF SAN DIEGO

APR 22 1999

**CERTIFICATE OF AMENDMENT OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
ARAXSYS, INC.**

BILL JONES, SECRETARY OF STATE

The undersigned, Dale T. Sakai and Geoffrey B. Hale, certify that:

1. They are the duly elected acting President and Assistant Secretary, respectively, of Araxsys, Inc., a California corporation (the "Company").

2. That Article FIRST of the Amended and Restated Articles of Incorporation of Araxsys, Inc. a California corporation is amended to read as follows:

"FIRST. The name of this corporation is Confer Software, Inc."

3. The foregoing amendment of the Amended and Restated Articles of Incorporation have been duly approved by the Board of Directors of this Company.

4. The Amended and Restated Articles of Incorporation of the Company attached hereto have been duly approved by the shareholders of this corporation in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of Common Stock is 4,785,191, the total number of outstanding shares of Series A Preferred Stock is 236,842, the total number of outstanding shares of Series B Preferred Stock is 2,475,000 the total number of outstanding shares of Series C Preferred Stock is 3,908,794, the total number of outstanding shares of Series D-1 Preferred Stock is 13,913,803 and the total number of outstanding shares of Series D-2 Preferred Stock is 7,399,443. The number of shares voting in favor of the Amended and Restated Articles of Incorporation equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%) of the outstanding shares of the Preferred Stock, voting separately as a single class, more than fifty percent (50%) of the Series D-1 Preferred Stock and Series D-2 Preferred Stock voting together as as single class, more than fifty percent (50%) of the outstanding shares of Common Stock, voting separately as a single class, and more than fifty percent (50%) of the outstanding shares of the Preferred Stock and Common Stock, voting together as a single class.

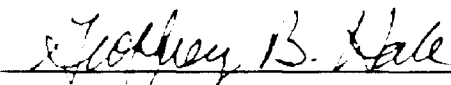
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The undersigned further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of their own knowledge.

Date: April 22, 1999



Dale T. Sakai



Geoffrey B. Hale

