

08-16-1999



08-09-1999

RECOR

101117154

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

U.S. Patent & TMO/TM Mail Rcpt Dt. #61

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

<p>1. Name of conveying party(ies): St. Paul Software, Inc. 8-9-99</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-Minnesota <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>SPS Commerce, Inc.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>1450 Energy Park Drive</u></p> <p>City: <u>St. Paul</u> State: <u>MN</u> ZIP: <u>55108</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Minnesota</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>																
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: _____</p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p> <p>75300070 75028357</p> <p>B. Trademark Registration No.(s)</p> <table border="0"> <tr> <td>2196789</td> <td>1781227</td> <td>1829286</td> <td>2058865</td> </tr> <tr> <td>1499357</td> <td>1785343</td> <td>1852302</td> <td>2113444</td> </tr> <tr> <td>1591481</td> <td>1806698</td> <td>1935343</td> <td>2102478</td> </tr> <tr> <td>1741030</td> <td>1809976</td> <td>2507038</td> <td></td> </tr> </table> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	2196789	1781227	1829286	2058865	1499357	1785343	1852302	2113444	1591481	1806698	1935343	2102478	1741030	1809976	2507038	
2196789	1781227	1829286	2058865														
1499357	1785343	1852302	2113444														
1591481	1806698	1935343	2102478														
1741030	1809976	2507038															
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Schwegman Lundberg et al. Name: <u>Frank Farrell</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>PO Box 2938</u></p> <p>City: <u>Minneapolis</u> State: <u>MN</u> ZIP: <u>55402</u></p>	<p>6. Total number of applications and registrations involved: <u>17</u></p> <p>7. Total fee (37 CFR 3.41): \$ <u>440</u></p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>																
DO NOT USE THIS SPACE																	
<p>9. Statement and signature. <i>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.</i></p> <p><u>Frank S. Farrell</u> <u>[Signature]</u> <u>8/3/99</u></p> <p>Name of Person Signing Signature Date</p> <p>Total number of pages comprising cover sheet: <u>1</u></p>																	

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

08/13/1999 NTHA11 00000294 75300070

01 FC:481 40.00 OP
02 FC:482 400.00 OP

52-652

4 / 23

3439



MINNESOTA SECRETARY OF STATE
AMENDMENT OF ARTICLES OF INCORPORATION

BEFORE COMPLETING THIS FORM, PLEASE READ INSTRUCTIONS LISTED BELOW.

CORPORATE NAME:(List the name of the company prior to any desired name change)

St. Paul Software, Inc.

This amendment is effective on the day it is filed with the Secretary of State, unless you indicate another date, no later than 30 days after filing with the Secretary of State.

The following amendment(s) of articles regulating the above corporation were adopted: (insert full text of newly amended article(s) indicating which article(s) is (are) being amended or added.) If the full text of the amendment will not fit in the space provided, attach additional numbered pages. (Total number of pages including this form 1.)

ARTICLE I


The name of this corporation is SPS Commerce, Inc.

ARTICLE III

Article 3.02 is deleted in its entirety and replaced by the following:

3.02. Without the consent of the holders of a majority of the issued and outstanding shares of Series A Convertible Participating Preferred Stock and the holders of two-thirds of the issued and outstanding shares of Series B Convertible Participating Preferred Stock, the Board of Directors may not designate the rights, preferences, or limitations of capital stock of the Company or authorize the issuance of shares of capital stock of the Company other than as required by contracts or option agreements entered into by the Company on or before May 12, 1999.

This amendment has been approved pursuant to *Minnesota Statutes chapter 302A or 317A*. I certify that I am authorized to execute this amendment and I further certify that I understand that by signing this amendment, I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this amendment under oath.


(Signature of Authorized Person)
William M. Kronschnabel, Secretary

INSTRUCTIONS

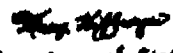
1. Type or print with black ink.
2. A Filing Fee of: \$35.00, made payable to the Secretary of State.
3. Return completed forms to:

Secretary of State
180 State Office Building
100 Constitution Ave.
St. Paul, MN 55155-1299
(612)296-2803

FOR OFFICE USE ONLY

STATE OF MINNESOTA
FILED

JUN 09 1999


Secretary of State

017892