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04-13-2000

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Docket No.:



101318879

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To the Honorable Commissioner of Pa.

attached original documents or copy thereof.

1. Name of conveying party(ies):

Front Step, Inc.



- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other

Additional names(s) of conveying party(ies)  Yes  No

3. Nature of conveyance:

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

Execution Date: February 9, 2000

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

Name: Profit Solutions, Incorporated

Internal Address:

Street Address: 7600 Parklawn Avenue

City: Minneapolis State: MN ZIP: 55435

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership

Corporation-State Minnesota

Other

If assignee is not domiciled in the United States, a domestic designation is  Yes  N  
(Designations must be a separate document from  
Additional name(s) & address(es)  Yes  N

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

A. Trademark Application No.(s)

75/900,855

Additional numbers

B. Trademark Registration No.(s)

Yes  No

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

Name: Cory M. Amron, Esquire

Internal Address: Vorys Sater Seymour and Pease LLP

Street Address: 1828 L Street, N.W.

11th Floor

City: Washington State: DC ZIP: 20036

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

1

7. Total fee (37 CFR 3.41):.....\$ \$40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

22-0585

04/13/2000 DNGUYEN 00000026 75900855

DO NOT USE THIS SPACE

01 FC:481

40.00 OP

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.

Cory M. Amron

Name of Person Signing

*Cory Amron*

Signature

March 2, 2000

Date

Total number of pages including cover sheet, attachments, and

11

TRADEMARK

REEL: 002049 FRAME: 0420

8F-726

**State of Minnesota****SECRETARY OF STATE****CERTIFICATE OF MERGER**

*I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of the individual merging entities to do business in Minnesota is terminated on the effective date of this merger.*

**Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A**

**State of Formation and Names of Merging Entities:**

**MN: PROFIT SOLUTIONS, INCORPORATED  
DE: FRONT STEP, INC.**

**State of Formation and Name of Surviving Entity:**

**MN: PROFIT SOLUTIONS, INCORPORATED**

**Effective Date of Merger: February 10, 2000**

**Name of Surviving Entity After Effective Date of Merger:**

**PROFIT SOLUTIONS, INCORPORATED**

**This certificate has been issued on: February 10, 2000**



*Mary Kiffmeyer*  
Secretary of State.

8F-726

**ARTICLES OF MERGER  
OF  
FRONT STEP, INC.  
INTO  
PROFIT SOLUTIONS, INCORPORATED**

Pursuant to the Minnesota Business Corporation Act, the undersigned corporations execute the following Articles of Merger:

FIRST: The constituent corporations are Front Step, Inc., a Delaware corporation, and Profit Solutions, Incorporated., a Minnesota corporation and the surviving corporation.

SECOND: The Plan of Merger attached hereto as Exhibit A and made a part hereof has been approved by Profit Solutions, Incorporated pursuant to Minnesota Statutes, Section 302A, and by Front Step, Inc. pursuant to the General Corporation Law of Delaware.

Dated this 9 day of February, 2000.

FRONT STEP, INC.

By [Signature]  
Its Vice President

PROFIT SOLUTIONS, INCORPORATED

By [Signature]  
Its President

ODMA\PCDOCS\BDOCS\23472761

751945

Agent holds RN - 27825

## PLAN OF MERGER

### ARTICLE 1. NAMES OF CONSTITUENT CORPORATIONS AND SURVIVING CORPORATION

The names of the Constituent Corporations are Front Step, Inc. ("Merger Sub"), a Delaware corporation, and Profit Solutions, Incorporated ("PSI"), a Minnesota corporation. Merger Sub is a wholly-owned subsidiary of Symix Systems, Inc. ("Symix"), an Ohio corporation. The Constituent Corporations shall be combined by the merger of Merger Sub into PSI, as the Surviving Corporation (the "Merger"), pursuant to the applicable provisions of the Minnesota Business Corporation Act ("MCBA") and the General Corporation Law of the State of Delaware ("GCLSD").

### ARTICLE 2. EFFECTIVE TIME; ORGANIZATION OF THE SURVIVING CORPORATION

2.1 *Effective Time.* The Merger shall be effective upon the filing of this Plan together with the Articles of Merger and such other documents as are required by the MCBA and GCLSD to be filed with the Minnesota and Delaware Secretaries of State (the time of the later of such filings being the "Effective Time"). At the Effective Time the separate existence of Merger Sub shall cease and PSI shall alone continue in existence. All transactions after the Effective Time shall be deemed transactions of and for the account of PSI as the Surviving Corporation.

