

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/14/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Sage Accpac International, Inc.		09/14/2007	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Sage Software, Inc.
Street Address:	56 Technology Drive
City:	Irvine
State/Country:	CALIFORNIA
Postal Code:	92618
Entity Type:	CORPORATION: VIRGINIA

**PROPERTY NUMBERS Total: 19**

Property Type	Number	Word Mark
Registration Number:	1227358	ACCPAC
Registration Number:	2620749	ACCPAC
Registration Number:	3037520	ACCPAC ADVANTAGE SERIES
Registration Number:	2910631	ACCPAC CRM SALESTEAM
Registration Number:	3062096	ACCPAC EPOS
Registration Number:	2636227	ACCPAC ETRANSACT
Registration Number:	2887555	ACCPAC EXCHANGE
Registration Number:	3037518	ACCPAC HR SERIES
Registration Number:	2586188	ACCPAC ICONNECT SERVER
Registration Number:	2901696	ACCPAC PRO SERIES
Registration Number:	1257460	BPI
Registration Number:	2458839	ETTRANSACT
Registration Number:	2521924	PROALERT

CH \$490.00 1227358

Registration Number:	2862824	SIMPLY ACCOUNTING
Registration Number:	3018379	SIMPLY ONLINE
Registration Number:	2851969	SIMPLY WEBSTORE
Registration Number:	2686823	SIMPLYCARE
Registration Number:	2869124	SIMPLYNET
Registration Number:	1897425	VISIONPOINT

**CORRESPONDENCE DATA**

Fax Number: (949)753-1911  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: (949) 754-3546  
Email: ipfilings@sage.com  
Correspondent Name: Chanette Armstrong  
Address Line 1: 56 Technology Drive  
Address Line 4: Irvine, CALIFORNIA 92618

ATTORNEY DOCKET NUMBER:	SAI MERGER SSI
NAME OF SUBMITTER:	Chanette Armstrong
Signature:	/chanette armstrong/
Date:	11/06/2007

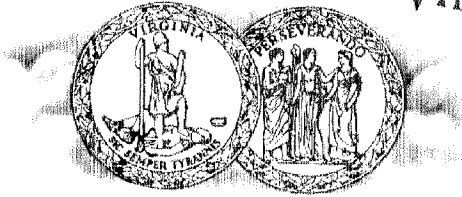
**Total Attachments: 7**  
source=SAI into SSI (VA)#page1.tif  
source=SAI into SSI (VA)#page2.tif  
source=SAI into SSI (VA)#page3.tif  
source=SAI into SSI (VA)#page4.tif  
source=SAI into SSI (VA)#page5.tif  
source=SAI into SSI (VA)#page6.tif  
source=SAI into SSI (VA)#page7.tif

THEODORE V. MORRISON, JR.  
CHAIRMAN

MARK C. CHRISTIE  
COMMISSIONER

JUDITH WILLIAMS JAGDMANN  
COMMISSIONER

# COMMONWEALTH OF VIRGINIA



JOEL H. PECK  
CLERK OF THE COMMISSION  
P.O. BOX 1197  
RICHMOND, VIRGINIA 23218-1197

## STATE CORPORATION COMMISSION Office of the Clerk

September 28, 2007

MIKE PHAM  
SAGE SOFTWARE INC  
56 TECHNOLOGY DR  
IRVINE, CA 92618

RE: Sage Software, Inc.  
ID: 0236004 - 8  
DCN: 07-09-27-0610

Dear Customer:

This is your receipt for \$25.00, covering the fees for filing articles of merger with this office.

This is also your receipt for \$100.00 to cover the fee(s) for expedited service(s).

The effective date of the certificate of merger is September 30, 2007 at 09:00 PM..

Each non-surviving entity:

SAGE ACCPAC INTERNATIONAL, INC. (A DE CORP NOT  
QUALIFIED IN VA - REVOKED 5/31/07)

is merged into Sage Software, Inc..

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

A handwritten signature in black ink that reads 'Joel H. Peck'.

Joel H. Peck  
Clerk of the Commission

MERGRcpt  
MERCACPT  
CIS0322

Tyler Building, 1300 East Main Street, Richmond, VA 23219-3630  
Clerk's Office (804) 371-9733 or (866) 722-2551 (toll-free in Virginia) [www.scc.virginia.gov/division/clk](http://www.scc.virginia.gov/division/clk)  
Telecommunications Device for the Deaf-TDD/Voice: (804) 371-9206

**TRADEMARK**  
**REEL: 003655 FRAME: 0790**

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, SEPTEMBER 28, 2007

The State Corporation Commission finds the accompanying articles submitted on behalf of  
Sage Software, Inc.

comply with the requirements of law and confirms payment of all required fees. Therefore, it is  
ORDERED that this

CERTIFICATE OF MERGER

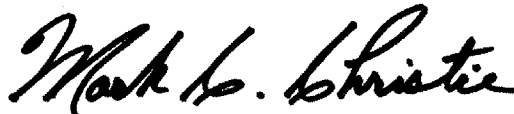
be issued and admitted to record with the articles of merger in the Office of the Clerk of the  
Commission, effective September 30, 2007, at 09:00 PM. Each of the following:

SAGE ACCPAC INTERNATIONAL, INC. (A DE CORP NOT  
QUALIFIED IN VA - REVOKED 5/31/07)

is merged into Sage Software, Inc., which continues to exist under the laws of VIRGINIA with  
the name Sage Software, Inc., and the separate existence of each non-surviving entity ceases.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT  
CIS0322  
07-09-27-0610

