

OCT 25 2001

11-02-2001

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Attorney Docket Nos: 18604-26

DEPARTMENT OF COMMERCE
Patents and Trademark Office

FORM PTO-1594
1-31-92

RECORDATION
TRADE



101891985

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original document.

<p>1. Name of conveying party(ies):</p> <p>Indus/TSW, Inc. 10/25/01</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association</p> <p><input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership</p> <p><input checked="" type="checkbox"/> Corporation-State: Delaware</p> <p><input type="checkbox"/> Other</p> <p>Additional name(s) of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: Indus International, Inc.</p> <p>Internal Address:</p> <p>Street Address: 60 Spear Street</p> <p>City: San Francisco State: CA Zip: 94105</p> <p><input type="checkbox"/> Individual(s) citizenship:</p> <p><input type="checkbox"/> Association</p> <p><input type="checkbox"/> General Partnership</p> <p><input type="checkbox"/> Limited Partnership</p> <p><input checked="" type="checkbox"/> Corporation-State: Delaware</p> <p><input type="checkbox"/> Other:</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(Designation must be a separate document from Assignment)</p> <p>Additional names and addresses attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Other:</p> <p>Execution Date: July 17, 1997</p>	<p>4. Application Number(s) or Registration Number(s).</p> <p>A. Trademark Application No(s):</p> <p>B. Trademark Registration No(s): 1,655,435</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Mary L. Shapiro TOWNSEND AND TOWNSEND AND CREW LLP Two Embarcadero Center, 8th Floor San Francisco, California 94111-3834 (415) 576-0200</p>	<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 CFR 3.41): \$40</p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Charge Fees to Deposit Account</p> <p><input checked="" type="checkbox"/> Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.</p> <p>8. Deposit account number: 20-1430</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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DO NOT USE THIS SPACE

9. Statement and signature.

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

Mary L. Shapiro *Mary L. Shapiro* 10/18/01
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 6

10. Change Correspondence Address to that of Part 5? Yes No

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover to:

11/01/2001 LMUELLER 00000009 201430 1655435 Commissioner for Trademarks
01 FC:481 40.00 CH Box: Assignments
Washington, D.C. 20231

SF 1282023 v1

TRADEMARK
REEL: 002393 FRAME: 0280

State of Delaware
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 RESTATED CERTIFICATE OF "INDUS/TSW, INC.", CHANGING ITS NAME FROM "INDUS/TSW, INC." TO "INDUS INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JULY, A.D. 1997, AT 2 O'CLOCK P.M.

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

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Edward J. Freel

Edward J. Freel, Secretary of State

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971252006

AUTHENTICATION: 8581425

DATE: 07-29-97

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

INDUS/TSW, INC.

Indus/TSW, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware and originally incorporated in Delaware on June 4, 1997 (the "Corporation"), under the name Newco Group, Inc., does hereby certify:

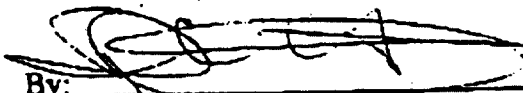
FIRST: The Amended and Restated Certificate of Incorporation of the Corporation, in the form attached hereto as Exhibit A, has been duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware, by the Board of Directors by unanimous written consent on July 17, 1997.

SECOND: The Amended and Restated Certificate of Incorporation of the Corporation, in the form attached hereto as Exhibit A, has been duly approved by the unanimous written consent of the sole stockholder of the Corporation in accordance with the provisions of Sections 228, 242, and 245 of the General Corporation Law of the State of Delaware.

THIRD: The Amended and Restated Certificate of Incorporation so adopted reads in full as set forth in Exhibit A attached hereto and incorporated herein by reference.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed and attested by its duly authorized officers this 17th day of July, 1997.

INDUS/TSW, INC



By:

Robert W. Felton, Chief Executive Officer

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EXHIBIT A
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
INDUS INTERNATIONAL, INC.

FIRST. The name of the Corporation is Indus International, Inc.

SECOND. The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

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

FOURTH. The aggregate number of shares which the Corporation shall have authority to issue is one hundred ten million (110,000,000), divided into one hundred million (100,000,000) shares of Common Stock with the par value of \$.001 per share, and ten million (10,000,000) shares of Preferred Stock with the par value of \$.001 per share.

The Board of Directors is authorized, subject to limitations prescribed by law and the provisions of this Article FOURTH, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Delaware, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof.

The authority of the Board with respect to each series shall include, but not be limited to, determination of the following:

(a) The number of shares constituting that series and the distinctive designation of that series;

(b) The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;

(c) Whether that series shall have voting rights in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

(d) Whether that series shall have conversion privileges, and, if so, the terms and conditions of such privileges, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;

(e) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable on case of redemption, which amount may vary under different conditions and at different redemption dates;

(f) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;

(g) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series; and

(h) Any other relative rights, preferences and limitations of that series.

FIFTH. The name and mailing address of the incorporator are as follows:

Elizabeth M. Kurr
Wilson Sonsini Goodrich & Rosati
650 Page Mill Road
Palo Alto, CA 94306

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SIXTH: The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the bylaws of the Corporation, but the stockholders may make additional bylaws and may alter or repeal any bylaw whether adopted by them or otherwise.

SEVENTH: Elections of directors need not be by written ballot except and to the extent provided in the bylaws of the Corporation.

EIGHTH: No action shall be taken by the stockholders of the Corporation except at an annual or special meeting of the stockholders called in accordance with the bylaws and no action shall be taken by the stockholders by written consent.

NINTH: Advance notice of stockholder nomination for the election of directors and of business to be brought by stockholders before any meeting of the stockholders of the Corporation shall be given in the manner provided in the bylaws of the Corporation.

TENTH: Meetings of stockholders may be held within or without the State of Delaware, as the bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the bylaws of the Corporation.

ELEVENTH: The Corporation reserves the right at any time from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and any other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Article.

TWELFTH: The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under Delaware law.

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Any repeal or modification of this Article Twelfth shall be prospective and shall not affect the rights under this Article Twelfth in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.