

FORM PTO-1594
1-31-92

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patents and Trademark Office

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

1. Name of conveying party(ies):
The Indus Group, Inc.

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

Additional name(s) of conveying parties attached? Yes No

2. Name and address of receiving party(ies)
Name: **INDUS INTERNATIONAL, INC.**

Internal Address:
Street Address: **3301 Windy Ridge Parkway, Atlanta, GA 30339**
 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 names and addresses attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Other:

Execution Date: December 30, 1997

4. Application Number(s) or Registration Number(s).

A. Trademark Application No(s):

Additional numbers attached? **NO**

B. Trademark Registration No(s) **2246899, 2045585, 2271294**

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

Name: **Mary L. Shapiro
TOWNSEND AND TOWNSEND AND CREW LLP
Two Embarcadero Center, 8th Floor
San Francisco, California 94111-3834
(415) 576-0200**

6. Total number of applications and registrations involved **3**

7. Total fee (37 CFR 3.41): **\$90.00**
 Enclosed Charge Fees to Deposit Account
 Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.

8. Deposit account number: **20-1430**
(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 is true and correct and any attached copy is a true copy of the original document.

<p><u>Mary L. Shapiro</u> Name of Person Signing</p>	<p> Signature</p>	<p><u>3/29/04</u> Date</p>
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Total number of pages including cover sheet, attachments and document: **4**

10. Change Correspondence Address to that of Part 5? Yes No
OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover to:

Asst. Commissioner for Trademarks
Box: Assignments
Washington, D.C. 20231

CH \$90.00 201430 2246899

DEC 30 '97 03:03PM WILSON SONSINI PC 1

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 12/31/1997
971454886 - 2756011

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
THE INDUS GROUP, INC.,
a California corporation
AND
TSW INTERNATIONAL, INC.,
a Georgia corporation
WITH AND INTO
INDUS INTERNATIONAL, INC.,
a Delaware corporation**

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Indus International, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation") does hereby certify as follows:

FIRST: That the Corporation owns all the capital stock of The Indus Group, Inc., a California corporation and TSW International, Inc., a Georgia corporation (collectively, the "Subsidiaries").

SECOND: That the Corporation determined to and did merge the Subsidiaries into itself, by the following resolutions of its board of directors, duly adopted on December 30, 1997 by unanimous written consent:

WHEREAS, the Corporation lawfully owns all the capital stock of The Indus Group, Inc., a California corporation and TSW International, Inc., a Georgia corporation (collectively, the "Subsidiaries"), and now desires to merge the Subsidiaries into and with the Corporation;

RESOLVED: That the Board of Directors of the Corporation hereby determines that it is in the best interests of the Corporation and the Subsidiaries to merge the Subsidiaries with and into the Corporation (the "Merger") pursuant to Section 253 of the Delaware Law, pursuant to Section 1108 of the California Corporations Code (the "California Law"), and pursuant to Section 14-2-1104 of the Georgia Business Corporation Code (the "Georgia Law") and for the Corporation to assume all of the liabilities and obligations of the Subsidiaries, and for all of such actions to be carried out by the Corporation, as the sole stockholder of the Subsidiaries.

RESOLVED FURTHER: That the proper officers of the Corporation be, and they hereby are, authorized to make, execute and acknowledge a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge the Subsidiaries with and into the Corporation and the date of adoption thereof, and to file the same in the office of the Secretary of State of the State of Delaware.

RESOLVED FURTHER: That the proper officers of the Corporation be, and they hereby are, authorized to execute a Certificate of Ownership conforming with the requirements of Section 1110 of the California Law, and to file the same in the office of the Secretary of State of the State of California.

RESOLVED FURTHER: That the proper officers of the Corporation be, and they hereby are, authorized to execute a Certificate of Ownership and Merger conforming

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with the requirements of Section 14-2-1104 of the Georgia Law, and to file the same in the office of the Secretary of State of the State of Georgia.

RESOLVED FURTHER: That the officers of the Corporation be, and each of them hereby is, authorized and empowered, for and on behalf of the Corporation to execute any and all documents, contracts or instruments and to do or cause to be done any and all such other acts and things (including but not limited to, obtaining all required tax clearances from all applicable states) that they, or any of them, may deem necessary or desirable in order to implement fully the purposes and intent of the foregoing resolutions, and any such documents, contracts or instruments so executed and delivered or acts or things done or caused to be done by them or any of them shall be conclusive evidence of their or his or her authority in so doing.

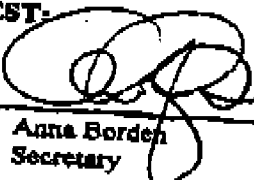
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IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its duly authorized officers on this 30th day of December, 1997.

INDUS INTERNATIONAL, INC.

By: 
Robert W. Felton
Chief Executive Officer

ATTEST:

By: 
Anna Borden
Secretary

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