

12-04-1998

FORM PTO-1394
(Rev. 6-53)
OMB No. 0651-0011 (exp. 4/94)

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

State of the Art, Inc.

- Individual(s)
- General Partnership
- Corporation-State California
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: June 10, 1998

2. Name and address of receiving party(ies)

Name: Sage Software, Inc.

Internal Address:

Street Address: 56 Technology

City: Irvine State: CA ZIP: 92618-2301

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/089,231

B. Trademark Registration No.(s)

2,159,337

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Anne H. Peck
Cooley Godward LLP

Internal Address:

12/03/1998 BNGUYEN 00000145 2159337

01 FC:481 40.00 OP
02 FC:482 25.00 OP
03 FC:998 5.00 OP

Street Address: Five Palo Alto Square
3000 El Camino Real
Palo Alto, California 94306-2155

City: State: ZIP:

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 70.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

03-3118

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Anne H. Peck, Esq.

Name of Person Signing

Signature

11/24/98

Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 1821 FRAME: 0982

State of California

SECRETARY OF STATE

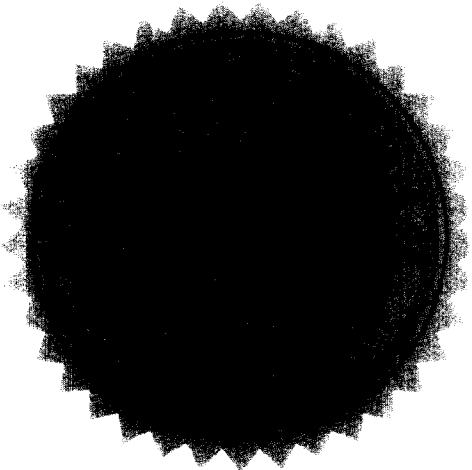


I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

OCT 19 1993



Bill Jones

Secretary of State

A0510724

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CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

FILED *JB*
In the office of the Secretary of State
of the State of California

JUL - 1 1998

Bill Jones
BILL JONES, Secretary of State

David W. Hanna and James R. Eckstaedt hereby certify that:

1. They are the President and Secretary, respectively, of STATE OF THE ART, INC., a California corporation.

2. Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

I.

The name of this Corporation is:

SAGE SOFTWARE, INC.

3. The foregoing amendment has been duly approved by the Board of Directors.

4. The foregoing amendment has been duly approved by the majority vote of the shareholders of the Corporation in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the Corporation is 203. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%).

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

DATED: June 10, 1998

David W. Hanna

David W. Hanna, President

DATED: June 10, 1998

J. R. Eckstaedt

James R. Eckstaedt, Secretary

FORM AND EXECUTION APPROVED
STATE OF THE ART, INC.
LEGAL DEPARTMENT
BY: *MEC 06-10-98*

MATTHEW E. CAVANAUGH
GENERAL COUNSEL

