

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
Island Pacific, Inc.		12/28/2007	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Retail Pro, Inc.		
Street Address:	3252 Holiday Court, Suite 226		
City:	La Jolla		
State/Country:	CALIFORNIA		
Postal Code:	92037		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	75562623	RETAIL PRO	
Serial Number:	75527271	RETAIL PRO	
Serial Number:	75527235	RPRO	
Serial Number:	74164187	RETAIL PRO	
CORRESPONDENCE DATA			
Fax Number:	(916)488-4139		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	858-550-3367		
Email:	etip@cwo.com		
Correspondent Name:	Retail Pro, Inc.		
Address Line 1:	3252 Holiday Court, Suite 226		
Address Line 4:	La Jolla, CALIFORNIA 92037		
NAME OF SUBMITTER:	Ellen J. Tenud		
Signature:	//et//		

OP \$115.00 75562623

Date:

04/20/2008

Total Attachments: 3

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Delaware

PAGE 1

The First State

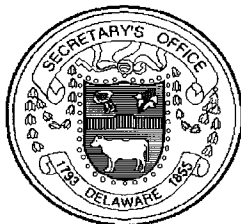
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"RETAIL PRO, INC.", A DELAWARE CORPORATION,
WITH AND INTO "ISLAND PACIFIC, INC." UNDER THE NAME OF
"RETAIL PRO, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2007, AT 6:06
O'CLOCK P.M.

3159137 8100M

080266046

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6435881

DATE: 03-10-08

TRADEMARK
REEL: 003763 FRAME: 0143

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:06 PM 12/28/2007
FILED 06:06 PM 12/28/2007
SRV 071374158 - 3159137 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

OF

**RETAIL PRO, INC.
(A DELAWARE CORPORATION)**

INTO

**ISLAND PACIFIC, INC.
(A DELAWARE CORPORATION)**

Island Pacific, Inc., a Delaware corporation (the "Corporation"), does hereby certify to the following facts relating to the merger (the "Merger") of Retail Pro, Inc., a Delaware corporation (the "Subsidiary"); with and into the Corporation, with the Corporation remaining as the surviving corporation under the name of Retail Pro, Inc.:

FIRST: The Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). The Subsidiary is incorporated pursuant to the DGCL.

SECOND: The Corporation owns all of the outstanding shares of each class of capital stock of the Subsidiary.

THIRD: The Board of Directors of the Corporation, by the following resolutions duly adopted on December 28, 2007, determined to merge the Subsidiary with and into the Corporation pursuant to Section 253 of the DGCL:

WHEREAS, the Corporation owns all of the outstanding shares of the capital stock of Retail Pro, Inc., a Delaware corporation (the "Subsidiary"); and

WHEREAS, the Board of Directors of the Corporation has deemed it advisable that the Subsidiary be merged with and into the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware;

NOW, THEREFORE, BE IT AND IT HEREBY IS

RESOLVED, that the Subsidiary be merged with and into the Corporation (the "Merger"); and it is further

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of capital stock of the Corporation shall remain unchanged and continue to remain outstanding as one share of capital stock of the Corporation, held by the person who was the holder of such share of capital stock of the Corporation immediately prior to the Merger; and it is further

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Subsidiary shall be cancelled and no consideration shall be issued in respect thereof; and it is further

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RESOLVED, that the certificate of incorporation of the Corporation as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation, except that Article I thereof shall be amended to read in its entirety as follows:

Article I

The name of this corporation is "Retail Pro, Inc."

RESOLVED, that Barry Schechter, as the Chief Executive Officer of the Corporation be and is hereby authorized and directed to make, execute and acknowledge, in the name and under the corporate seal of the Corporation, a certificate of ownership and merger for the purpose of effecting the Merger and to file the same in the office of the Secretary of State for the State of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of the resolutions relating to the Merger.

RESOLVED, that the officers and directors of the Corporation are authorized and directed, by and on behalf of the Corporation, to take all other actions such officers and directors may deem necessary or appropriate to carry out the purpose of the foregoing resolutions.

RESOLVED, that any actions taken by the officers and directors prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred hereby are ratified, confirmed and approved as the acts and deeds of the Corporation.

FOURTH: The Corporation shall be the surviving corporation of the Merger.

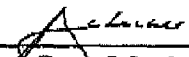
FIFTH: The certificate of incorporation of the Corporation as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation, except that Article I thereof shall be amended to read in its entirety as follows:

Article I

The name of this corporation is "Retail Pro, Inc."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 28th day of December, 2007.

ISLAND PACIFIC, INC.

By: 
Name: Barry Schechter
Its: Chief Executive Officer

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