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**CERTIFICATE OF AMENDMENT  
TO THE  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
PORTAL INFORMATION NETWORK, INC.,  
a California Corporation**

**ENDORSED - FILED**  
In the office of the Secretary of State  
of the State of California

**OCT 29 1997**

BILL JONES, Secretary of State

John E. Little and Richard C. Spalding hereby certify that:

1. They are and at all times herein mentioned have been, respectively, the duly elected and acting President and Secretary of PORTAL INFORMATION NETWORK, INC., a California corporation (the "Corporation").

2. ARTICLE I of the Amended and Restated Articles of Incorporation is hereby amended to read in its entirety as follows:

*ARTICLE I*

The name of this corporation is Portal Software, Inc.

3. The foregoing amendment has been duly approved by the Board of Directors of the Corporation.

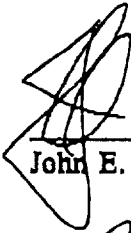
4. The foregoing amendment of the Amended and Restated Articles of Incorporation has been duly approved by the required vote of the shareholders in accordance with Sections 902 and 903 of the California Corporations Code. The number of outstanding shares of the Corporation is 18,197,202. The total number of outstanding shares of Common Stock entitled to vote is 12,093,022 and the total number of outstanding shares of Series A Preferred Stock entitled to vote is 6,104,180. The number of shares voting in favor of the amendment of the Amended and Restated Articles of Incorporation equaled or exceeded the vote required. The

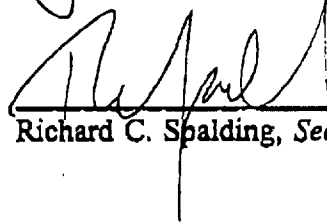
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percentage vote required was more than 50%, in the aggregate, of the outstanding shares of Common Stock and Preferred Stock.

The undersigned further declare under penalty of perjury that the matters set forth in this Certificate of Amendment are true and correct of their own knowledge.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment at Cupertino, California, on this 24<sup>th</sup> day of October, 1997.

  
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John E. Little, *President*

  
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Richard C. Spalding, *Secretary*



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