

12-14-2001

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To the Honorable Commissione

101918144

Original documents or copy thereof

1. Name of conveying party(ies):

Descartes Systems Roadshow, Inc.

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

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: March 29, 1999

2. Name and address of receiving party(ies):

Name: Descartes Systems (USA), Inc.

Internal Address:

Street Address: 1410 Spring Hill Road, Suite 200

City: McLean State: VA ZIP: 22102-3308

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation -State Delaware
- 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 trademark number(s):

A. Trademark Application No.(s):

B. Trademark No.(s):

1,459,913



12-11-2001

U.S. Patent & TMO/TM Mail Rcpt Dt. #11

Additional numbers attached? Yes No

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

Name: D. Michael Bean

Internal Address: GOWLING LAFLEUR HENDERSON LLP

Street Address: 50 Queen Street North
Suite 1020
Kitchener, Ontario
Canada N2H 6M2

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3:41) \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 501613

12/14/2001 ANNEE1 00000027 501613 1459913
01 FC:481 40.00 CH

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.

D. Michael Bean
Name of Person Signing

Signature

December 7, 2001
Date

Total number of pages comprising cover sheet: 1

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 "DESCARTES SYSTEMS ROADSHOW, INC.", CHANGING ITS NAME FROM "DESCARTES SYSTEMS ROADSHOW, INC." TO "DESCARTES SYSTEMS (USA), INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MARCH, 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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991126406

AUTHENTICATION:

9662371

DATE:

03-31-99

TRADEMARK
REEL: 002407 FRAME: 0805

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
DESCARTES SYSTEMS ROADSHOW, INC.**

Descartes Systems ROADSHOW, 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 Certificate of Incorporation of the Corporation, the Board of Directors, by written consent effective March 29, 1999, in accordance with Section 141(f) of the GCL, duly adopted a resolution setting forth an amendment to the 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 Certificate of Incorporation of the Corporation approved said amendment by written consent effective March 29, 1999, in accordance with Section 228 of the GCL.

THIRD: That said amendment would amend the 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 Descartes Systems (USA), Inc. (the "Corporation")."

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

IN WITNESS WHEREOF, Descartes Systems ROADSHOW, Inc. has caused this certificate to be signed as of the 29th day of March, 1999.

DESCARTES SYSTEMS ROADSHOW, INC.

By: 

Paul Laufert

Vice-President and Secretary

340PLC2388/1.A749265-1

RECORDED: 12/11/2001

TRADEMARK TOTAL P.04
REEL: 002407 FRAME: 0807