

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
Applied Commerce, Inc.		02/11/2007	CORPORATION: WASHINGTON
RECEIVING PARTY DATA			
Name:	Shiftboard, Inc.		
Street Address:	311 1st Avenue S., Suite 201		
City:	Seattle		
State/Country:	WASHINGTON		
Postal Code:	98104		
Entity Type:	CORPORATION: WASHINGTON		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	77068946	SHIFTBOARD	
CORRESPONDENCE DATA			
Fax Number:	(206)359-9000		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(206) 359 - 8000		
Email:	pctrademarks@perkinscoie.com		
Correspondent Name:	James L. Vana		
Address Line 1:	1201 Third Avenue, Suite 4800		
Address Line 4:	Seattle, WASHINGTON 98101-3099		
ATTORNEY DOCKET NUMBER:	63125-4000.0002.US001		
NAME OF SUBMITTER:	James L. Vana		
Signature:	/James L. Vana/		
Date:	02/15/2008		

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Total Attachments: 5

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FILED
SECRETARY OF STATE
SAM REED

March 5, 2007

STATE OF WASHINGTON

02/28/07 1012299-001
\$50.00 K #121634
td:1254859

03/05/07 1015302-001
\$20.00 K #121695
td:1254859

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
SHIFTBOARD, INC.**

ARTICLE 1. NAME

The name of this corporation is Shiftboard, Inc.

ARTICLE 2. SHARES

This corporation shall have authority to issue 10,000,000 shares of Common Stock having a par value of \$.001 per share.

ARTICLE 3. PREEMPTIVE RIGHTS

No preemptive rights shall exist with respect to shares of stock or securities convertible into or exercisable for shares of stock of this corporation.

ARTICLE 4. CUMULATIVE VOTING

The right to cumulate votes in the election of Directors shall not exist with respect to shares of stock of this corporation.

ARTICLE 5. DIRECTORS

The number of Directors of this corporation shall be determined in the manner provided by the Bylaws and may be increased or decreased from time to time in the manner provided therein.

ARTICLE 6. LIMITATION OF DIRECTOR LIABILITY

To the full extent that the Washington Business Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of Directors, a Director of this corporation shall not be liable to this corporation or its shareholders for monetary damages for conduct as a Director. Any amendments to or repeal of this Article shall not adversely affect any right or protection of a Director of this corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

ARTICLE 7. SHAREHOLDER ACTIONS

Any action required or permitted to be taken at a meeting of shareholders may be taken without a meeting or a vote if either:

- (a) the action is taken by written consent of all shareholders entitled to vote on the action; or

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(b) so long as this corporation is not a public company, the action is taken by written consent of shareholders holding of record, or otherwise entitled to vote, in the aggregate not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote on the action were present and voted.

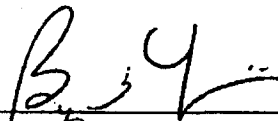
To the extent the Washington Business Corporation Act requires prior notice of any such action to be given to nonconsenting or nonvoting shareholders, such notice shall be given at least one day before the date on which the action becomes effective. The notice shall be in the form of a record and shall contain or be accompanied by the same material that, under the Washington Business Corporation Act, would have been required to be delivered to nonconsenting or nonvoting shareholders in a notice of meeting at which the proposed action would have been submitted for shareholder action. Such notice shall be provided in the same manner as the Bylaws or these Articles of Incorporation require or permit other notices to shareholders to be provided.

ARTICLE 8. AUTHORITY TO AMEND ARTICLES OF INCORPORATION

This corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by the Washington Business Corporation Act or by these Articles of Incorporation, and the rights of the shareholders of this corporation are granted subject to this reservation.

Dated: 2.11.2007

SHIFTBOARD, INC.

By: 
Bryan Lhuillier
Chief Executive Officer and Secretary

Amended and Restated Articles of Incorporation of Shiftboard, Inc.

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**CERTIFICATE ACCOMPANYING
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
APPLIED COMMERCE, INC.**

Pursuant to the provisions of RCW 23B.10.070 of the Washington Business Corporation Act, the foregoing constitutes the Amended and Restated Articles of Incorporation (the "**Amended and Restated Articles**") of Applied Commerce, Inc., a Washington corporation (the "**Corporation**"). The Amended and Restated Articles supersede the original Articles of Incorporation of the Corporation and all amendments thereto or restatements thereof.

1. The name of the Corporation is: Applied Commerce, Inc.
2. The existing Articles of Incorporation are amended and restated in their entirety as set forth in the foregoing Amended and Restated Articles.
3. The amendments provide that the corporation's name be changed to Shiftboard, Inc.
4. The amendments do not provide for an exchange, reclassification or cancellation of any issued shares.
5. The date of adoption of the Amended and Restated Articles is February 11, 2007.
6. The Amended and Restated Articles were duly adopted by the Board of Directors of the Corporation in accordance with the provisions of RCW 23B.10.030.
7. Shareholder action was not required pursuant to the provisions of RCW 23B.10.050.

[Signature page follows.]

This Certificate Accompanying the Amended and Restated Articles of Incorporation is executed by this Corporation by its duly authorized officer.

Dated: 2.11., 2007.

APPLIED COMMERCE, INC.

By: _____


Bryan Lhuillier
Chief Executive Officer and Secretary

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RECORDED: 02/15/2008

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