

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/27/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Prophet 21, Inc.		09/27/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Prophet 21 (New Jersey), Inc.
Street Address:	7683 Southfront Road
City:	Livermore
State/Country:	CALIFORNIA
Postal Code:	94551
Entity Type:	CORPORATION: NEW JERSEY

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Serial Number:	78436835	WDSREMOTE
Serial Number:	78401420	TRADESOURCE
Serial Number:	78189314	WDSCONNECT
Serial Number:	76245218	UNIQUITY
Serial Number:	75439843	PROPHET 21
Serial Number:	74663916	PROPHET 21 ACCLAIM
Serial Number:	76173991	FASPAC

CORRESPONDENCE DATA

Fax Number: (303)863-0223
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 303-863-9700
 Email: mtrudell@sheridanross.com
 Correspondent Name: Miriam D. Trudell

CH \$190.00 78436835

Address Line 1: 1560 Broadway, Suite 1200
Address Line 2: Sheridan Ross P.C.
Address Line 4: Denver, COLORADO 80202

ATTORNEY DOCKET NUMBER:	5842
NAME OF SUBMITTER:	Miriam D. Trudell
Signature:	/miriam trudell/
Date:	11/12/2007

Total Attachments: 5
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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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"PROPHET 21, INC.", A DELAWARE CORPORATION,
WITH AND INTO "PROPHET 21 (NEW JERSEY), INC." UNDER THE NAME OF "PROPHET 21 (NEW JERSEY), INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW JERSEY, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF OCTOBER, A.D. 2007, AT 4:55 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4432434 8100M

071071962



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6049187

DATE: 10-04-07

TRADEMARK
REEL: 003659 FRAME: 0096

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

Prophet 21, Inc.
(a Delaware corporation)

with and into

Prophet 21 (New Jersey), Inc.
(a New Jersey corporation)

(PURSUANT TO SECTION 253 OF THE
DELAWARE GENERAL CORPORATION LAW)

Prophet 21, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), does hereby certify:

1. The Company is the owner of one hundred percent (100%) of the outstanding shares of the capital stock of Prophet 21 (New Jersey), Inc., a New Jersey corporation (the "Subsidiary").
2. The Company, by resolutions adopted by written consent on September 27, 2007 by the Board of Directors and the sole stockholder of the Company entitled to vote thereon and attached hereto as Exhibit A, hereby merges the Company with and into the Subsidiary, with the Subsidiary as the surviving corporation
3. The Subsidiary agrees that it may be served with process in Delaware in any proceeding for enforcement of any obligations of Parent, as well as for enforcement of any obligation of the Subsidiary, as the surviving corporation, arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings and hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or proceedings. The Secretary of State of the State Delaware shall mail a copy of any such process to the Subsidiary at 7683 Southfront Road Livermore, California 94551.

Signature Page Follows

AUW2691111

The Company has caused this Certificate of Ownership and Merger to be signed by its President on this 27 day of September, 2007.

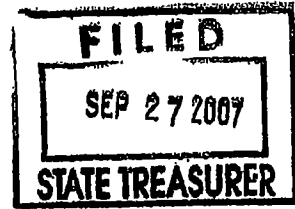
PROPHET 21, INC.
a Delaware corporation

/s/ Pervez Qureshi
Pervez Qureshi, President

Signature Page to Certificate of Ownership and Merger

TRADEMARK
REEL: 003659 FRAME: 0098

New Jersey Division of Revenue
Certificate of Merger/Consolidation
(Profit Corporations)



This form may be used to record the merger or consolidation of a corporation with or into another business entity or entities, pursuant to NJSA 14A. Applicants must insure strict compliance with the requirements of State law and insure that all filing requirements are met. This form is intended to simplify filing with the State Treasurer. Applicants are advised to seek out private legal advice before submitting filings to the Department of the Treasury, Division of Revenue's office.

1. Type of Filing (check one): Merger Consolidation

2. Name of Surviving Business Entity: Prophet 21 (New Jersey), Inc.

3. Name(s)/Jurisdiction(s) of All Participating Business Entities Including Surviving Entity:

Name	Jurisdiction	Identification # Assigned by Treasurer (if applicable)
Prophet 21 (New Jersey), Inc.	New Jersey	
Prophet 21, Inc.	Delaware	

4. Date Merger/Consolidation adopted: September 26, 2007

5. Voting: (all corporations involved; attach additional sheets if necessary)

-a Corp. Name Prophet 21 (New Jersey), Inc.

Outstanding Shares 550

If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____

Voting Against _____ ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check)

-b Corp. Name Prophet 21, Inc.

Outstanding Shares 1,000

If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____

Voting Against _____ ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check)

-c Corp. Name

Outstanding Shares

If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____

Voting Against _____ ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check) _____

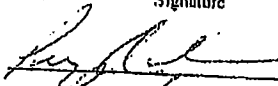
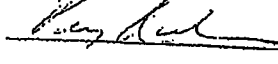
6. Service of Process Address (For use if the surviving business entity is not authorized or registered by the State Treasurer: N/A

The surviving business entity agrees that it may be served with process in this State in any action, suit or proceeding for the enforcement of any obligation of any domestic or foreign corporation, previously amenable to suit in this State, which is a party to this merger/consolidation, and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation.

The Treasurer is hereby appointed as agent to accept service of process in any such action, suit, or proceeding which shall be forwarded to the surviving business entity at the Service of Process address stated above.

The Surviving Business Entity also agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they may be entitled under the provisions of Title 14A.

7. Effective Date (see inst.): The Effective Date shall be the filing date of this Certificate of Merger.

Signature	Name	Title	Date
	Pervez Qureshi, President	President of Prophet 21 (New Jersey), Inc.	September 26, 2007
	Pervez Qureshi, President	President of Prophet 21, Inc.	September 26, 2007

**Remember to attach: 1) the plan of merger or consolidation; and 2) if the surviving or resulting business is not a registered or authorized domestic or foreign corporation, a Tax Clearance Certificate for each participating corporation.

NJ Division of Revenue, PO Box 308, Trenton NJ 08646

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