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COVER SHEET
Y

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies)
Open Software Associates, Inc.

1-29-02

2. Name and address of receiving party(ies)

Name: ManageSoft Corporation

Internal Address: _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Street Address: _____

20 Trafalgar Square

City: Nashua State: NH ZIP: 03063

Execution Date: October 1, 2001

Additional name(s) & address(es) attached? Yes No

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

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s)

B. Patent No.(s)

U.S. 6,006,034

NOV 19 2001

Additional numbers attached? Yes No

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

Name: James M. Smith, Esq.

Internal Address: _____

Hamilton, Brook, Smith & Reynolds, P.C.

Street Address: 530 Virginia Road, P.O. Box 9133

City: Concord State: MA ZIP: 01742-9133

6. Total number of applications and patents involved: 1

7. Total Fee (37 C.F.R. 3.41)..... \$ 40.00

- Enclosed
- Authorized to charge any deficiencies or credit any overpayment to deposit account
- Authorized to be charged to deposit account

8. Deposit account number:

08-0380

(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.

James M. Smith

Name of Person Signing

Signature

1/8/02

Date

Total number of pages including cover sheet, attachments, and document: 3

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State of Delaware
Office of the Secretary of State

PAGE 1

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 CERTIFICATE OF AMENDMENT OF "OPEN SOFTWARE ASSOCIATES, INC.", CHANGING ITS NAME FROM "OPEN SOFTWARE ASSOCIATES, INC." TO "MANAGESOFT CORPORATION", FILED IN THIS OFFICE ON THE FIRST DAY OF OCTOBER, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2326879 8100

AUTHENTICATION: 1403129

010526749

DATE: 10-22-01

PATENT
REEL: 012551 FRAME: 0977

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF INCORPORATION
OF
OPEN SOFTWARE ASSOCIATES, INC.**

**Pursuant to Section 242
of the General Corporation Law of the State of Delaware**

Open Software Associates, Inc. (hereinafter called the "Corporation"), organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

By written consent of the Board of Directors of the Corporation, resolutions were duly adopted, pursuant to Sections 141 and 242 of the General Corporation Law of the State of Delaware, setting forth an amendment to the Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") and declaring said amendments to be advisable. The stockholders of the Corporation duly approved said proposed amendment in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware, and prompt written notice of such consent shall be given to all stockholders, if any, who have not consented in writing to said amendment. The resolution setting forth the amendment is as follows:

RESOLVED: That the proposed amendment to the Corporation's Certificate of Incorporation, which deletes Article ONE of the Certificate of Incorporation in its entirety and replaces it with the following new Article ONE (the "Amendment") to effect a name change of the Corporation which has been recommended by the Board of Directors of the Corporation to the stockholders of the Corporation as being in the best interest of the Corporation be, and it hereby is, adopted and approved.

"ONE. The name of the corporation is ManageSoft Corporation"

IN WITNESS WHEREOF, Open Software Associates, Inc. has caused this certificate to be signed by its President this 28th day of September, 2001.

OPEN SOFTWARE ASSOCIATES, INC.

By: 

Graham L. Greenhill, President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 10/01/2001
010486347 - 2326879

RECORDED: 01/29/2002

PATENT
REEL: 012551 FRAME: 0978