

6-1-00



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

1. Name of conveying party(ies):
On The Go Software, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State California
 Other _____

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

2. Name and address of receiving party(ies):
Name: Managemark, Inc.
Internal Address: _____
Street Address: 395 Java Drive
City: Sunnyvale State: CA ZIP: 94089

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State California
 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) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: February 29, 2000

4. Application number(s) or patent number(s):
A. Trademark Application No.(s)
75/516,180
75/788,837

B. Trademark Registration No.(s)
1,683,643
2,029,268

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Wilson Sonsini Goodrich & Rosati
Internal Address: Andrew P. Bridges
Jennifer A. Golinveaux
Street Address: 650 Page Mill Road
City: Palo Alto State: CA ZIP: 94304

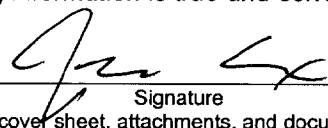
6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41) \$115.00
 Enclosed
 Authorized to be charged to deposit account

8. If the fee is insufficient please charge deposit account number:
23-2415 Attn: 19320-900
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

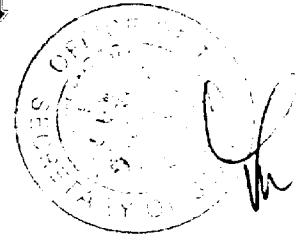
9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Jennifer A. Golinveaux  May 23, 2000
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of



FEB 29 2000

Secretary of State

40540125

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

FEB 24 2000

BILL JONES, Secretary of State

**CERTIFICATE OF AMENDMENT OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
ON THE GO SOFTWARE, INC.**

The undersigned, Brooke Wagner and Chris Fennell, hereby certify that:

(1) They are the duly elected and acting Vice President, Finance & Administration and Secretary, respectively, of this corporation.

(2) Article I of the Restated Articles of Incorporation of said corporation shall be amended in its entirety to read as follows:

“ARTICLE I

The name of this corporation is **Managemark, Inc.**”


(3) The foregoing Certificate of Amendment of Articles of Incorporation has been duly approved by the Board of Directors.

(4) The foregoing Certificate of Amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of this corporation is 19,412,437 of Common Stock, 16,062,920 of Series A Preferred Stock and 19,324,037 of Series B Preferred Stock and the Corporation has no other class of securities outstanding. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%) of the Common Stock, Series A Preferred Stock and Series B Preferred Stock, voting as separate classes.

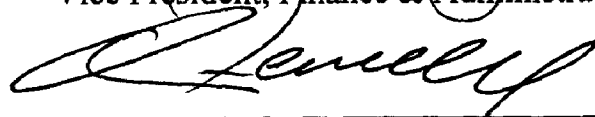
The undersigned further certify under penalty of perjury that they have read the foregoing Certificate of Amendment of Articles of Incorporation and know the contents thereof, and that the statements therein are true.

The undersigned declares under penalty of perjury that the matters set forth in this certificate are true and correct of our own knowledge.

Executed in Sunnyvale, California on this 9th day of February 2000.



Brooke Wagner,
Vice President, Finance & Administration



Chris Fennell,
Secretary



May 23, 2000

Box ASSIGNMENT FEE
Commissioner of Patents and Trademarks
Washington, D.C. 20231

**Re: Trademark Matters for Managemark, Inc.
Recordation of Change of Name**



Mark: ON THE GO SOFTWARE
Registration No.: 1,683,643
Original Registrant: On The Go Software, Inc.
Registration Date: April 21, 1992
Attorney Docket No.: 19320-TM1001

PALO ALTO

Mark: EXPENSERVER
Serial No.: 75/516,180
Original Applicant: On The Go Software, Inc.
Filing Date: July 9, 1998
Attorney Docket No.: 19320-TM1002

KIRKLAND

Mark: EXPENSABLE
Registration No.: 2,029,268
Original Registrant: On The Go Software, Inc.
Registration Date: January 7, 1997
Attorney Docket No.: 19320-TM1004

AUSTIN

Mark: EXPENSABLE.COM
Serial No.: 75/788,837
Original Applicant: On The Go Software, Inc.
Filing Date: August 30, 1999
Attorney Docket No.: 19320-TM1007

CERTIFICATE OF MAILING UNDER 37 C.F.R. §1.8(a)	
I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner of Patents and Trademarks, Washington, D.C. 20231, on:	
<u>Shel W. Tam</u> Print Name	<u>May 23, 2000</u> Date of Deposit
<u>[Signature]</u> Signature	<u>5-23-00</u> Date