

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
IMCentric, Inc.		03/01/2005	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Venafi, Inc.		
Street Address:	147 West Election Road		
City:	Draper		
State/Country:	UTAH		
Postal Code:	84020		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	76547182	IMCENTRIC	
Serial Number:	76547181	SECURE CLIENT	
Serial Number:	76543821	AUTOCERT	
CORRESPONDENCE DATA			
Fax Number:	(650)833-2001		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	650 833-2170		
Email:	karl.hamel@dlapiper.com		
Correspondent Name:	Allyn Taylor		
Address Line 1:	2000 University Ave		
Address Line 4:	East Palo Alto, CALIFORNIA 94303		
NAME OF SUBMITTER:	Allyn Taylor		
Signature:	/Allyn Taylor/		
Date:	06/07/2005		

OP \$90.00 76547182

Total Attachments: 3

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FROM CORPORATION TRUST WILM. TEAM #2

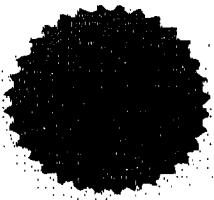
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "IMCENTRIC, INC.", FILED A RESTATED CERTIFICATE, CHANGING ITS NAME TO "VENAPI, INC.", THE FIRST DAY OF MARCH, A.D. 2005, AT 8:31 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3785203

DATE: 03-24-05

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AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
IMCentric, Inc.

(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)

IMCentric, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "General Corporation Law"),

DOES HEREBY CERTIFY:

1. That the name of this corporation is IMCentric, Inc., and that this corporation was originally incorporated pursuant to the General Corporation Law on March 30, 2004 under the name IMCentric, Inc.

2. That the Board of Directors duly adopted resolutions proposing to amend and restate the Certificate of Incorporation of this corporation, declaring said amendment and restatement to be advisable and in the best interests of this corporation and its stockholders, and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended and restated in its entirety to read as follows:

ARTICLE I

The name of this corporation is Venafi, Inc. (the "Corporation").

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is the Corporation Trust Company.

ARTICLE III

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law as the same may exist or hereafter may be amended.

ARTICLE IV

The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 90,000,000 shares of Common Stock, \$0.0001 par value per share

REF ID: A000 230111

3. The foregoing amendment and restatement was approved by the holders of the requisite number of shares of said corporation in accordance with Section 228 of the General Corporation Law.

4. That said Amended and Restated Certificate of Incorporation, which restates and integrates and further amends the provisions of the Corporation's Certificate of Incorporation, has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of the Corporation on February 23rd, 2005.

By: *Darren Denning*
Darren Denning, Secretary