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Expires 06/30/99
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08-07-2000



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year

Merger

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

08/04/2000 MTHAI1 00000086 75899349

01 FC:481 40.00 OP

02 FC:482 200.00 OP

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

REEL: 002115 FRAME: 0540

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75899349"/>	<input type="text" value="75899340"/>	<input type="text" value="75838534"/>
<input type="text" value="75899348"/>	<input type="text" value="75898873"/>	<input type="text" value="75842379"/>
<input type="text" value="75899341"/>	<input type="text" value="75898871"/>	<input type="text" value="75838530"/>

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<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

H. Lisa Koh

July 10, 2000

Name of Person Signing

Signature

Date Signed

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "OPENPLUS HOLDINGS INC.", CHANGING ITS NAME FROM "OPENPLUS HOLDINGS INC." TO "LOMBARDI SOFTWARE, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF MAY, A.D. 2000, AT 1:45 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0425458

AUTHENTICATION:

05-08-00

DATE:

TRADEMARK

REEL: 002115 FRAME: 0542

**CERTIFICATE OF AMENDMENT TO
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
OPENPLUS HOLDINGS INC.**

OpenPlus Holdings Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies as follows:

FIRST: That at a special meeting of the Board of Directors of the Corporation on February 23, 2000, the Board of Directors of the Corporation adopted resolutions proposing and declaring advisable the amendment to the Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") of the Corporation set forth in ARTICLE FOURTH below (the "Amendment"), and calling for the submission of the Amendment to the stockholders of the Corporation for their consideration.

SECOND: That by written consent dated as of May 5, 2000 the stockholders of the Corporation entitled to vote on such a matter adopted the Amendment to the Certificate of Incorporation.

THIRD: That this Amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That ARTICLE FIRST of the Certificate of Incorporation is hereby amended to read in its entirety as follows:

"FIRST: The name of the corporation is Lombardi Software, Inc. (the "Corporation")."

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment on behalf of the Corporation as of the 5th day of May, 2000.

OPENPLUS HOLDINGS INC.

By: _____

Brian Cooper
President and CEO

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