

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
EFFECTIVE DATE:	07/25/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Double-Take Software, Inc.	FORMERLY NSI Software, Inc.	07/25/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Double-Take Software, Inc.
Street Address:	257 Turnpike Road
Internal Address:	Suite 210
City:	Southborough
State/Country:	PENNSYLVANIA
Postal Code:	01772
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Serial Number:	75210376	DOUBLE-TAKE
Serial Number:	78840953	DOUBLE-TAKE FOR VIRTUAL SYSTEMS
Serial Number:	78840981	DOUBLE-TAKE FOR VIRTUAL SERVERS
Serial Number:	78911585	DOUBLE-TAKE SHADOWCASTER
Serial Number:	76465246	GEOCLUSTER
Serial Number:	75033138	NSI
Serial Number:	75397909	NSI SOFTWARE
Serial Number:	75032975	DOUBLE-TAKE

CORRESPONDENCE DATA

Fax Number: (202)637-5910
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 202 637 5600

CH \$215.00 75210376

Email: DCPTOTrademarkMail@HHLaw.com
Correspondent Name: Kimberley A. Isbell, HOGAN & HARTSON LLP
Address Line 1: 555 13th Street, N.W.
Address Line 2: Columbia Square
Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER:	24901-02; 04; 05; 06
NAME OF SUBMITTER:	Kimberley A. Isbell
Signature:	/Kimberley A. Isbell/
Date:	08/23/2006

Total Attachments: 4
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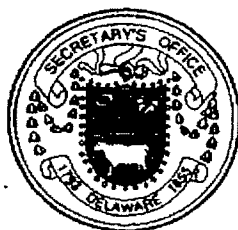
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THAT THE ABOVE IS A TRUE AND CORRECT
COPY OF THE CHARTER AND COMPANION CHARTER OF THE
CHANGING NAME FROM IN STATE, INCORPORATED UNDER THE
STATUTES OF THE STATE OF DELAWARE ON THE TWENTY-FIFTH DAY OF
JULY A. D. 1902 AT 10 O'CLOCK A. M.

A FILED COPY OF THE CHARTER AND COMPANION CHARTER IS ON FILE IN THE
NEW CASTLE COUNTY RECORD OFFICE.



3704581 8100
060697780

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4924444

DATE: 07-25-06

TRADEMARK
REEL: 003375 FRAME: 0856

**CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
NSI SOFTWARE, INC.**

NSI Software, Inc., a corporation duly organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is NSI Software, Inc.
2. The name under which the corporation was originally incorporated is NSI Software, Inc., and the original Certificate of Incorporation of the corporation was filed with the Secretary of State of the State of Delaware on September 16, 2003.
3. This Amendment to Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.
4. This Amendment to Amended and Restated Certificate of Incorporation amends Article First of the Amended and Restated Certificate of Incorporation of the corporation, as heretofore amended, supplemented and restated (the "Amended and Restated Certificate of Incorporation"), by deleting the existing Article First in its entirety and substituting therefor a new Article First to read in its entirety as follows:

FIRST: The name of the corporation (hereinafter the "Corporation") is:

Double-Take Software, Inc.

5. This Amendment to Amended and Restated Certificate of Incorporation amends Article Fourth of the Amended and Restated Certificate of Incorporation by adding the following to the end of the sentence comprising the existing Section 1.4(b) of Paragraph (C) of Article Fourth:

; provided, however, that, notwithstanding any other provision of this Paragraph C of this Article Fourth, if in connection with the closing of such public offering or immediately prior to the occurrence of such Liquidation of the Corporation, shares of Series B Preferred Stock are converted into shares of Common Stock and the Series B Accruing Dividends with respect to such shares of Series B Preferred Stock are consequently included in the calculation of the number of shares of Common Stock into which the shares of Series B Preferred Stock are convertible, then no payment of Series B Accruing Dividends shall be

made or required to be made at any time with respect to such shares of Series B Preferred Stock.


6. This Amendment to Amended and Restated Certificate of Incorporation amends Article Fourth of the Amended and Restated Certificate of Incorporation by adding the following to the end of the sentence comprising the existing Section 1.4(b) of Paragraph (D) of Article Fourth:

; provided, however, that, notwithstanding any other provision of this Paragraph D of this Article Fourth, if in connection with the closing of such public offering or immediately prior to the occurrence of such Liquidation of the Corporation, shares of Series C Preferred Stock are converted into shares of Common Stock and the Series C Accruing Dividends with respect to such shares of Series C Preferred Stock are consequently included in the calculation of the number of shares of Common Stock into which the shares of Series C Preferred Stock are convertible, then no payment of Series C Accruing Dividends shall be made or required to be made at any time with respect to such shares of Series C Preferred Stock.

[signature page follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Amended and Restated Certificate of Incorporation to be signed by Dean Goodemote, the President, Chief Executive Officer and Chairman of the Corporation, on this 25th day of July, 2006.

NSI Software, Inc.

By: 
Name: Dean Goodemote
Title: President, Chief Executive Officer
and Chairman