

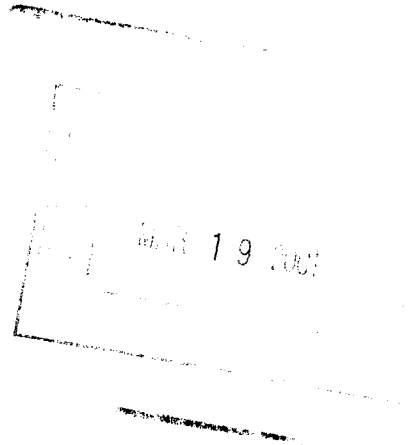
WRD
3.19.01

04-04-2001



R

101667614



To: Director of the United States Patent and Trademark Office:

Please record the attached original document(s) or copy thereof.

1. Name of conveying party(ies)

a) Accela.com, Inc.

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

a) Name: Accela, Inc.
Address: 701 Gateway Blvd., Suite 151
South San Francisco, CA 94080-7009

3. Nature of conveyance

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

Execution Date: September 22, 2000

4. Serial Number(s) or Registration Number(s): 76/014,825

5. Please send all correspondence concerning these documents to:

Customer Number: 022434
BEYER WEAVER & THOMAS, LLP
P.O. Box 778
Berkeley, CA 94704-0778
Telephone (650) 961-8300
Facsimile (650) 961-8301

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$40.00

- Enclosed.
- Any deficiency in these fees are authorized to be charged to Deposit Account No. 500388 (Order No. _____)

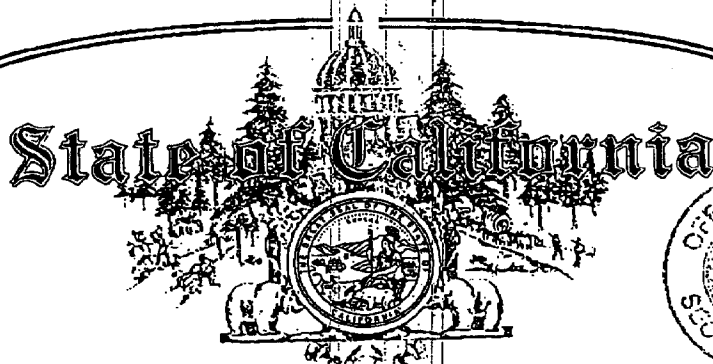
8. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Date: March 14, 2001

C. Douglass Thomas
Attorney-at-Law

(04/04/2001 DBYRNE 00000040 76014825
01 FC:481 40.00 DP)

A0553037



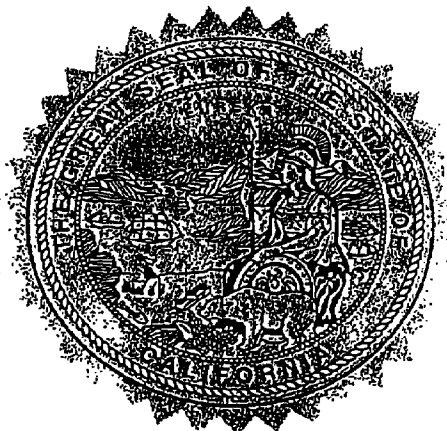
SECRETARY OF STATE

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

That the attached transcript of 1 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

OCT 4 2000



Bill Jones

Secretary of State

A0553037

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
ACCELA.COM, INC.,
a California Corporation

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

SEP 29 2000

The undersigned Sandy Chau and Hanley Hoey hereby certify that: BILL JONES, Secretary of State

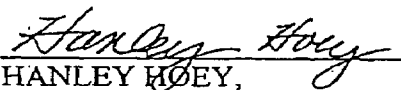
1. They are the Chief Executive Officer and the Secretary, respectively, of Accela.com, Inc., a California corporation.
2. Article I of the Articles of Incorporation of the corporation shall be amended to read as follows:

"The name of this corporation is Accela, Inc."
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. 31,107,999 shares of the corporation are issued and outstanding, 26,403,479 shares of which are shares of Common Stock, and 4,704,520 shares of which are shares of Series A Preferred Stock. The number of shares voting in favor of the amendment equaled or exceeded the required. The percentage vote required was more than 50% of the outstanding shares of Common Stock and Series A Preferred Stock voting together as a single class.

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

Date: September 22, 2000


SANDY CHAU,
Chief Executive Officer


HANLEY HOEY,
Secretary

