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- 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

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

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12/07/1999 JSHR077 00000052 200531 75465152

01 FC:481 40.00 CH
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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.

Jason A. Duva

Name of Person Signing

Signature

Date Signed

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 "SYNCR A SOFTWARE, INC.", CHANGING ITS NAME FROM "SYNCR A SOFTWARE, INC." TO "SYNCR A SYSTEMS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF NOVEMBER, A.D. 1999, AT 12 O'CLOCK P.M.

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



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0096049

DATE: 11-22-99

TRADEMARK
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**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
SYNCRA SOFTWARE, INC.**

Syncra Software, Inc., a corporation organized and existing under and by virtue of the General Corporation Law (the "GCL") of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That pursuant to the authority conferred upon the Board of Directors by the First Amended and Restated Certificate of Incorporation of the Corporation, the Board of Directors, by written consent effective October 25, 1999, in accordance with Section 141(f) of the GCL, duly adopted a resolution setting forth an amendment to the First Amended and Restated Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and directed that the matter be submitted to the stockholders of the Corporation for the approval of said amendment.

SECOND: That the stockholders of the Corporation holding the necessary number of shares of the outstanding capital stock of the Corporation as required by statute and the First Amended and Restated Certificate of Incorporation of the Corporation approved said amendment by written consent effective October 25, 1999, in accordance with Section 228 of the GCL.

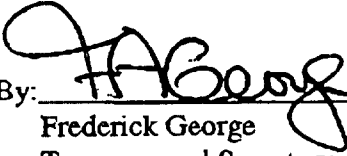
THIRD: That said amendment would amend the First Amended and Restated Certificate of Incorporation of the Corporation by amending and restating in its entirety Article FIRST and substituting in lieu thereof the following new Article FIRST:

"FIRST. The name of the corporation is Syncra Systems, Inc.

FOURTH: That said amendment was duly adopted in accordance with the provisions of Section 242 of the GCL.

IN WITNESS WHEREOF, Syncra Software, Inc. has caused this certificate to be signed as of the 25th day of October, 1999.

SYNCRA SOFTWARE, INC.

By: 
Frederick George
Treasurer and Secretary

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