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Attorney Dkt 9060-1

To the Honorable Commissioner of Patents and Trademarks:

Please record the attached original documents or copy thereof.

1-12-01

<p>1. Name of conveying party(ies): Powerware Systems, Inc.</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Powerware Corporation 3201 Spring Forest Road Raleigh, North Carolina 27616</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name - Powerware Systems, Inc. to Powerware Corporation <input type="checkbox"/> Other: Execution Date: April 28, 1999</p>	
<p>4. <u>Application Serial No. 09/280,410 Filed March 29, 1999</u> (Attorney Docket No. 9060-167) _____</p> <p>If this document is being filed together with a new application, the execution date of the application is: _____</p> <p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Robert M. Meeks Myers Bigel Sibley & Sajovec P. O. Box 37428 Raleigh NC 27627</p>	<p>6. Total number of applications and patents involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41) <u>\$40.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: 50-0220</p>
<p style="text-align: center;">DO NOT USE THIS SPACE</p> <p>01/23/2001 DBYRNE 00000183 09280410</p> <p>01 FC:581 40.00 DP</p>	
<p>9. Statement and signature <i>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.</i></p> <p>Robert M. Meeks, #40,723 Name of Person Signing _____ Signature _____ Date <u>January 9, 2001</u></p> <p>Total number of pages including cover sheet, attachments and document: <u>3</u></p>	

State of Delaware
Office of the Secretary of State

PAGE 1

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 "POWERWARE SYSTEMS, INC.", CHANGING ITS NAME FROM "POWERWARE SYSTEMS, INC." TO "POWERWARE CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF APRIL, A.D. 1999, AT 5:01 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0467043

DATE: 05-30-00

PATENT
REEL: 011439 FRAME: 0275

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Powerware Systems, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

1. That the Board of Directors of the Corporation, desiring to amend the Certificate of Incorporation of the Corporation, has adopted the following resolution by unanimous written consent in accordance with the provisions of Section 141(f) of the General Corporation Law of Delaware:

RESOLVED, that Article FIRST of the Certificate of Incorporation of the Corporation shall be amended to change the name of the Corporation, and as so amended, shall read in its entirety as follows:

"FIRST: The name of the corporation (the 'Corporation') is Powerware Corporation."

2. The resolution amending the Certificate of Incorporation of the Corporation was duly adopted by written consent of the sole stockholder of the Corporation in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware, and written notice of the adoption of such resolution has been given as provided by Section 222 of the General Corporation Law to every stockholder entitled to such notice.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to its Certificate of Incorporation to be signed by Thomas Gutierrez, its President, and attested by Edgar P. DeVlyder, its Secretary, this 26th day of April, 1999.

By: _____

**Thomas Gutierrez,
Its President**

Attest:

By: _____

**Edgar P. DeVlyder,
Its Secretary**

pjt/consents/powerwre.com

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 05:01 PM 04/28/1999
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** TOTAL PAGE.03 **

RECORDED: 01/12/2001

PATENT
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