



To the Honorable Director of Patents and Trademark:

101990265

Documents or copy thereof.

2-19-02

1. Name of conveying party(ies): Muse Prime Software, Inc.

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

Additional name(s) of conveying party(ies) attached? Yes No

2-19-02

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

Name: BridgeSpan Inc.

Internal Address: _____

Street Address: 2465 Latham Street

City Mountain View State CA ZIP 94040

- 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 name(s) & address(es) attached? Yes No

3. Nature of Conveyance:

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

Execution Date: May 24, 2000

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 76/048187, 76/093828, and 76/047495

B. Trademark Registration No.(s) 2,479,811

Additional numbers attached? Yes No

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

Name: Dana Brody-Brown

Internal Address: Skjerven Morrill MacPherson, LLP

Street Address: 25 Metro Drive, Suite 700

City San Jose State CA ZIP 95110

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41):\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:
(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 information is true and correct and any attached copy is a true copy of the original document.

Dana Brody-Brown (CA Bar No. 208,682)
Name and Title

Dana Brody Brown
Signature

2-15-02
Date

Total number of pages comprising cover sheet: 1

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Director of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-011), Washington, D.C. 20231.

TRADEMARK

**CERTIFICATE OF AMENDMENT OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
MUSE PRIME SOFTWARE, INC.**

DBB

The undersigned, Nanda Kishore and Keith A. Miller, hereby certify that:

1. They are the duly elected and acting Chief Executive Officer and Assistant Secretary, respectively, of Muse Prime, Inc., a Delaware corporation.
2. The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of Delaware on February 24, 1999.
3. Pursuant to Section 242 of the General Corporation Law of the State of Delaware, this Certificate of Amendment of Certificate of Incorporation amends Article I of this corporation's Amended and Restated Certificate of Incorporation to read in its entirety as follows:

"The name of the corporation is BridgeSpan Inc. (the "Corporation")."

4. The foregoing Certificate of Amendment has been duly adopted by this corporation's Board of Directors and stockholders in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Executed at Menlo Park, California, on May 24, 2000.



Nanda Kishore, Chief Executive Officer



Keith A. Miller, Assistant Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

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 "MUSE PRIME SOFTWARE, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF APRIL, A.D. 2000, AT 9 O'CLOCK A.M.

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

C



3009255 8100

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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0370624

DATE: 04-10-00

TRADEMARK

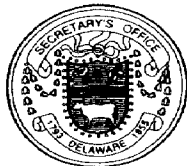
REEL: 002448 FRAME: 0313

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 CERTIFICATE OF AMENDMENT OF "MUSE PRIME SOFTWARE, INC.", CHANGING ITS NAME FROM "MUSE PRIME SOFTWARE, INC." TO "BRIDGESPAN INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF MAY, A.D. 2000, AT 9 O'CLOCK A.M.

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

C



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE: 05-25-00

TRADEMARK

RECORDED: 02/19/2002

REEL: 002448 FRAME: 0314