

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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|----------------------------------|--|-----------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | CHANGE OF NAME | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Telecentric, Inc. | | 11/24/2003 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | CapitalSoft, Inc. | | |
| Street Address: | 1302 East Collins Blvd. | | |
| City: | Richardson | | |
| State/Country: | TEXAS | | |
| Postal Code: | 75081 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 78307300 | CAPITALSOFT | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (214)200-0853 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | (214) 651-5116 | | |
| Email: | ipdocketing@haynesboone.com | | |
| Correspondent Name: | Andrew S. Ehmke | | |
| Address Line 1: | Haynes and Boone, LLP | | |
| Address Line 2: | 901 Main Street, Suite 3100 | | |
| Address Line 4: | Dallas, TEXAS 75202 | | |
| NAME OF SUBMITTER: | Andrew S. Ehmke | | |
| Signature: | /Andrew S. Ehmke/ | | |
| Date: | 08/11/2005 | | |

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Total Attachments: 5

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "TELECENTRIC, INC.", CHANGING ITS NAME FROM "TELECENTRIC, INC." TO "CAPITALSOFT, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 2003, AT 11:09 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3038946 8100

AUTHENTICATION: 2889761

040051647

DATE: 01-23-04

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**AMENDED AND RESTATED
 CERTIFICATE OF INCORPORATION
 OF
 TELECENTRIC, INC.**

Telecentric, Inc., a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), hereby certifies as follows:

A. The name of the Corporation is Telecentric, Inc. The corporation's original Certificate of Incorporation was filed in the Office of the Secretary of State of the State of Delaware on December 30, 1999, under the name "Telecentric.com, Incorporated." The Corporation changed its name to "Telecentric, Inc." on June 7, 2000.

B. This Restated Certificate of Incorporation was duly adopted by the Corporation's directors and stockholders in accordance with the applicable provisions of Sections 228, 242 and 245 of the Delaware General Corporation Law (the "*DGCL*").

C. This Restated Certificate of Incorporation restates, integrates and amends the provisions of the Certificate of Incorporation of this Corporation, as heretofore amended.

D. The text of the Certificate of Incorporation, as heretofore amended, is hereby amended and restated in its entirety to read as follows:

ARTICLE I

The name of the corporation is CapitalSoft, Inc.

ARTICLE II

The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV

The Corporation is to have perpetual existence.

ARTICLE V

The total number of shares of all classes of stock which the corporation has authority to issue is twenty-six million (26,000,000). The corporation is authorized to issue one class of shares to be designated "*Common Stock*." The total number of shares of Common Stock, \$0.001 par value per share, that are authorized is twenty-six million (26,000,000).

ARTICLE VI

The Board of Directors of the corporation shall have the power to adopt, amend or repeal the Bylaws of the corporation.

ARTICLE VII

Election of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.

ARTICLE VIII

To the fullest extent permitted by law, no director of the corporation shall be personally liable for monetary damages for breach of fiduciary duty as a director. Without limiting the effect of the preceding sentence, if the Delaware General Corporation Law is hereafter amended to authorize the further elimination or limitation of the liability of a director, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

The corporation shall, to the fullest extent permitted by the General Corporation Law, indemnify and advance expenses to any person who is or was a director or officer of the corporation. If the General Corporation Law hereafter is amended to further permit indemnification and advancement of expenses, then the corporation shall indemnify and advance expenses to any person who is or was a director or officer of the corporation to the fullest extent permitted by the General Corporation Law, as so amended.

The corporation may, to the fullest extent permitted by the General Corporation Law, indemnify and advance expenses to any person who is or was an employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise. If the General Corporation Law hereafter is amended to further permit indemnification and advancement of expenses, then the corporation may indemnify and advance expenses to such persons to the fullest extent permitted by the General Corporation Law, as so amended.

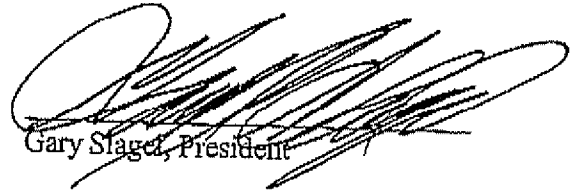
By action of the board of directors, notwithstanding an interest of the directors in the action, the corporation may purchase and maintain insurance, in such amounts as the board of directors deems appropriate, on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, limited liability company, joint

venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation shall have the power to indemnify him or her against such liability under these provisions.

Neither any amendment nor repeal of this Article VIII, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article VIII, shall eliminate, reduce or otherwise adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such amendment, repeal or adoption of such an inconsistent provision.

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IN WITNESS WHEREOF, the corporation has caused this Amended and Restated Certificate to be signed by Gary Slagel, its President, on NOVEMBER 24, 2003.



Gary Slagel, President

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