

08-25-1999



**COVER SHEET  
KS ONLY**

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Honorable Co.

**101126545**

Please record the attached original document or copy thereof.

1. Name of conveying party(ies):

Access Software, Inc.

Individual(s)                       Association  
 General Partnership             Limited Partnership  
 Corporation (Utah)  
 Other \_\_\_\_\_

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

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

Name: Carver-Jones, Inc.

Internal Address: Building 1, Suite 200

Street Address: 4750 Wiley Post Way

City: Salt Lake City State: UT ZIP: 84116

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation - State of Utah  
 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: 8-12-99

Assignment                       Merger  
 Security Agreement             Change of Name  
 Other \_\_\_\_\_

Execution Date: April 30, 1999

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

A. Trademark Application No.(s)

N/A

B. Trademark Registration No.(s)

1,787,407

Additional numbers attached?  Yes  No

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

Name: SNELL & WILMER L.L.P.

Internal Address: Attn: Michael K. Kelly

Street Address: One Arizona Center  
400 East Van Buren

City: Phoenix State: AZ ZIP: 85004-0001

6. Total number of ~~applications and~~ registrations involved: One

7. Total fee (37 C.F.R. §3.41) ..... \$ 40.00

Enclosed - check no. S&W 277233  
 **Deficiency only** authorized to be charged to deposit account

8. Deposit account number: 19-2814

01/24/1999 MTHAI1 00000114 1787407

DO NOT USE THIS SPACE

FC:481

40.00 GP

**40E**

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.

Michael K. Kelly                                            August 9, 1999  
 Name of Person Signing                      Signature                      Date

C0101256



ARTICLES OF AMENDMENT

RECEIVED



TO THE

Utah Div. of Corp. & Comm. Code

ARTICLES OF INCORPORATION

OF

ACCESS SOFTWARE, INC.



PURSUANT to Section 16-10a-1006 of the Utah Revised Business Corporations Act, Utah Code Annotated Section 16-10a-101, et seq., Access Software, Inc. (the "Corporation") hereby submits the following Articles of Amendment to the Articles of Incorporation of the Corporation. The Articles of Incorporation of the Corporation were originally filed with the Utah Department of Commerce, Division of Corporations and Commercial Code (the "Division") on December 17, 1982 (the "Articles of Incorporation").

FIRST:

The name of the corporation is Access Software, Inc.

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MAY 1 1999

Utah Div. of Corp. & Comm. Code

SECOND:

The following amendment to the Articles of Incorporation of the Corporation was duly adopted by the Board of Directors and Shareholders of the Company by consent resolution on April 29, 1999:

Article I is hereby amended in its entirety to read as follows:

ARTICLE I  
NAME

The name of the corporation (the "Corporation") is CARVER-JONES, INC.

THIRD:

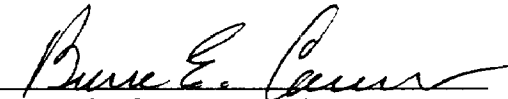
Other than the amendment set forth above, the Articles of Incorporation shall remain unchanged and in full force and effect.

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FOURTH:

The designation and number of shares outstanding and entitled to vote at the time of adoption of the Articles of Amendment to the Articles of Incorporation ("**Amendment**") were 1,000 shares of Common Stock, and the number of such shares represented in the consent resolution were 1,000 shares of Common Stock. The total number of votes cast in favor of the Amendment were 1,000 shares of Common Stock. Such shares cast in favor of the Amendment were sufficient for approval of the Amendment.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Amendment on April 30, 1999.

By:   
Bruce E. Carver, President