09-02-2003

DEPARTMENT OF COMMERCE J.S. Patent and Trademark Office

Form PTO-1594 (Rev. 10/02) RECOR (OMB No. 0651-0027 (exp. 6/30/2005) TRA 102539299

Additional name(s) of conveying party(ies) attached? Association General Partnership Limited Partnership Assignment Merger Corporation-State Delaware	Tab settings	Y Y Y			
Skyline Acquisition Corp. Name: Skyline Software Systems, Inc., Internal Internal Internal Address: Street Address: 14155 Newbrook Drive City: Chantilly State: VA zip: 20151 Other Additional name(s) of conveying party(ies) attached? Yes No 3. Nature of conveyance: Assignment 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 Additional number(s) 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 August 27, 2003 August 27, 2003	To the Honorable Commissioner of Patents and Trademarks: F	Please record the attached original documents or copy thereof.			
Street Address: 14155 Newbrook Drive General Partnership Limited Partnership City: Chantilly State: VA Zip: 20151 Additional name(s) of conveying party(ies) attached? Yes No 3. Nature of conveyance: Assignment Security Agreement Change of Name Cother Execution Date: August 21, 2003 4. Application number(s) or registration number(s): A. Trademark Application No.(s) SEE ATTACHED EXHIBIT A 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: 12010 Sunset Hills Road Suite 900 Street Address: 12010 Sunset Hills Road Suite 900 State: VA Zip: 20190 Additional number: Street Address: 14155 Newbrook Drive City: Chantilly State: VA Zip: 20151 Individual(s) ditizenship Association General Partnership Association General Part	Skyline Acquisition Corp. Name: Skyline Software Systems,				
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3. Nature of conveyance: Assignment 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 Additional number(s) attached Additional number of applications and registration is nowled: Ame: Susan Neuberger Weller Street Address: 12010 Sunset Hills Road Suite 900 State: VA Zip: 20190 City: Reston State: VA Zip: 20190 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. Limited Partnership Corporation-State	Additional name(s) of conveying party(ies) attached? 📮 Yes 🚻 No				
A. Trademark Application No.(s) SEE ATTACHED EXHIBIT A Additional number(s) attached Y 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 Street Address: 12010 Sunset Hills Road Suite 900 City: Reston State: VA Zip: 20190 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 B. Trademark Registration No.(s) 6. Total number of applications and registrations involved: 9 7. Total fee (37 CFR 3.41)	□ Assignment □ Merger □ Security Agreement □ Change of Name □ Other	Limited Partnership Corporation-State Delaware 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)			
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 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 6. Total number of applications and registrations involved: 9 Authorized to be charged to deposit account number: 8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account) DO NOT USE THIS SPACE 9. Statement and signature. August 27, 2003 August 27, 2003 Signature Date	A. Trademark Application No.(s) SEE ATTACHED EXHIBIT A	B. Trademark Registration No.(s)			
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 Do Not Use This space 9 August 27, 2003 August 27, 2003 Signature Pages in page if page in pag		ached 🚾 Yes 📮 No			
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 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 7. Total fee (37 CFR 3.41)\$240.00 XX Enclosed August 27, 2003 August 27, 2003 Date	concerning document should be mailed:				
Suite 900 Suite 900 Suite 900 State: VA Zip: 20190 (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	Internal Address: Mintz, Levin, Cohn, Ferris,	XX Enclosed			
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Mail documents to be recorded with required cover sheet information to:					

08/29/2003 GTDW11 00000082 2587799 Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01 FC:6521 02 FC:6522

40.00 BP 200.00 DP

EXHIBIT A

MARK	COUNTRY	SERIAL NO./ REG. NO.	FILING DATE/ REG. DATE
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

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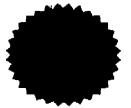
TRADEMARK REEL: 002814 FRAME: 0280

Delaware

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.



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 cordified that:

- 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 11 day of August, 2003.

Paul W. Collins Sole Director

TRA 1822307~I

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

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