

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: 2			
Property Type	Number	Word Mark	
Registration Number:	1946842	SIMPLY ACCOUNTING	
Serial Number:	78296925	SIMPLY ACCOUNTING CRM	
CORRESPONDENCE DATA			
Fax Number:	(949)753-1911		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(949) 753-1222		
Email:	ipfilings@sage.com		
Correspondent Name:	Chanette Armstrong		
Address Line 1:	56 Technology Drive		
Address Line 4:	Irvine, CALIFORNIA 92618		
ATTORNEY DOCKET NUMBER:	SAI TO SSI MERGER (SA)		
NAME OF SUBMITTER:	Chanette Armstrong		
Signature:	/chanette armstrong/		

CH \$65.00 1946842

Date:

11/06/2007

Total Attachments: 7

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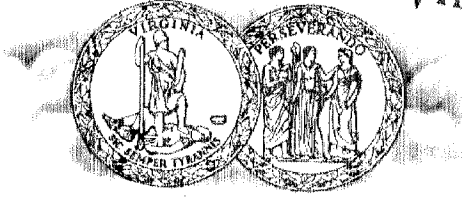
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THEODORE V. MORRISON, JR.
CHAIRMAN

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,

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
Telecommunications Device for the Deaf-TDD/Voice: (804) 371-9206

TRADEMARK
REEL: 003655 FRAME: 0869

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

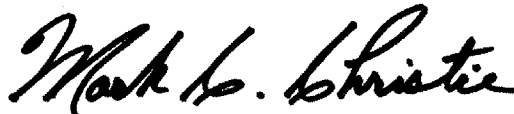
be issued and admitted to record with the articles of merger in the Office of the Clerk of the
Commission, effective September 30, 2007, at 09:00 PM. Each of the following:

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: 0870

**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 14th 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