

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/29/2003

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
ROI Systems, Inc.		12/29/2003	CORPORATION: MINNESOTA

**RECEIVING PARTY DATA**

Name:	Epicor Software Corporation
Street Address:	18200 Von Karman
Internal Address:	Suite 1000
City:	Irvine
State/Country:	CALIFORNIA
Postal Code:	92612
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	1390553	MANAGE 2000

**CORRESPONDENCE DATA**

Fax Number: (949)760-9502  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (949) 760-0404  
 Email: efilings@kmob.com  
 Correspondent Name: Susan M. Natland  
 Address Line 1: Knobbe, Martens, Olson & Bear LLP  
 Address Line 2: 2040 Main Street, Fourteenth Floor  
 Address Line 4: Irvine, CALIFORNIA 92614

ATTORNEY DOCKET NUMBER:	ADBUS.264T
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NAME OF SUBMITTER:	Susan M. Natland
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Signature:

/susan m. natland/

Date:

02/07/2006

**Total Attachments: 6**

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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:48 PM 12/30/2003  
FILED 01:48 PM 12/30/2003  
SRV 030842956 - 2143290 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
ROI SYSTEMS, INC.  
INTO  
EPICOR SOFTWARE CORPORATION**

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

Pursuant to Section 253 of the Delaware General Corporation Law, Epicor Software Corporation (the "Company"),

**DOES HEREBY CERTIFY:**

**FIRST:** That the Company is a corporation duly organized and existing under the laws of the State of Delaware.

**SECOND:** That the Company owns 100% of the outstanding shares of each class of capital stock of ROI Systems, Inc., a corporation duly organized and existing under the laws of the State of Minnesota ("ROI").

**THIRD:** That the Company, by the following resolutions of its Board of Directors (the "Board"), duly adopted on December 29, 2003 by unanimous written consent of the Board, determined to merge ROI into the Company, with the Company continuing as the surviving corporation, on the terms and conditions set forth therein:

**WHEREAS:** The Company owns 100% of the outstanding capital stock of ROI Systems, Inc., a corporation duly organized and existing under the laws of the State of Minnesota ("ROI").

**WHEREAS:** The Board desires that ROI merge into the Company and that the Company possess itself of all the estate, property, rights, privileges and franchises of ROI.

**NOW, THEREFORE, BE IT RESOLVED:** That the Board hereby authorizes the merger of ROI into the Company, with the Company continuing as the surviving corporation (the "Merger").

**RESOLVED FURTHER:** That upon the effectiveness of the Merger, the Company shall assume any and all assets, obligations and liabilities of ROI pursuant to Section 253 of the Delaware General Corporation Law.

**RESOLVED FURTHER:** That each outstanding share of capital stock of ROI will be canceled and extinguished upon the effectiveness of the Merger, and no consideration shall be issued in exchange therefor.

**RESOLVED FURTHER:** That the Merger shall become effective upon the filing of: (i) a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and (ii) Articles of Merger with the Secretary of State of the State of Minnesota.

**RESOLVED FURTHER:** That the Certificate of Ownership and Merger, in the form previously presented to the Board, be and hereby is approved and adopted in all respects.

**RESOLVED FURTHER:** That the Articles of Merger, including the Plan of Merger contained therein, in the form previously presented to the Board, be and hereby is approved and adopted in all respects.

**RESOLVED FURTHER:** That upon the effectiveness of Merger, the Certificate of Incorporation and the Bylaws of the Company in effect immediately prior to the effectiveness of the Merger shall continue to be the Certificate of Incorporation and Bylaws of the Company.

**RESOLVED FURTHER:** That upon the effectiveness of the Merger, the directors and officers of the Company, as constituted immediately prior to the effectiveness of the Merger, shall continue to be the directors and officers of the Company.

