

U.S. DEPARTMENT OF COMMERCE
RECORDATION FORM COVER SHEET Patent and Trademark Office
TRADEMARKS ONLY

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

1. Name of Party(ies) conveying an interest: Sage Software, Inc.		2. Name and Address of Party(ies) receiving an interest: Best Software of California, Inc. 56 Technology Drive Irvine, California 92618	
<input type="checkbox"/> Individual(s)	<input type="checkbox"/> Association	<input type="checkbox"/> Individual	<input type="checkbox"/> Association
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership
<input checked="" type="checkbox"/> Corporation - California		<input checked="" type="checkbox"/> Corporation -California	
<input type="checkbox"/> Other		<input type="checkbox"/> Other	
		<input type="checkbox"/> Citizenship	

3. Interest Conveyed:		If not domiciled in the United States, a domestic representative designation is attached:	
<input type="checkbox"/> Assignment	<input checked="" type="checkbox"/> Change of Name	<input type="checkbox"/> Yes	
<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Merger	<input checked="" type="checkbox"/> No	
<input type="checkbox"/> Other			

Execution Date: September 24, 2001

4. Application number(s) or registration number(s). Additional sheet attached?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X	<input type="checkbox"/> No
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A. Trademark Application No.(s)	B. Trademark Registration No.(s) 1,673,293; 1,673,291; 1,555,527
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5. Name and address of party to whom correspondence concerning document should be mailed: Name: Pamela S. Ratliff, Esq. Baker Botts L.L.P. Street Address: 2001 Ross Avenue, Suite 600 City: Dallas State: Texas Zip: 75201-2980	6. Number of applications and registrations involved: 3
	7. Amount of fee enclosed or authorized to be charged: \$90.00
	8. Deposit account number (Attach duplicate copy of this form if paying by deposit account): 50-2147

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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.

<u>Pamela S. Ratliff</u> Name of Person Signing	<u><i>Pamela S. Ratliff</i></u> Signature	<u>February 21, 2002</u> Date
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Total number of pages including cover sheet 3

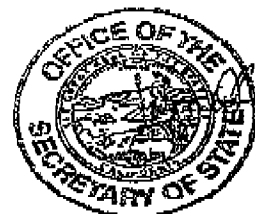
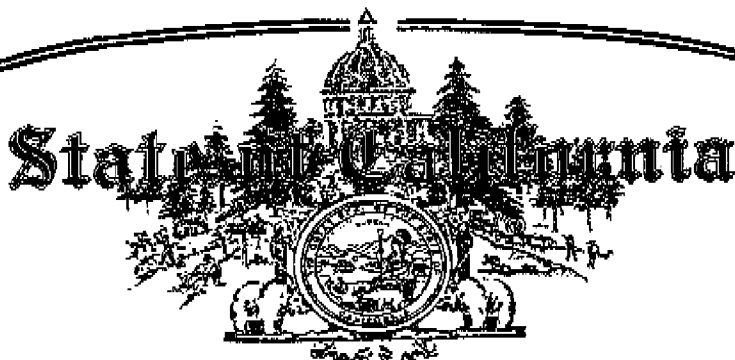
OMB No. 0651-0011 (exp. 4/94)

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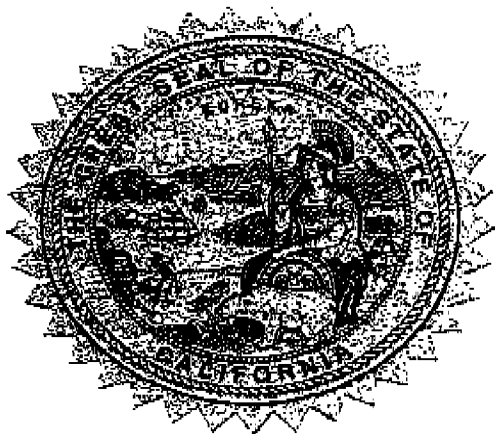


SECRETARY OF STATE

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 12 2001

Secretary of State

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

OCT 1 2001

BILL JONES, Secretary of State

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION**

The undersigned certify that:

1. They are the President and Secretary, respectively, of Sage Software, Inc., a California corporation (this "corporation").

2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

I.

The name of this Corporation is Best Software of California, 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 of the California Corporations Code. The total number of outstanding shares of this corporation is 204. 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.

Dated: September 24, 2001



David R. Butler, President and COO

Dated: September 24, 2001



James R. Eckstaedt, Senior Vice
President, CFO, and Secretary

