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

1. Name of conveying party(ies):
   Araxsys, Inc.
   8/21/02

2. Name and address of receiving party(ies):
   Name Confer Software, Inc.
   Internal Address

3. Nature of conveyance:
   - Assignment
   - Merger
   - Security Agreement
   - Change of Name
   - Other
   Execution Date April 22, 1999

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 5,786,816 5,826,237 5,850,221
   5,981,225 5,886,693 6,037,940

5. Name and address of party to whom correspondence concerning document should be mailed:
   Name Thelen Reid & Priest LLP
   Internal Address
   Street Address P. O. Box 640640
   City San Jose State CA Zip 95164-0640

6. Total number of applications and patents involved 1

7. Total fee (37 CFR §3.41) $ 240.00
   x Enclosed
   x Authorized to be charged to deposit account

8. Deposit account number: 50-1698

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.
   Adrienne Yeung
   Name of Person Signing
   Signature
   Date 8/5/02

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments, Washington, DC 20231

PATENT
REEL: 013203 FRAME: 0516
CERTIFICATE OF AMENDMENT OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
ARAXSYS, INC.

The undersigned, Dale T. Sakai and Geoffrey B. Hale, certify that:

1. They are the duly elected acting President and Assistant Secretary, respectively, of Araxsys, Inc., a California corporation (the "Company").

2. That Article FIRST of the Amended and Restated Articles of Incorporation of Araxsys, Inc., a California corporation is amended to read as follows:

"FIRST. The name of this corporation is Confer Software, Inc."

3. The foregoing amendment of the Amended and Restated Articles of Incorporation have been duly approved by the Board of Directors of this Company.

4. The Amended and Restated Articles of Incorporation of the Company attached hereto have been duly approved by the shareholders of this corporation in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of Common Stock is 4,785,191, the total number of outstanding shares of Series A Preferred Stock is 236,842, the total number of outstanding shares of Series B Preferred Stock is 2,475,000 the total number of outstanding shares of Series C Preferred Stock is 3,908,794, the total number of outstanding shares of Series D-1 Preferred Stock is 13,913,803 and the total number of outstanding shares of Series D-2 Preferred Stock is 7,399,443. The number of shares voting in favor of the Amended and Restated Articles of Incorporation equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%) of the outstanding shares of the Preferred Stock, voting separately as a single class, more than fifty percent (50%) of the Series D-1 Preferred Stock and Series D-2 Preferred Stock voting together as a single class, more than fifty percent (50%) of the outstanding shares of Common Stock, voting separately as a single class, and more than fifty percent (50%) of the outstanding shares of the Preferred Stock and Common Stock, voting together as a single class.

[Remainder of page left blank intentionally]
The undersigned further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of their own knowledge.

Date: April 22, 1999

Dale T. Sakai

Geoffrey B. Hale