

Domestic Representative Name and Address Enter for the first Receiving Party only

Name

Address (line 1) Boyle Fredrickson Newholm Stein & Gratz S.C.

Address (line 2) 250 East Wisconsin Avenue, Suite 1030

Address (line 3) Milwaukee, WI 53202

Address (line 4)

Correspondent Name and Address Area Code and Telephone Number 414.225.9755

Name Cobby J. Shereff

Address (line 1) Boyle Fredrickson Newholm Stein & Gratz S.C.

Address (line 2) 250 East Wisconsin Avenue, Suite 1030

Address (line 3) Milwaukee, WI 53202

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 5

Trademark Application Number(s) or Registration Number(s) () Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)	
76/292,813	76/324,796
76/322,364	76/400,028

Registration Number(s)	
2,012,377	2,056,393
2,536,664	2,514,489

Number of Properties Enter the total number of properties involved. # 8

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 320.00

Method of Payment: Enclosed (X) Deposit Account ()

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: # 50-1170

Authorization to charge additional fees: Yes (X) No ()

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. Charges to deposit account are authorized, as indicated herein.

Cobby J. Shereff Name of Person Signing

CSH Signature

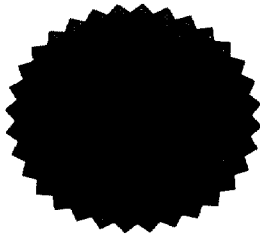
8/21/02 Date

Delaware

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The First State

I, HARRIET SMITH WINDSOR, 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 "MCHUGH SOFTWARE INTERNATIONAL, INC.", CHANGING ITS NAME FROM "MCHUGH SOFTWARE INTERNATIONAL, INC." TO "REDPRAIRIE CORPORATION", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF MAY, A.D. 2002, AT 9:55 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2934392 8100

020411419

AUTHENTICATION: 1868110

DATE: 07-03-02

TRADEMARK
REEL: 002580 FRAME: 0182

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
McHUGH SOFTWARE INTERNATIONAL, INC.**

McHugh Software International, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation adopted resolutions proposing and declaring advisable the following amendment to the Amended and Restated Certificate of Incorporation of the Corporation:

NOW, THEREFORE, BE IT RESOLVED, that the First Article of the Corporation's Amended and Restated Certificate of Incorporation be amended to read in its entirety as set forth below:

"FIRST: The name of the corporation is RedPrairie Corporation (hereinafter the "Corporation")."

SECOND: That in lieu of a meeting and vote of stockholders, stockholders holding a majority of the outstanding shares of the Corporation entitled to vote on said amendment, and a majority of the outstanding shares of each class entitled to vote thereon as a class have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said McHugh Software International, Inc. has caused this certificate to be signed by M. Nicole Marcey, its Secretary, this ^{4th} 13 day of May, 2002.

MCHUGH SOFTWARE INTERNATIONAL, INC.

By: M. Nicole Marcey
M. Nicole Marcey, Secretary

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