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2 of 3
Attorney Docket Nos: 18604-26

FORM PTO-1594
1-31-92

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S. DEPARTMENT OF COMMERCE
Patents and Trademark Office

101891984

To the Honorable Commissioner of Patents and Trademarks. Please re

... documents or copy thereof.

1. Name of conveying party(ies):
Newco Group, Inc. **10/25/01**

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

Additional name(s) of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Name: Indus/TSW, Inc.
Internal Address:
Street Address: 60 Spear Street
City: San Francisco State: CA Zip: 94105
 Individual(s) citizenship:
 Association
 General Partnership
 Limited Partnership
 Corporation-State: Delaware
 Other:
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)
Additional names and addresses attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other:
Execution Date: June 19, 1997

4. Application Number(s) or Registration Number(s).

A. Trademark Application No(s):
B. Trademark Registration No(s): **1,655,435**

Additional numbers attached? Yes No

6. Total number of applications and registrations involved: 1

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

Name: Mary L. Shapiro
TOWNSEND AND TOWNSEND AND CREW LLP
Two Embarcadero Center, 8th Floor
San Francisco, California 94111-3834
(415) 576-0200

7. Total fee (37 CFR 3.41): \$40
 Enclosed Charge Fees to Deposit Account
 Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.
8. Deposit account number: 20-1430
(Attach duplicate copy of this page if paying by deposit account)

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: 2

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

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

Mail documents to be recorded with required cover to:
11/01/2001 LMUELLER 00000008 201430 1655435
01 FC:481 40.00 CH

Do not detach this portion

Commissioner for Trademarks
Box: Assignments
Washington, D.C. 20231

SF 1281920 v1

TRADEMARK
REEL: 002393 FRAME: 0319

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "INDUS INTERNATIONAL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

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THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

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CERTIFICATE OF INCORPORATION, FILED THE FOURTH DAY OF JUNE, A.D. 1997, AT 9 O'CLOCK A.M.

85

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "NEWCO GROUP, INC." TO "INDUS/TSW, INC.", FILED THE NINETEENTH DAY OF JUNE, A.D. 1997, AT 3 O'CLOCK P.M.

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

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AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

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AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

8619095

DATE:

08-22-97

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REEL: 002393 FRAME: 0320

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:

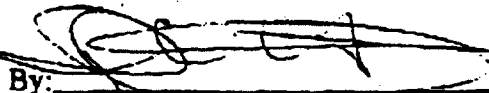
FIRST: The Amended and Restated Certificate of Incorporation of the Corporation, in the form attached hereto as Exhibit A, has been duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware, by the Board of Directors by unanimous written consent on July 17th 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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RECORDED: 10/25/2001

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REEL: 002393 FRAME: 0321