TRADEMARK  
REEL: 003655 FRAME: 0791

**ARTICLES OF MERGER OF  
SAGE ACCPAC INTERNATIONAL, INC.  
WITH AND INTO  
SAGE SOFTWARE, INC.**

Sage Software, Inc., a Virginia corporation and Sage Accpac International, Inc., a Delaware corporation, pursuant to Title 13.1, Chapter 9, Article 12 of the Code of Virginia, hereby execute the following Articles of Merger (the "**Articles**") and state as follows:

1. The names of the corporations which are parties to the merger are:
  - a. Sage Software, Inc., a Virginia corporation (the "**Surviving Corporation**"), and
  - b. Sage Accpac International, Inc., a Delaware corporation (the "**Disappearing Corporation**").
2. The merger is to become effective on September 30, 2007 at 9:00PM Eastern Standard Time (the "Effective Date").
3. The Articles of Incorporation and Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall continue (until amended or repealed as provided by applicable law) to be the Articles of Incorporation and Bylaws of the Surviving Corporation without change or amendment.
4. The Agreement and Plan of Merger, attached hereto as Exhibit A, was approved and adopted by Unanimous Written Consent of the sole shareholder of the Surviving Corporation and the sole shareholder of the Disappearing Corporation.
5. The Agreement and Plan of Merger, attached hereto as Exhibit A, was approved and adopted by Unanimous Written Consent of the board of directors of the Surviving Corporation and the board of directors of the Disappearing Corporation.
6. Sage Accpac International, Inc., a Delaware corporation certifies that its participation in the merger was duly authorized as required by the law of Delaware.

[signature page follows]

Each of the undersigned declares that the facts herein stated are true, and executes these Articles on behalf of the respective party to these Articles of Merger, as of September 14, 2007.

**Surviving Corporation:**

Sage Software, Inc.,  
a Virginia corporation

**Disappearing Corporation:**

Sage Accpac International, Inc.,  
a Delaware corporation

By: J. R. Eckstaedt

Name: James R. Eckstaedt  
Title: Executive Vice President and  
Chief Financial Officer

By: R. F. Verni

Name: Ronald F. Verni  
Title: President

Exhibit A

**Agreement and Plan of Merger  
between  
Sage Software, Inc.  
and  
Sage Accpac International, Inc.**

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT OF MERGER is made and entered into as of this 14<sup>th</sup> day of September, 2007, between Sage Software, Inc., a Virginia corporation (the “**Surviving Corporation**”) and Sage Accpac International, Inc., a Delaware corporation (the “**Disappearing Corporation**”).

NOW, THEREFORE, the Disappearing Corporation and the Surviving Corporation agrees as follows:

1. Terms and Conditions of Merger. The effective date of the Merger shall be September 30, 2007 at 9:00PM Eastern Standard Time (the “**Effective Date**”). On the Effective Date, the Disappearing Corporation shall be merged with and into the Surviving Corporation (the “**Merger**”) and the separate existence of the Disappearing Corporation shall thereupon cease. The Surviving Corporation shall continue its corporate existence in the State of Delaware as the surviving corporation after the Effective Date.
2. Mode of Carrying into Effect. This Agreement of Merger shall become effective upon the filing of the Articles of Merger in the State of Virginia and the Certificate of Merger in the State of Delaware.
3. Effect of Merger on Outstanding Shares. Upon the Effective Date of the Merger, by virtue of the Merger and without any action on the part of any holder thereof, each share and each certificate representing shares of the capital stock of the Disappearing Corporation outstanding immediately prior thereto shall automatically be cancelled, and no shares of the Surviving Corporation shall be issued in exchange therefore. The outstanding shares of the Surviving Corporation shall remain outstanding and shall not be affected by the Merger.
4. Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall continue (until amended or repealed as provided by applicable law) to be the Articles of Incorporation and Bylaws of the Surviving Corporation without change or amendment.
5. Directors and Officers. The directors and officers of the Surviving Corporation shall continue as the directors and officers of the Surviving Corporation immediately after the Merger.
6. Subsequent Action. If, at any time after the Effective Date, it shall be necessary or desirable to take any action or execute, deliver or file any instrument or document in order to vest, perfect or confirm of record in the Surviving Corporation the title to any property or any rights of the Disappearing Corporation, or otherwise to carry out the provisions



of this Agreement, the directors and officers of the Surviving Corporation are hereby authorized and empowered on behalf of the Disappearing Corporation and in its name to take such action and execute, deliver and file such instruments and documents.

7. Rights and Duties of the Surviving Corporation. On the Effective Date, the Surviving Corporation shall thereupon and thereafter possess all rights, privileges, immunities, licenses, and permits (whether of a public or private nature) of the Disappearing Corporation; and all property (real, personal, and mixed), all debts due on whatever account, all choses in action, and all and every other interest of or belonging to or due to the Disappearing Corporation shall continue and be taken and deemed to be transferred to and vested in the Surviving Corporation, without further act or deed; and the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of the Disappearing Corporation.
  
8. Termination. At any time prior to the Effective Date, this Agreement may be terminated and the Merger abandoned at the election of the Board of Directors of the Surviving Corporation.

Each of the undersigned declares that the facts herein stated are true, and executes this Agreement of Merger on behalf of the respective party as of the Effective Date.

**Surviving Corporation:**

Sage Software, Inc.,  
a Virginia corporation

**Disappearing Corporation:**

Sage Accpac International, Inc.,  
a Delaware corporation

By: *J. R. Eckstaedt*  
Name: James R. Eckstaedt  
Title: Executive Vice President and  
Chief Financial Officer

By: *R. F. Verni*  
Name: Ronald F. Verni  
Title: President and Chief Executive Officer