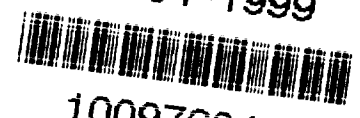


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TO: The Commissioner of Patents and Trademarks: Please record the attach

**Submission Type**

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

**Conveyance Type**

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other
- License
- Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year

**Conveying Party**

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year  
12231997

Name

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other

Citizenship/State of Incorporation/Organization

**Receiving Party**

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)   
City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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01 FC:481  
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Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

**TRADEMARK**  
REEL: 1863 FRAME: 0620

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments. #

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

**Number of Properties**

Enter the total number of properties involved. #

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed  Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Michelle Brownlee



2/25/99

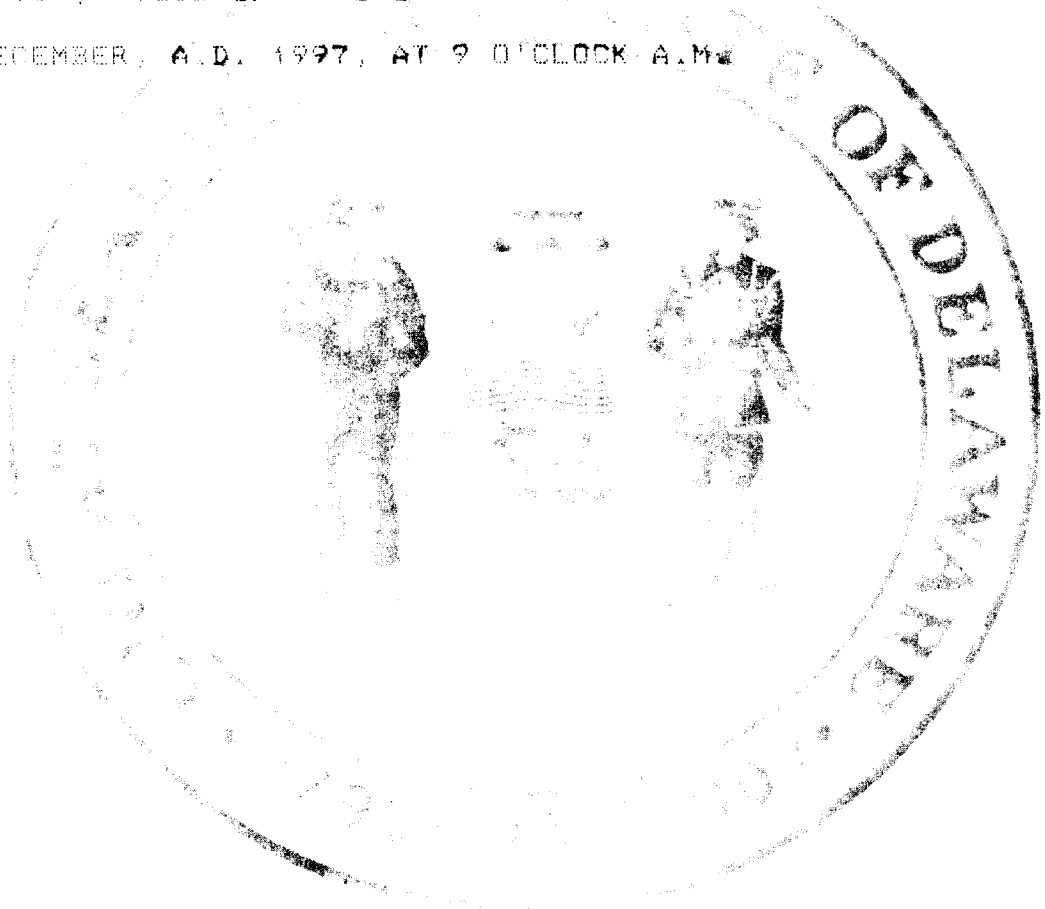
Name of Person Signing

Signature

Date Signed

*State of Delaware*  
*Office of the Secretary of State*

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "DOCENT SOFTWARE, INC.", CHANGING ITS NAME FROM "DOCENT SOFTWARE, INC." TO "DOCENT, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 1997, AT 9 O'CLOCK A.M.



*Edward J. Freel*

*Edward J. Freel, Secretary of State*

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AUTHENTICATION: 8850073

DATE: 01-06-98

**TRADEMARK**  
**REEL: 1863 FRAME: 0622**

**CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION OF  
DOCENT SOFTWARE, INC.**

DOCENT SOFTWARE, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "General Corporation Law"), does hereby certify as follows:

**FIRST:** The name of the corporation is **DOCENT SOFTWARE, INC.**

**SECOND:** The Certificate of Incorporation of the corporation was filed with the Secretary of State on June 3, 1997. The Certificate of Merger, to which the Certificate of Incorporation was incorporated by reference, was filed with the Secretary of State on June 27, 1997.

**THIRD:** The following amendment to the Certificate of Incorporation (as set forth in Section Fourth herein) was duly adopted in accordance with the provisions of Sections 141 and 242 of the General Corporation Law by resolutions duly adopted by the Board of Directors of the corporation at a regular meeting.

**FOURTH:** Article I of the Certificate of Incorporation is hereby deleted in its entirety and replaced with the following:

"The name of the corporation is **DOCENT, INC.** (the "Corporation")."

IN WITNESS WHEREOF, DOCENT SOFTWARE, INC. has caused this Certificate of Amendment of Certificate of Incorporation to be signed by its President and attested to by its Assistant Secretary this 23<sup>rd</sup> day of December 1997.

DOCENT SOFTWARE, INC.

By: 

Pardon Wynn

Title: President

Attest:

By: 

David Mandelkern

Title: Secretary

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