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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
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Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

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

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

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)

- 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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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.

Barbara L. (Pixie) Waite

8/5/99

Name of Person Signing

Signature

Date Signed

State of Delaware

Office of the Secretary of State

PAGE 1

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 "FLAGSTAR SYSTEMS, INC.", CHANGING ITS NAME FROM "FLAGSTAR SYSTEMS, INC." TO "ADVANTICA SYSTEMS, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF MAY, A.D. 1999, AT 10 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

2113945 8100

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AUTHENTICATION:

9742548

DATE:

05-13-99

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
FLAGSTAR SYSTEMS, INC.**

Flagstar Systems, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), **DOES HEREBY CERTIFY THAT:**

1. The Board of Directors of the Corporation (the "Board"), by unanimous written consent, duly adopted a resolution pursuant to Section 242 of the General Corporation Law of the State of Delaware, setting forth and declaring advisable the amendment to the Certificate of Incorporation of the Corporation on the form set forth in stockholder resolution recited below. The sole stockholder of the Corporation has duly adopted said amendment in the form of the resolution recited below by its unanimous written consent as of May 6, 1999 in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

RESOLVED That Article First of the Corporation's Certificate of Incorporation be amended so that, as amended, said paragraph shall be and read as follows:

"FIRST: The name of the corporation is Advantica Systems, Inc.
(hereinafter referred to as the "Corporation")."

2. The amendment to the Certificate of Incorporation of the Corporation shall be effective upon the filing of this certificate with the Secretary of State of Delaware.

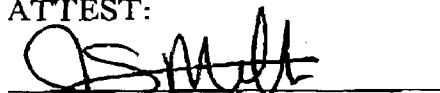
IN WITNESS WHEREOF, said Flagstar Systems, Inc. has caused this Certificate of Amendment to be signed by the undersigned officer as of the 6th day of May, 1999.

Flagstar Systems, Inc.



Rhonda J. Parish
Executive Vice President,
General Counsel and Secretary

ATTEST:



J. Scott Melton
Assistant General Counsel
and Assistant Secretary

**UNANIMOUS WRITTEN CONSENT OF THE
BOARD OF DIRECTORS**

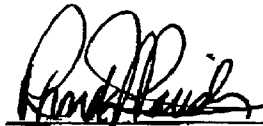
OF

FLAGSTAR SYSTEMS, INC.
(Pursuant to Section 141(f) of the
Delaware General Corporation Law)

The undersigned, the sole Director of Flagstar Systems, Inc., a Delaware corporation (the "Corporation"), hereby approves and gives her written consent, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, to the resolutions attached hereto as Exhibit A.

The undersigned Director hereby waives all notice of a meeting or the holding of any meeting of the Board of Directors and directs the Secretary of the Corporation to file this Consent as part of the records of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned, the sole Director of Flagstar Systems, Inc., has executed this Consent, to be effective as of the 6th day of May, 1999.



Rhonda J. Parish

RESOLUTION

WHEREAS, The Board of Directors of the Corporation (the "Board"), desires to duly adopt a resolution, pursuant to Section 242 of the General Corporation Law of the State of Delaware, which (1) sets forth a proposed amendment to the Corporation's Certificate of Incorporation to change the name of the Corporation to Advantica Systems, Inc., (2) declares said amendment to be advisable, and (3) directs the Corporation to seek the Corporation's sole shareholder's unanimous written consent to said amendment. Now Therefore be it

RESOLVED, That Article First of the Corporation's Certificate of Incorporation be amended so that, as amended, said paragraph shall be and read as follows:

"FIRST: The name of the corporation is Advantica Systems, Inc. (hereinafter referred to as the Corporation)."

RESOLVED, That the Board declares that such amendment to the Corporation's Certificate of Incorporation is advisable and that the Corporation shall seek the unanimous written consent of the Corporation's sole shareholder to said amendment.

FURTHER RESOLVED, That the officers of the Corporation are hereby authorized, directed and empowered to take all actions, including but not limited to the filing of documents with the Secretary of State of Delaware, necessary to accomplish the resolutions set forth herein.