#### 2.2 *Articles of Incorporation; Bylaws;*

(a) The Articles of Incorporation of PSI, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by law and such Articles of Incorporation; provided, that upon the Effective Time, Article I of the Articles of Incorporation of the Surviving Corporation shall be amended to read as follows:

"The name of this corporation is Front Step, Inc." M

(b) The Bylaws of PSI, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until thereafter amended as provided by such Bylaws and applicable law.

(c) *Directors and Officers.* The directors and officers of Merger Sub immediately prior to the Effective Time shall be the initial directors and officers of the Surviving Corporation until their respective successors are duly elected or appointed in accordance with applicable law and the Articles of Incorporation and Bylaws of the Surviving Corporation.

**ARTICLE 3.  
CONVERSION OF SECURITIES**

As of the Effective Time, by virtue of the Merger and without any action on the part of the holder of any shares of PSI Common Stock or any shares of capital stock of Merger Sub:

(a) Each share of PSI Common Stock, other than shares held of record by a shareholder of PSI who has exercised his appraisal rights under the MBCA ("Dissenting Shares"), automatically shall be cancelled and extinguished and converted into the right to receive:

- (I) a cash amount equal to \$3,000,000 (adjusted for payments to holders of options and warrants) and divided by the number of shares of PSI Common Stock outstanding at the Effective Time; and
- (II) an amount equal to \$5,000,000 divided by the total number of shares of PSI Common Stock outstanding at the Effective Time evidenced by an unsecured, non-transferable, subordinated promissory note issued by Symix and having the terms and provisions set forth in the form attached to the Agreement and Plan of Merger.

(b) Each Dissenting Share shall be converted into the right to receive payment from PSI with respect thereto in accordance with the provisions of the MBCA.

(c) Each share of Common Stock, no par value, of Merger Sub shall be converted into one share of Common Stock, no par value, of PSI.

(d) All rights under any and all stock options for shares of PSI Common Stock (the "Options") and warrants to purchase shares of PSI Common Stock (the "Warrants") which remain unexercised immediately prior to the Effective Time shall be automatically terminated and cancelled. Without any further action by the holders of the Options and/or the Warrants, and as a result of the Merger, such holders shall be entitled to receive, in accordance with the terms of the options and warrants, cash in an amount to be determined by the PSI Board of Directors, based upon the value of the option or warrant, less the respective exercise price, which exercise price shall not be paid by the holder of the option or warrant.

**STATE OF MINNESOTA  
FILED**

FEB 10 2000

*Theresa Hoffmeyer*  
Secretary of State *M*

State of Minnesota

0604

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**SECRETARY OF STATE**

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CERTIFICATE OF INCORPORATION

I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

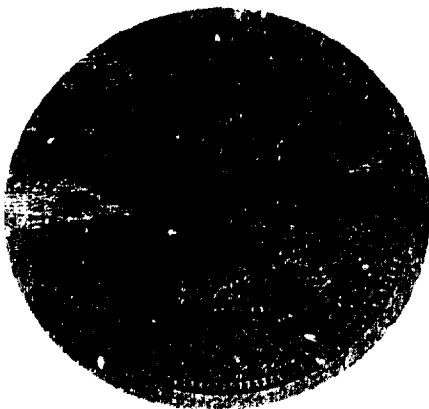
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: Profit Solutions, Incorporated

Corporate Charter Number: 8F-726

Chapter Formed Under: 302A

This certificate has been issued on 05/02/1994.



*Joan Anderson Grove*  
Secretary of State.

SECRETARY OF STATE


8F-726

0605

ARTICLES OF INCORPORATION  
OF  
PROFIT SOLUTIONS, INCORPORATED

I, the undersigned, of full age, for the purposes of forming a corporation under and pursuant to the provisions of Chapter 302A Minnesota Statutes, and laws amendatory thereof and supplementary thereto, do hereby associate as a body corporate and adopt the following Articles of Incorporation:

ARTICLE I.

The name of this corporation is Profit Solutions, Incorporated. 

ARTICLE II.

The location and post office address of its registered office in this State is 9151 Queen Avenue South, Bloomington, Minnesota 55431. ✓

ARTICLE III.

The name and post office address of the incorporator is:

Michael Larson  
9151 Queen Avenue South  
Bloomington, Minnesota 55431 ✓

ARTICLE IV.

4.01 The aggregate number of shares of stock which this corporation shall have the authority to issue is One Million (1,000,000) shares. ✓

988669

4.02 The Board of Directors may, from time to time, establish by resolution different classes or series of shares and may fix the rights and preferences of said shares in any class or series.

4.03 The Board of Directors shall have the authority to issue shares of a class or series to holders of shares of another class or series to effectuate share dividends, splits, or conversion of its outstanding shares.

4.04 The shareholders shall take action by the affirmative vote of the holders of a majority of the voting power of the shares present, except where a larger proportion is required by law, these articles, or a shareholder control agreement.

