

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
Systems Center, Inc.		07/01/1993	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Sterling Software (United States of America), Inc.		
Street Address:	One Computer Associates Plaza		
City:	Islandia		
State/Country:	NEW YORK		
Postal Code:	11749		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1355047	NETMASTER	
CORRESPONDENCE DATA			
Fax Number:	(214)661-4691		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2214.953.6691		
Email:	b.k.drinkwater@bakerbotts.com		
Correspondent Name:	B. K. Drinkwater, c/o Baker Botts L.L.P.		
Address Line 1:	2001 Ross Avenue		
Address Line 2:	Suite 600		
Address Line 4:	Dallas, TEXAS 75201		
NAME OF SUBMITTER:	B. K. Drinkwater		
Signature:	/B. K. Drinkwater/		
Date:	07/19/2005		
Total Attachments: 4			

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SECOND RESTATED
CERTIFICATE OF INCORPORATION
OF
SYSTEMS CENTER, INC.

(Under Section 245 of the General Corporation Law
of the State of Delaware)

SYSTEMS CENTER, INC. (the "Corporation"), a corporation duly organized and existing under the General Corporation Law of the State of Delaware, does hereby certify that:

I. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on February 20, 1981 and the name of the Corporation at that time was "VM Software, Inc." A Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on April 3, 1985. A Certificate of Amendment of the Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on February 16, 1989 changing the name of the Corporation to "Systems Center, Inc."

II. This Second Restated Certificate of Incorporation amends the Restated Certificate of Incorporation (as heretofore amended) by deleting from such Restated Certificate of Incorporation (as so amended) all of the provisions thereof and substituting in lieu of such provisions the text of the Second Restated Certificate of Incorporation set forth in Article IV hereof, including the amendment of Article FIRST to change the name of the Corporation to "Sterling Software (United States of America), Inc."

III. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, by resolutions unanimously adopted in writing by the Board of Directors of the Corporation, the Board of Directors of the Corporation deemed it advisable and in the best interests of the Corporation to restate the Restated Certificate of Incorporation of the Corporation (in its entirety) as set forth in this Second Restated Certificate of Incorporation and directed that this Second Restated Certificate of Incorporation be submitted for consideration and action thereon by the sole stockholder of the Corporation. Pursuant to Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware, by unanimous written consent in lieu of a meeting of the stockholders of the Corporation, the sole stockholder of the Corporation voted in favor of, approved and adopted this Second Restated Certificate of Incorporation including the text set forth in Article IV hereof. The text of the Second Restated Certificate of Incorporation set forth in Article IV hereof was duly adopted by the Board of Directors and by the sole stockholder of the Corporation entitled to vote thereon in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation law of the State of Delaware.

IV. The text of the Restated Certificate of Incorporation of the Corporation (as amended previously) is hereby restated by this Second Restated Certificate of Incorporation, to read in its entirety as follows:

FIRST: The name of the Corporation is Sterling Software (United States of America), Inc.

SECOND: The Corporation will have perpetual existence.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

FOURTH: The aggregate number of shares of capital stock that the Corporation will have authority to issue is eleven thousand (11,000), ten thousand (10,000) of which will be shares of Common Stock, having a par value of \$.01 per share and one thousand (1,000) of which will be shares of preferred stock, having a par value of \$.01 per share.

Preferred stock may be issued in one or more series as may be determined from time to time by the Board of Directors. All shares of any one series of preferred stock will be identical except as to the dates of issue and the dates from which dividends on shares of the series issued on different dates will cumulate, if cumulative. Authority is hereby expressly granted to the Board of Directors to authorize the issuance of one or more series of preferred stock, and to fix by resolution or resolutions providing for the issue of each such series the voting powers, designations, preferences, and relative, participating, optional, redemption, conversion, exchange or other special rights, qualifications, limitations or restrictions of such series, and the number of shares in each series, to the full extent now or hereafter permitted by law.

FIFTH: No stockholder of the Corporation will, solely by reason of holding shares of any class, have any preemptive or preferential right to purchase or subscribe for any shares of the Corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying warrants, rights or options to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares or such notes,

debentures, bonds or other securities would adversely affect the dividend, voting or any other rights of such stockholder. The Board of Directors may authorize the issuance of, and the Corporation may issue, shares of any class of the Corporation, or any notes, debentures, bonds or other securities convertible into or carrying warrants, rights or options to purchase any such shares, without offering any shares of any class to the existing holders of any class of stock of the Corporation.

SIXTH: Stockholders of the Corporation will not have the right of cumulative voting for the election of directors or for any other purpose.

SEVENTH: The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the Corporation or to adopt new Bylaws.

EIGHTH: (a) The Corporation will, to the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended, indemnify any and all persons it has power to indemnify under such law from and against any and all of the expenses, liabilities or other matters referred to in or covered by such law. Such indemnification may be provided pursuant to any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his director or officer capacity and as to action in another capacity while holding such office, will continue as to a person who has ceased to be a director, officer, employee or agent, and will inure to the benefit of the heirs, executors and administrators of such a person.

(b) If a claim under the preceding paragraph (a) is not paid in full by the Corporation within 30 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant will be entitled to be paid also the expense of prosecuting such claim. It will be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct that make it permissible under the laws of the State of Delaware for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense will be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in the laws of the State of Delaware nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, will be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

NINTH: To the fullest extent permitted by the laws of the State of Delaware as the same exist or may hereafter be amended, a director of the Corporation will not be liable to the

Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this Article will not increase the personal liability of any director of the Corporation for any act or occurrence taking place before such repeal or modification, or adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification. The provisions of this Article shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability of a director that has not been eliminated by the provisions of this Article.

TENTH: The address of the Corporation's initial registered office is 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle, and the name of its initial registered agent at that address is The Corporation Trust Company.

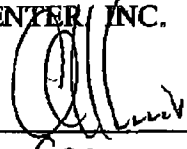
IN WITNESS WHEREOF, the Corporation has caused this Second Restated Certificate of Incorporation to be signed and executed in its corporate name as of the 1st day of July, 1993.

ATTEST:



Jeannette P. Meier, Secretary

SYSTEMS CENTER, INC.

By: 

Name: George H. Ellis
Title: Vice President

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