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FORM PTO-1618A

Expires 06/30/99

OMB 0651-0027

U.S. Department of Commerce

Patent and Trademark Office

TRADEMARK



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RECORDATION FORM COVER SHEET
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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
- Security Agreement
- Merger
- Change of Name
- Other _____
- License
- Nunc Pro Tunc Assignment
- Effective Date
Month Day Year
September 22, 1998

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Micro-Frame Technologies, Inc.

September 22, 1998

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization California

Receiving Party

Mark if additional names of conveying parties attached

Business Engine Software Corporation

DBA/AKA/TA _____

Composed of _____

Address (line 1) 100 Bush Street, 22nd Floor

Address (line 2) _____

Address (line 3) San Francisco

City

California

State/County

94104

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization California

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.)

FOR OFFICE USE ONLY

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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

TRADEMARK

REEL: 002210 FRAME: 0895

Domestic Representative Name and Address

Enter for the First Receiving Party only.

Name Anna C. Silva, Esq.

Address (line 1) Steinhart & Falconer LLP

Address (line 2) 333 Market Street, Suite 3200

Address (line 3) San Francisco, California 94105

Address (line 4) _____

Correspondent Name and Address

Area Code and Telephone Number 415.777.3999

Name Anna C. Silva, Esq.

Address (line 1) Steinhart & Falconer LLP

Address (line 2) 333 Market Street, Suite 3200

Address (line 3) San Francisco, California 94105

Address (line 4) _____

Pages Enter the total number of pages of the attached conveyance document including any attachment. # 2

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)

_____	_____	_____	<u>1827924</u>	<u>1761786</u>
_____	_____	_____	<u>1837249</u>	<u>2108409</u>
_____	_____	_____	<u>2042001</u>	<u>1908227</u>
_____	_____	_____	<u>1761183</u>	<u>1908228</u>

Number of Properties Enter the total number of properties involved. # 8

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 130.00

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: # 19-4215

Authorization to charge additional fees: Yes No

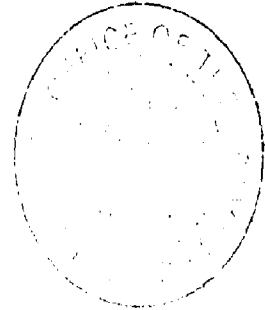
Statement and Signature
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Anna C. Silva, Esq.
Name of Person Signing


Signature

December 18, 2000
Date Signed

State of California

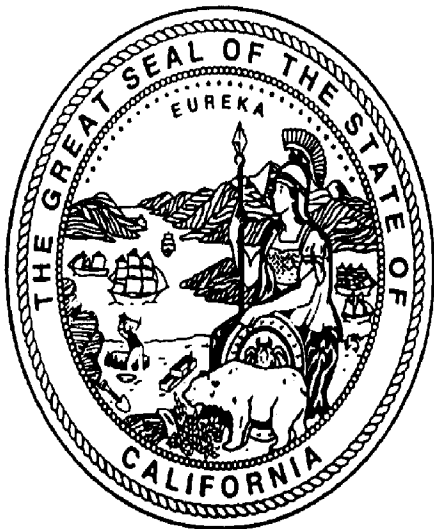


SECRETARY OF STATE

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

That the attached transcript of 1 page(s) was prepared by and in this office from the record on file, 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



JUL 26 1983

Bill Jones

Secretary of State

A0514138

1271382
CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

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

SEP 22 1998

Bill Jones
BILL JONES, Secretary of State

The undersigned, John J. O'Neil and Gregory S. Carson, certify that:

1. They are the president and the secretary, respectively, of Micro-Frame Technologies, Inc., a California corporation.
2. Article One of the Articles of Incorporation of this corporation is amended to read as follows:
"ONE: The name of this corporation is Business Engine Software Corporation."
3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 5,303,491. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: September 16, 1998

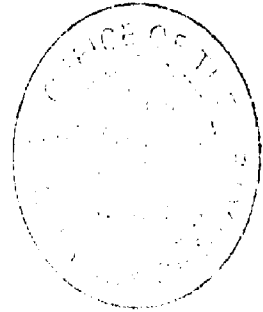
John J. O'Neil
John J. O'Neil, President

Gregory S. Carson
Gregory S. Carson, Secretary

1271382
CERTIFICATE OF AMENDMENT



State of California

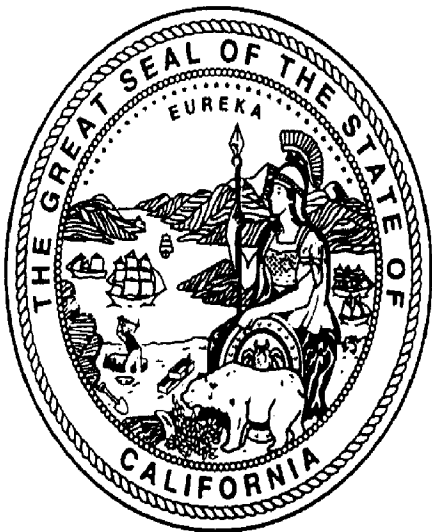


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John J. O'Neil
John J. O'Neil, President
Gregory S. Carson
Gregory S. Carson, Secretary

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