

01-02-2003

FORM PTO-1594

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HEET

U.S. DEPARTMENT OF COMMERCE

(Rev. 6-93)

Y

Patent and Trademark Office

To the Honorable Commissioner of

102326213

See record use attached original documents or copy thereof.

1. Name of conveying party(ies):

EPS Software Consultants Ltd.

12-9-02

- Individual(s)
- General Partnership
- Corporation-Canada
- 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: September 11, 2002

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

Name: Prophix Software Inc.

Address: 2 Robert Speck Parkway, Suite 600
Mississauga, Ontario Canada L4Z 1H8

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-Canada
- 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) and address(es) attached? Yes No

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2002 DEC -9 AM 11:06
FINANCE SECTION

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

A. Trademark Application No.(s)

B. Trademark No.(s)

76/191,004

Additional Numbers attached? Yes No

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

Name: David L. Principe

Rodgson Russ LLP

Internal Address: Intellectual Property Law Section

Street Address: One M&T Plaza, Suite 2000

City: Buffalo State: NY ZIP: 14203-2391

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:
08-2442

(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.

David L. Principe, Reg. No. 39,336
Name of Person Signing

Signature

December 6, 2002
Date

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

12/31/2002 LMUELLER 00000189 76191004

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Mail documents to be recorded with required cover sheet information to:
Director - U.S. Patent and Trademark Office, Box Assignments
Washington, D.C. 20231

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 V Consumer and
 Ontario Business Services
CERTIFICATE
 This is to certify that these articles
 are effective on

Ministère des Services
 aux consommateurs
 et aux entreprises
CERTIFICAT
 Ceci certifie que les présents statuts
 ontrent en vigueur le

Ontario Corporation Number
 Numéro de la société en Ontario
 729239

SEPTEMBER 23 SEPTÉMBRE, 2002



Director / Directrice
 Ontario Corporations Act / Loi sur les sociétés par actions

Form 3
 Business
 Corporations
 Act

Formule 3
 Loi sur les
 sociétés par
 actions

**ARTICLES OF AMENDMENT
 STATUTS DE MODIFICATION**

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)
 Dénomination sociale actuelle de la société: (Écrire en LETTRES MAJUSCULES SEULEMENT):

E	P	S		S	O	F	T	W	A	R	E		C	O	N	S	U	L	T	A	N	T	S		L	T	D	.

2. The name of the corporation is changed to (if applicable):(Set out in BLOCK CAPITAL LETTERS)
 Nouvelle dénomination sociale de la société (s'il y a lieu): (Écrire en LETTRES MAJUSCULES SEULEMENT):

P	R	O	P	H	I	X		S	O	F	T	W	A	R	E		I	N	C	.								

3. Date of incorporation/amalgamation:
 Date de la constitution ou de la fusion:

1987 - July - 28
 (Year, Month, Day)
 (année, mois, jour)

4. Complete only if there is a change in the number of directors or the minimum / maximum number of directors.
 Il faut remplir cette partie seulement si le nombre d'administrateurs ou si le nombre minimal ou maximal d'administrateurs a changé.

Number (or minimum and maximum number) of directors is/are: number or minimum and maximum
 Nombre (ou nombres minimal et maximal) d'administrateurs: nombre ou minimal et maximal

5. The articles of the corporation are amended as follows:
Les statuts de la société sont modifiés de la façon suivante :

1. The name of the Corporation is hereby changed from EPS SOFTWARE CONSULTANTS LTD. to PROPHIX SOFTWARE INC.
2. To delete paragraph 8 of the articles of incorporation in its entirety and replace with the following :
 - A. No share in the capital stock of the Corporation shall be allotted, issued or transferred, without the express sanction of the board of directors of the Corporation to be signified by a resolution duly passed at a meeting of the board of directors or by an instrument or instruments in writing signed by all of the directors of the Corporation.
 - B. The number of persons who may beneficially own, whether directly or indirectly, shares in the capital stock of the Corporation shall not exceed 35, exclusive of:
 - a) "accredited investors" within the meaning of the *Ontario Securities Act* and the regulations under that Act; and
 - b) current or former directors, officers or employees of the Corporation or an affiliated corporation and current or former consultants, who, in each case, beneficially own only shares that were issued as compensation by, or under an incentive plan of, the Corporation or an affiliated corporation.
 - C. For the purposes of this section:
 - a) two or more persons who are the joint registered holders of one or more shares in the Corporation shall be counted as one beneficial owner of those shares; and
 - b) a corporation, partnership, trust or other entity shall be counted as one beneficial owner of shares in the Corporation unless the entity has been created or is being used primarily for the purpose of acquiring or holding shares in the Corporation, in which event each beneficial owner of an equity interest in the entity or each beneficiary of the entity, as the case may be, shall be counted as a separate beneficial owner of those shares in the Corporation.
3. To delete paragraph 9 of the articles of incorporation in its entirety

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Toronto, Ontario
(416) 322-6111

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- 5. The articles of the corporation are amended as follows:
Les statuts de la société sont modifiés de la façon suivante :

- 6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.
La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.
- 7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on
Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

2002 / 09 / 11

(Year, Month, Day)
(année, mois, jour)


These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

EPS Software Consultants Ltd.

(Name of Corporation)
(Dénomination sociale de la société)

(If the name is to be changed by these articles set out current name)
(Si l'on demande un changement de nom, indiquer ci-dessus la dénomination sociale actuelle)

By/
Par:



(Signature)
(Signature)

Paul G. Barber

President

(Description of Office)
(Fonction)

Document prepared
by Fast Company, by
Process Software Ltd.,
Toronto, Ontario
(416) 322-8111

07119 (07/2002)