

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 "ACTUATE SOFTWARE CORPORATION", CHANGING ITS NAME FROM "ACTUATE SOFTWARE CORPORATION" TO "ACTUATE CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF MAY, A.D. 1999, AT 9 O'CLOCK A.M.



2900660 8100

001306493

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0502076

DATE: 06-16-00

TRADEMARK
REEL: 002125 FRAME: 0891

CERTIFICATE OF AMENDMENT OF THE
SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
ACTUATE SOFTWARE CORPORATION

Actuate Software Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: The name of this Corporation is Actuate Software Corporation

SECOND: The date on which the Certificate of Incorporation of this Corporation was originally filed with the Secretary of State of the State of Delaware is May 26, 1998, under the name "Actuate Software Corporation."

THIRD: That the Board of Directors adopted a resolution setting forth a proposed amendment to the Second Amended and Restated Certificate of Incorporation of said Corporation and declaring said amendment advisable and directing that said amendment be submitted to the stockholders of said Corporation entitled to vote in respect thereof for their approval. The resolution setting forth said amendment is as follows:

RESOLVED, that the Second Amended and Restated Certificate of Incorporation of the Corporation be amended by replacing Article I thereof so that such article shall be and read as follows:

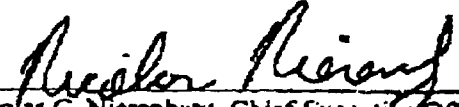
"The name of this corporation is Actuate Corporation"

FOURTH: That thereafter said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law by obtaining a majority vote of the Common Stock in favor of said amendment in the manner set forth in Section 222 of the General Corporation Law.

IN WITNESS WHEREOF, this Certificate of Amendment of the Second Amended and Restated Certificate of Incorporation has been signed by the Chief Executive Officer and the Secretary of the Corporation this 20 day of May, 1999.


ACTUATE SOFTWARE CORPORATION

By:


Nicolas C. Nierenburg, Chief Executive Officer

ATTEST:

By:


William P. Garvey, Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 05/24/1999
991206393 - 2900660

RECORDED: 07/31/2000

TRADEMARK
REEL: 002125 FRAME: 0892