

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

1. Name of conveying party(ies): 8-27-03  
Skyline Acquisition Corp.

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

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

2. Name and address of receiving party(ies)  
 Name: Skyline Software Systems, Inc.  
 Internal  
 Address: \_\_\_\_\_  
 Street Address: 14155 Newbrook Drive  
 City: Chantilly State: VA Zip: 20151

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  
 (Designations must be a separate document from assignment)  
 Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_

Execution Date: August 21, 2003

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)  
SEE ATTACHED EXHIBIT A

B. Trademark Registration No.(s)  
 \_\_\_\_\_

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Susan Neuberger Weller  
 Internal Address: Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.  
 Street Address: 12010 Sunset Hills Road  
Suite 900  
 City: Reston State: VA Zip: 20190

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41).....\$ 240.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
50-0311

(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.*

Susan Neuberger Weller  
 Name of Person Signing

Signature

August 27, 2003  
 Date

Total number of pages including cover sheet, attachments, and document: 4

08/29/2003 6TOM11 00000082 2587799  
 01 FC:8521 40.00 DP  
 02 FC:8522 200.00 DP

Mail documents to be recorded with required cover sheet information to:  
 Commissioner of Patent & Trademarks, Box Assignments  
 Washington, D.C. 20231

**EXHIBIT A**

<b>MARK</b>	<b>COUNTRY</b>	<b>SERIAL NO./ REG. NO.</b>	<b>FILING DATE/ REG. DATE</b>
TERRAPHOTO3D	U.S.	2,587,799	July 2, 2002
TERRAGATE	U.S.	2,505,563	November 6, 2001
TERRA GATE	U.S.	2,441,780	April 10, 2001
TERRADEVELOPER	U.S.	2,346,592	May 2, 2000
TERRABUILDER	U.S.	2,346,593	May 2, 2000
TERRAEXPLORER	U.S.	2,346,594	May 2, 2000
SKYLINE DELIVERING THE DIGITAL EARTH (& Design)	U.S.	76/179,753	December 8, 2000
SKYLINE (& Design)	U.S.	76/179,754	December 8, 2000
TERRAGATE	U.S.	2,727,591	June 17, 2003

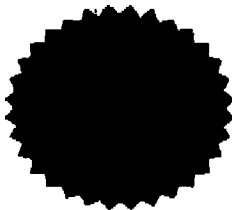
# Delaware

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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 "SKYLINE ACQUISITION CORP.", CHANGING ITS NAME FROM "SKYLINE ACQUISITION CORP." TO "SKYLINE SOFTWARE SYSTEMS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF AUGUST, A.D. 2003, AT 4:13 O'CLOCK P.M.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3688932 8100

030546396

AUTHENTICATION: 2596051

DATE: 08-21-03

TRADEMARK  
REEL: 002814 FRAME: 0281

**CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION**  
**OF**  
**SKYLINE ACQUISITION CORP.**

it is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Skyline Acquisition Corp.

2. The Certificate of Incorporation of the Corporation filed on the fourth day of August, 2003 is hereby amended to change the name of the Corporation to by striking out Article FIRST thereof and by substituting in lieu of said Article the following new Article:

"FIRST: The name of the corporation (hereinafter called the "Corporation") is  
"Skyline Software Systems, Inc."

3. The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Section 241 of the General Corporation Law of the State of Delaware, the Corporation not having received any payment for any of its stock.

Signed this <sup>21<sup>st</sup></sup> day of August, 2003.



Paul W. Collins  
Sole Director

TRA 1822907v1

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:27 PM 08/21/2003  
FILED 04:13 PM 08/21/2003  
SRV 030546396 - 3688932 FILE