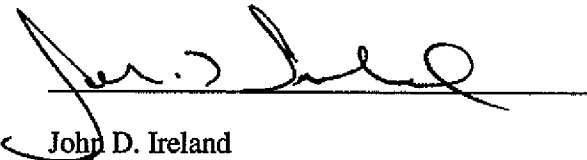
**RESOLVED FURTHER:** That the Board hereby authorizes, directs and empowers the appropriate officers of the Company, and each of them, for and on behalf of the Company, to take any and all such actions, and prepare, execute and deliver any and all such documents, including filing of the Certificate of Ownership and Articles of Merger in connection with the Merger, as may be necessary or advisable to carry out the foregoing resolutions, and hereby ratifies and confirms any and all actions taken heretofore to accomplish such purposes.

*[remainder of page intentionally left blank]*

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed in its corporate name by the undersigned authorized officer of the Company, this 21<sup>th</sup> day of December, 2003.

**EPICOR SOFTWARE CORPORATION**

By: \_\_\_\_\_

  
John D. Ireland

Vice President and General Counsel

**ARTICLES OF MERGER  
OF  
ROI SYSTEMS, INC.  
AND  
EPICOR SOFTWARE CORPORATION**

Pursuant to the provisions of the Minnesota Business Corporation Act governing the merger of a domestic wholly-owned subsidiary corporation for profit into its foreign parent corporation for profit, the foreign parent corporation hereinafter named does hereby adopt the following Articles of Merger.

**FIRST:** The following is the Plan of Merger for merging ROI Systems into Epicor Software Corporation, as set forth in resolutions approved on December 29, 2003 by unanimous written consent of the Board of Directors of Epicor Software Corporation in accordance with the provisions of Section 302A.621 of the Minnesota Business Corporation Act (the "MBCA") and pursuant to the Delaware General Corporation Law (the "DGCL").

1. The name of the subsidiary corporation, which is a corporation for profit organized under the laws of the State of Minnesota, and which is subject to the provisions of the Minnesota Business Corporation Act, is ROI Systems, Inc. ("ROI").
2. The name of the parent corporation, which is a corporation for profit organized under the laws of the State of Delaware, and which is subject to the provisions of the DGCL, is Epicor Software Corporation ("Epicor").
3. Upon effectiveness of the merger, Epicor will continue as the surviving corporation.
4. No shares of outstanding capital stock of ROI shall be converted in any manner in connection with the merger, and all such outstanding shares shall be surrendered, canceled and extinguished upon effectiveness of the merger with no consideration paid therefor.

**SECOND:** The entire outstanding capital stock of ROI consists of 1,000 shares of common stock, all of which are owned by Epicor.

**THIRD:** The DGCL permits the merger of a corporation for profit of another jurisdiction into a corporation for profit of Delaware; and the merger of ROI into Epicor is in compliance with the DGCL.

**FOURTH:** Epicor does hereby agree that it may be served with process in the State of

Minnesota in a proceeding for the enforcement of an obligation of ROI and Epicor; and does hereby irrevocably appoint the Secretary of State of the State of Minnesota as its agent to accept service of process in any proceeding. The address to which process may be forwarded is: Epicor Software Corporation, Attention: General Counsel, 195 Technology Drive, Irvine, California 92618-2402.

**FIFTH:** Epicor does hereby agree that it will promptly pay to any dissenting shareholders of ROI the amount, if any, to which they are entitled under section 302A.473 of the MBCA.

**SIXTH:** The merger of ROI into Epicor shall become effective in the State of Minnesota on the date on which the Secretary of State of the State of Minnesota files these Articles of Merger.

I certify that I am authorized to execute this document and I further certify that I understand that by signing this document, I am subject to the penalties of perjury as set forth in Section 609.48 of the Minnesota Statutes as if I had signed this document under oath.

*[remainder of page intentionally left blank]*


Executed on this 29<sup>th</sup> day of December, 2003.

**EPICOR SOFTWARE CORPORATION**

By:   
John D. Ireland  
Vice President and General Counsel

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

DEC 30 2003

  
Secretary of State