

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	09/29/2009		
<b>CONVEYING PARTY DATA</b>			
	<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>
	INTERACT COMMERCE CORPORATION		09/22/2009
			<b>Entity Type</b>
			CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	SAGE SOFTWARE, INC.		
<b>Street Address:</b>	56 Technology Drive		
<b>City:</b>	Irvine		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	92618		
<b>Entity Type:</b>	CORPORATION: VIRGINIA		
<b>PROPERTY NUMBERS Total: 1</b>			
	<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
	Serial Number:	73822008	TELEMAGIC
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(949)753-1911		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(949) 753-1222		
<b>Email:</b>	ipfilings@sage.com		
<b>Correspondent Name:</b>	Chanette Armstrong - Sage		
<b>Address Line 1:</b>	56 Technology Drive		
<b>Address Line 4:</b>	Irvine, CALIFORNIA 92618		
ATTORNEY DOCKET NUMBER:	TELEMAGIC ICC TO SSI		
NAME OF SUBMITTER:	Chanette Armstrong		
Signature:	/chanette armstrong/		

CH \$40.00 73822008

**900150933**

**TRADEMARK**  
**REEL: 004121 FRAME: 0710**

Date:

12/29/2009

**Total Attachments: 7**

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COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, SEPTEMBER 24, 2009

The State Corporation Commission finds the accompanying articles submitted on behalf of  
Sage Software, Inc.

comply with the requirements of law and confirms payment of all required fees. Therefore, it is  
ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles of merger in the Office of the Clerk of the  
Commission, effective September 29, 2009, at 09:00 PM. Each of the following:

INTERACT COMMERCE CORPORATION (A DE CORP NOT  
QUALIFIED IN VA)

is merged into Sage Software, Inc., which continues to exist under the laws of VIRGINIA with  
the name Sage Software, Inc., and the separate existence of each non-surviving entity ceases.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT  
CIS0354  
09-09-24-0503

TRADEMARK  
REEL: 004121 FRAME: 0712

**ARTICLES OF MERGER OF  
INTERACT COMMERCE CORPORATION  
WITH AND INTO  
SAGE SOFTWARE, INC.**

Sage Software, Inc., a Virginia corporation and Interact Commerce Corporation, a Delaware corporation, pursuant to Title 13.1, Chapter 9, Article 12 of the Virginia Stock Corporation Act, hereby execute the following Articles of Merger (the "**Articles**") and state as follows:


1. The names of the corporations which are parties to the merger are:
  - a. Sage Software, Inc., a Virginia corporation (the "**Surviving Corporation**"), and
  - b. Interact Commerce Corporation, a Delaware corporation (the "**Disappearing Corporation**").
2. The merger is to become effective upon the close of business on September 29, 2009 (the "Effective Date").
3. The Articles of Incorporation and Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall continue (until amended or repealed as provided by applicable law) to be the Articles of Incorporation and Bylaws of the Surviving Corporation without change or amendment.
4. The Agreement and Plan of Merger, attached hereto as Exhibit A, was approved and adopted by (i) Unanimous Written Consent of the sole shareholder of the Surviving Corporation and (ii) Unanimous Written Consent of the board of directors of the Surviving Corporation.
5. Interact Commerce Corporation, a Delaware corporation certifies that its participation in the merger was duly authorized as required by the laws of Delaware.

[signature page follows]

Each of the undersigned declares that the facts herein stated are true, and executes these Articles on behalf of the respective party to these Articles, as of September 22<sup>nd</sup>, 2009.

**Surviving Corporation:**

Sage Software, Inc.

By:   
Name: Sue Swenson  
Title: President

**Disappearing Corporation:**

Interact Commerce Corporation


By:   
Name: Marc Loupe  
Title: Chief Financial Officer

EXHIBIT A

**Agreement and Plan of Merger**

See attached

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of this 22<sup>nd</sup> day of September, 2009, between Sage Software, Inc., a Virginia corporation (the "**Surviving Corporation**") and Interact Commerce Corporation, a Delaware corporation (the "**Disappearing Corporation**").

NOW, THEREFORE, the Disappearing Corporation and the Surviving Corporation agree as follows:

1. Terms and Conditions of Merger. The effective date and time of the Merger shall be upon the close of business on September 29, 2009 (the "**Effective Date**"). On the Effective Date, the Disappearing Corporation shall be merged with and into the Surviving Corporation (the "**Merger**") and the separate existence of the Disappearing Corporation shall thereupon cease. The Surviving Corporation shall continue its corporate existence in the State of Virginia as the surviving corporation after the Effective Date.
2. Mode of Carrying into Effect. This Agreement and Plan of Merger shall become effective upon the filing of the Articles of Merger in the Commonwealth of Virginia and the State of Delaware.
3. Effect of Merger on Outstanding Shares. Upon the Effective Date of the Merger, by virtue of the Merger and without any action on the part of any holder thereof, the shares and the certificates representing shares of the capital stock of the Disappearing Corporation outstanding immediately prior thereto shall automatically be exchanged for twelve (12) shares of Class C Common Stock, par value \$0.01, of the Surviving Corporation. The outstanding shares of the Surviving Corporation held by the Disappearing Corporation shall automatically be cancelled.
4. Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall continue (until amended or repealed as provided by applicable law) to be the Articles of Incorporation and Bylaws of the Surviving Corporation without change or amendment.
5. Directors and Officers. The directors and officers of the Surviving Corporation shall continue as the directors and officers of the Surviving Corporation immediately after the Merger.
6. Subsequent Action. If, at any time after the Effective Date, it shall be necessary or desirable to take any action or execute, deliver or file any instrument or document in order to vest, perfect or confirm of record in the Surviving Corporation the title to any property or any rights of the Disappearing Corporation, or otherwise to carry out the provisions

of this Agreement, the directors and officers of the Surviving Corporation are hereby authorized and empowered on behalf of the Disappearing Corporation and in its name to take such action and execute, deliver and file such instruments and documents.

7. Rights and Duties of the Surviving Corporation. On the Effective Date, the Surviving Corporation shall thereupon and thereafter possess all rights, privileges, immunities, licenses, and permits (whether of a public or private nature) of the Disappearing Corporation; and all property (real, personal, and mixed), all debts due on whatever account, all choses in action, and all and every other interest of or belonging to or due to the Disappearing Corporation shall continue and be taken and deemed to be transferred to and vested in the Surviving Corporation, without further act or deed; and the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of the Disappearing Corporation.
8. Termination. At any time prior to the Effective Date, this Agreement may be terminated and the Merger abandoned at the election of the Board of Directors of the Surviving Corporation.

Each of the undersigned declares that the facts herein stated are true, and executes this Agreement and Plan of Merger on behalf of the respective party as of the Effective Date.

**Surviving Corporation:**

Sage Software, Inc.

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



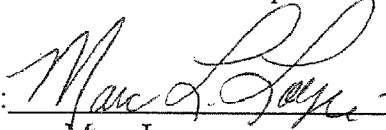
Name: Sue Swenson

Title: President

**Disappearing Corporation:**

Interact Commerce Corporation

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



Name: Marc Loupe

Title: Chief Financial Officer