

01-10-2001



DEPARTMENT OF COMMERCE

MTH
12.19.00

RECORDED 101578013
TRADEMARKS ONLY

Patent and Trademark Office
Docket No. 028649.2000

To the Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of Conveying party(ies):

FRx Software Corporation

- Individual(s)
- General Partnership
- Corporation
- Association
- Limited Partnership
- Other

Delaware

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

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

Name: GPS Acquisition, Inc. under the name of FRx Software Corporation
Street Address: 4700 South Syracuse Parkway
Suite 700
Denver, Colorado 80237

- Individual(s) citizenship: _____
- Association: _____
- General Partnership: _____
- Limited Partnership: _____
- Corporation: Delaware
- Other: _____

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: March 20, 2000

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

- A. Trademark Application No.(s) 75/594,722, 75/655,256, 75/668,065, 75/668,064, 75/705,877, 75/789,058
- B. Registration No.(s) 1,661,555

Additional numbers attached? Yes No

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

Savita N. Lepore
Brobeck, Phleger & Harrison LLP
Spear Street Tower
One Market
San Francisco, CA 94105

6. Total number of applications and trademark registrations involved: 7

7. Total fee (37 C.F.R. § 3.41): \$190.00

- Enclosed
- Authorized to be charged to deposit account, referencing Attorney Docket:

8. Deposit account number: 02-3950

The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.21 which may be required by this paper, or to credit any overpayment to Deposit Account No. 02-3950.

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.

Name: Savita N. Lepore

Signature

13. December . 00

Date

Total number of pages comprising cover sheet, attachment and document: 6

Mail documents to be recorded with required cover sheet information to:

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

01/09/2001 MTHAI1 00000059 75594722

01 FC:481 40.00 OP
02 FC:482 150.00 OP

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REEL: 002209 FRAME: 0383

State of Delaware
Office of the Secretary of State PAGE 1

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 MERGER, WHICH MERGES:

"FRX SOFTWARE CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "GPS ACQUISITION, INC." UNDER THE NAME OF "FRX SOFTWARE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF MARCH, A.D. 2000, AT 12 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0652210

DATE: 08-31-00

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:00 PM 03/20/2000
001139318 - 3180385

**CERTIFICATE OF MERGER
OF
FRx SOFTWARE CORPORATION
WITH AND INTO
GPS ACQUISITION, INC.**

Pursuant to Section 251 of the Delaware General Corporation Law, the undersigned President of GPS Acquisition, Inc. ("Merger Sub"), a Delaware corporation, does hereby certify the following information relating to the merger (the "Merger") of FRx Software Corporation, a Delaware corporation ("FRx"), with and into the Merger Sub:

1. The constituent corporations to the Merger are: GPS Acquisition, Inc., a Delaware corporation, and FRx Software Corporation, a Delaware corporation.
2. The Agreement and Plan of Merger, dated February 22, as amended by the Amendment to Agreement and Plan of Merger dated March 15, 2000 (as amended, the "Merger Agreement"), among Great Plains Software, Inc. ("Parent"), a Minnesota corporation, Merger Sub, a wholly owned subsidiary of Parent, FRx and Michael L. Rohan, providing for the Merger of FRx with and into the Merger Sub, has been adopted, approved, executed, certified and acknowledged by each of the constituent corporations in accordance with the requirements of section 251 of the Delaware General Corporation Law.
3. The name of the surviving corporation (the "Surviving Corporation") shall be "GPS Acquisition, Inc."
4. The certificate of incorporation of the Surviving Corporation shall be amended in its entirety to read as attached hereto Exhibit A.
5. The executed Merger Agreement is on file at the principal office of the Merger Sub, which is located at 1701 38th Street Southwest, Fargo, North Dakota 58103.
6. A copy of the Merger Agreement will be furnished by the Merger Sub, on request and without cost, to any stockholder of any constituent corporation.
7. The Merger shall become effective upon filing this Certificate of Merger.

IN WITNESS WHEREOF, the Merger Sub has caused this certificate to be executed by Douglas R. Herman, its President, this 20th day of March, 2000.

GPS ACQUISITION, INC.


By 
Douglas R. Herman
President

EXHIBIT A

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
GPS Acquisition, Inc.**

GPS Acquisition, Inc. was incorporated in the State of Delaware February 22, 2000. The Certificate of Incorporation is being amended and restated pursuant to Sections 242 and 245 of the Delaware General Corporation Law.

ARTICLE 1.

The name of this corporation is ~~FBx~~ Software Corporation.

ARTICLE 2.

The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

ARTICLE 3.

The corporation shall have perpetual duration.

ARTICLE 4.

The registered office of this corporation in Delaware is The Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801, and the name of its registered agent is The Corporation Trust Company.

ARTICLE 5.

The total number of shares of stock which this corporation is authorized to issue is 1,000 shares of common stock, \$0.01 par value per share.

ARTICLE 6.

In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, amend, alter, change, add to or repeal bylaws of this corporation, without any action on the part of the stockholders. The bylaws made by the directors may be amended, altered, changed, added to or repealed by the stockholders. Any specific provision in the bylaws regarding amendment thereof shall be controlling.

ARTICLE 7.

A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however,


that this article shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the corporation or its stockholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) for the unlawful payment of dividends or unlawful stock repurchases under Section 174 of the Delaware General Corporation Law; or (d) for any transaction from which the director derived an improper personal benefit. This article shall not eliminate or limit the liability of a director for any act or omission occurring prior to the effective date of this article.

If the Delaware General Corporation Law is hereafter amended to authorize any further limitation of the liability of a director, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as amended.

Any repeal or modification of the foregoing provisions of this article by the stockholders 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 WITNESS WHEREOF, GPS Acquisition, Inc. has caused this certificate to be executed by Douglas R. Herman, its President, this 20th day of March, 2000.

GPS ACQUISITION, INC.

By 
 Douglas R. Herman
 President