#### ARTICLE V.

Shareholders shall not have any preemptive rights, nor shall cumulative voting be allowed.

#### ARTICLE VI.

##### LIMITATION ON LIABILITY OF DIRECTORS

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law, (iii) under Section 302A.559 of the Minnesota Statutes, or (iv) for any transaction from which a director derived an improper personal benefit.



If the Minnesota Statutes are hereafter amended to authorize corporate action further expanding or limiting the personal liability of directors, then the liability of a director of the Corporation shall be expanded or limited to the fullest extent permitted by the Minnesota Statutes, as so amended.

Any repeal or modification of this Article by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

IN TESTIMONY WHEREOF, I have hereunto set my hand this 27th day of April, 1994.

*[Handwritten Signature]*  
Michael Larson

STATE OF MINNESOTA )  
                                  ) ss:  
COUNTY OF RAMSEY )

On the 27th day of April, 1994, personally appeared before me Michael Larson, to be the person named in and who executed the foregoing Articles of Incorporation, and he acknowledged this to be of his own free act and deed for the use and purpose therein expressed.

*[Handwritten Signature]*  
Notary Public

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED  
MAY 02 1994

*[Handwritten Signature]*  
Secretary of State



AMENDMENT TO ARTICLES OF INCORPORATION OF  
PROFIT SOLUTIONS, INC.

The undersigned directors, of full age, constituting the entire Board of Directors, and also constituting all shareholders, of Profit Solutions, Inc., a Minnesota corporation incorporated under the provisions of Chapter 302.A, Minnesota Statutes, hereby amend the Articles of Incorporation of said Corporation pursuant to said chapter to change Article IV as follows:

The aggregate number of shares of stock which this corporation shall have the authority to issue is ten million shares.

The original Articles of Incorporation of Profit Solutions, Inc. have been filed with the Secretary of State's office of the State of Minnesota, and a Certificate of Incorporation was issued thereon on May 2, 1994.

IN WITNESS WHEREOF, we, the entire Board of ~~STATE OF MINNESOTA~~ of the corporation have hereunto set our hands.

DEPARTMENT OF STATE  
FILED  
AUG 15 1994

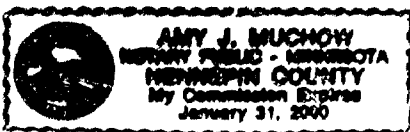
Dated: July 25, 1994

*Michael Larson*  
Michael Larson Secretary of State

Dated: July 25, 1994

*Bradley Leonard*  
Bradley Leonard

On the 25<sup>th</sup> day of July, 1994, personally appeared before me, Michael Larson, and Bradley Leonard, to me known to be the persons named herein and who executed the foregoing Amendment to Articles of Incorporation, and acknowledged this to be of their own free act and deed for the use and purposes therein expressed.



*Amy J. Muchow*  
Notary Public

026297

8F-726



STATE OF MINNESOTA  
SECRETARY OF STATE  
NOTICE OF CHANGE OF REGISTERED OFFICE/  
REGISTERED AGENT

#5

3246

Please read the instructions on the back before completing this form.

1. Corporate Name:

PROFIT SOLUTIONS, INCORPORATED

2. Registered Office Address (No. & Street): List a complete street address or rural route and rural route box number. A post office box is not acceptable.

7600 Parklawn Avenue SUITE 360 Minneapolis MN 55435  
Street City State Zip Code

3. Registered Agent (Registered agents are required for foreign corporations but optional for Minnesota corporations):

NONE

If you do not wish to designate an agent, you must list "NONE" in this box. DO NOT LIST THE CORPORATE NAME.

In compliance with Minnesota Statutes, Section 302A.123, 303.10, 308A.025, 317A.123 or 322B.135 I certify that the above listed company has resolved to change the company's registered office and/or agent as listed above.

I certify that I am authorized to execute this certificate and I further certify that I understand that by signing this certificate I am subject to the penalties of perjury as set forth in Minnesota Statutes Section 609.48 as if I had signed this certificate under oath.

Signature of Authorized Person

Name and Telephone Number of a Contact Person: MICHAEL LARSON (612) 893-2388  
please print legibly

**111162**

Office Use Only

Filing Fee: Minnesota Corporations, Cooperatives and Limited Liability Companies: \$35.00.

Non-Minnesota Corporations: \$50.00.

Make checks payable to Secretary of State

Return to: Minnesota Secretary of State  
180 State Office Bldg.  
100 Constitution Ave.  
St. Paul, MN 55155-1299  
(612)296-2803

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

FEB 11 1995

Jean Anderson Howe  
Secretary of State

03930275 Rev 5/93

RECORDED: 03/02/2000

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