

Client Code: ADBUS.115T

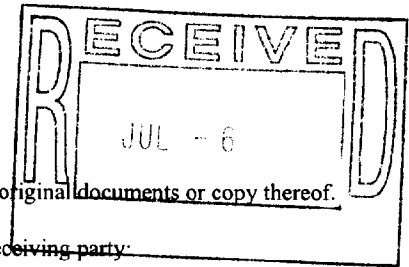
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TO THE ASSISTANT COMMISSIONER OF PATENTS.

1. Name of conveying party: (If multiple assignors, list numerically)

Platinum Software Corporation

- 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:

Name: Epicor Software Corporation
Internal Address:
Street Address: 195 Technology Drive
City: Irvine State: CA ZIP: 92618

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State - Delaware
- 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) and address(es) attached?
 Yes No

3. Nature of conveyance:

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

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above) April 29, 1999

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

- a. Trademark Application No: 75/643,945
- 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: Andrew H. Simpson, Esq.
KNOBBE, MARTENS, OLSON & BEAR, LLP
Customer No. 20,995
Internal Address: Sixteenth Floor
Street Address: 620 Newport Center Drive
City: Newport Beach State: CA ZIP: 92660
Attorney's Docket No.: ADBUS.115T

7. Total fee (37 CFR 3.41): \$40

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved:
1

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.

Name of Person Signing
Andrew H. Simpson

Signature

Date

June 30, 1999

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

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TRADEMARK
REEL: 001923 FRAME: 0675

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 AMENDMENT OF "PLATINUM SOFTWARE CORPORATION", CHANGING ITS NAME FROM "PLATINUM SOFTWARE CORPORATION" TO "EPICOR SOFTWARE CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF APRIL, A.D. 1999, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel, Secretary of State

2143290 8100

991169546

AUTHENTICATION: 9715648

DATE: 04-29-99

TRADEMARK
REEL: 001923 FRAME: 0676

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 04/29/1999
991169546 - 2163290

**CERTIFICATE OF AMENDMENT
OF
SECOND RESTATED CERTIFICATE OF INCORPORATION
OF
PLATINUM SOFTWARE CORPORATION,
a Delaware Corporation**

(Pursuant to Section 242 of the Delaware General Corporation Law)

PLATINUM SOFTWARE CORPORATION, a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "Corporation"), does hereby certify:

FIRST: That at a duly held meeting of the Board of Directors of the Corporation, the Board of Directors of the Corporation duly adopted resolutions setting forth a proposed amendment to the Second Restated Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and directing that said amendment be submitted to the stockholders of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that Article One of the Corporation's Second Restated Certificate of Incorporation be amended to read as follows:

"The name of the Corporation is Epicor Software Corporation."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a meeting of the stockholders of the Corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, this Corporation has caused this Certificate of Amendment to be signed by Perry Tarnofsky, its duly authorized Vice President this 29th day of April, 1999.

Platinum Software Corporation,
a Delaware corporation

By: 
Perry Tarnofsky