

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA	
Name	Execution Date
AMS Services, Inc.	03/04/2004

RECEIVING PARTY DATA	
Name:	Vertafore, Inc.
Street Address:	3 Waterside Crossing
City:	Windsor
State/Country:	CONNECTICUT
Postal Code:	06095

PROPERTY NUMBERS Total: 2	
Property Type	Number
Patent Number:	5448729
Patent Number:	5517644

CORRESPONDENCE DATA	
Fax Number:	(212)455-2502
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(212) 455-7698
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Correspondent Name:	Mark Solomon, Esq.
Address Line 1:	Simpson Thacher & Bartlett LLP
Address Line 2:	425 Lexington Avenue
Address Line 4:	New York, NEW YORK 10017

NAME OF SUBMITTER:	Mark Solomon
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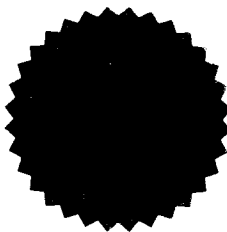
Delaware

PAGE 1

The First State

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 "AMS SERVICES, INC.", CHANGING ITS NAME FROM "AMS SERVICES, INC." TO "VERTAFORE, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF MARCH, A.D. 2004, AT 5:57 O'CLOCK P.M.

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050266408



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3783814

DATE: 04-01-05

PATENT
REEL: 015851 FRAME: 0904

**AMENDMENT OF THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
AMS SERVICES, INC.**

AMS Services, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify, in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, as follows:

1. The name of the corporation is AMS Services, Inc. (the "Corporation").
2. The Amended and Restated Certificate of Incorporation of the Corporation ("Charter") was filed with the Secretary of State of the State of Delaware on October 30, 2002.
3. The Amendments herein certified have been duly adopted by the stockholders of the Corporation in accordance with the By-Laws of the Corporation and the General Corporation Law of the State of Delaware. Prompt written notice of the adoption of the amendments herein certified has been given to those stockholders who have not consented in writing thereto, as provided in Section 228 of the General Corporation Law of the State of Delaware.
4. Section 1 of the Charter is hereby deleted in its entirety and replaced with the following:
 - "1. The name of the Corporation is Vertafore, Inc. (the "Corporation")."
5. In accordance with the provisions of Section 242(a)(5) of the General Corporation Law of the State of Delaware, a series of preferred stock of the Corporation,

designated as Series D Preferred Stock be, and it hereby is, created, and the powers, designations, preferences, rights and qualifications, limitations and restrictions granted to or imposed upon such series of preferred stock are as follows:

Section 1. Designation and Amount.

The shares of such series shall be designated as the "Series D Preferred Stock" ("Series D Preferred Stock") and the number of shares constituting such series shall be 400,000, which number may be decreased by the Board of Directors without a vote of stockholders; provided, however, that such number may not be decreased below the number of then currently outstanding shares of Series D Preferred Stock.

Section 2. Dividends and Distributions.

(a) The holders of shares of Series D Preferred Stock, in preference to the holders of shares of the Corporation's Class A Common Stock, par value \$0.01 per share (the "Common Stock"), and to any other capital stock of the Corporation ranking junior to Series D Preferred Stock as to payment of dividends, shall be entitled to receive, when, as and if declared by the Board of Directors out of funds of the Corporation legally available for the payment of dividends, dividends in an amount per share equal to (a) one-fifty first (1/51) of the aggregate amount of dividends that, on or after December 31, 2003 become due and payable with respect to the Series A Cumulative Preferred Stock of the Corporation (the "Series A Preferred Stock") in accordance with Section 2(a) of Article 4.2 of the Amended and Restated Certificate of Incorporation of the Corporation (the "Certificate of Incorporation"), divided by (b) the total authorized number of shares, whether or not outstanding, of Series D Preferred Stock; provided, however, that, notwithstanding the foregoing, no dividends shall accrue or become payable on the Series D Preferred Stock unless and until the amount of following items is at least \$210,000,000 in the aggregate: (i) the "Total Value" (as defined in Section 7 of Article 4.2 of the Certificate of Incorporation) of the issued and outstanding shares of Series A Preferred Stock, plus (ii) the "Total Value" (as defined in Section 8 of Article 4.3 of the Certificate of Incorporation) of the issued and outstanding Series B Preferred Stock of the Corporation (the "Series B Preferred Stock"), plus (iii) the "Total Value" (as defined in Section 8 of Article 4.3 of the Certificate of Incorporation) of the issued and outstanding Series C Preferred Stock of the Corporation (the "Series C Preferred Stock"), plus (iv) all amounts received, on or after December 31, 2003 by the holders of the issued and outstanding shares of Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock in respect of such shares to the extent that such amounts reduce the Total Value of the Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock, respectively, (whether received as a dividend, redemption or otherwise) provided further that, in the event the requirements of the immediately preceding proviso shall be satisfied, dividends shall only thereafter begin to accrue and become payable on the Series D Preferred Stock at the specified rate based on dividends that accrue on the Series A Preferred Stock after the date on which such requirements shall have been satisfied. For purposes of the immediately preceding sentence, the Total Value of the issued and outstanding Series A Preferred Stock was \$165,098,540 as of December 31, 2003, the Total Value of the issued and outstanding Series B Preferred Stock was \$7,061,516 as of

December 31, 2003 and the Total Value of the issued and outstanding Series C Preferred Stock was \$329,067 as of December 31, 2003. Dividends payable in respect of the outstanding shares of Series D Preferred Stock shall be payable in quarterly payments on April 15, July 15, October 15 and January 15 (or, if any such day is not a Business Day, as defined in Section 8, the Business Day next preceding such day) in each year (each such date being referred to herein as a "Quarterly Dividend Payment Date") for each of the fiscal quarters ended March 31, June 30, September 30 and December 31, respectively, (each such date being referred to herein as a "Quarterly Dividend Accrual Date") commencing in respect of each share of Series D Preferred Stock on the first Quarterly Dividend Payment Date which is at least seven days after the date of original issue thereof. The Corporation shall declare, out of funds legally available therefor, a dividend or distribution on the Series D Preferred Stock as provided above immediately only after it declares a dividend or distribution on the Series A Preferred Stock.

(b) To the extent dividends due and payable on a Quarterly Dividend Payment Date are not paid in cash (whether or not declared by the Board of Directors) on such Quarterly Dividend Payment Date (an "Accretion Date"), an amount, equal to all dividends which have accumulated on each share of Series D Preferred Stock during the quarterly period ending on the Quarterly Dividend Accrual Date immediately preceding such Accretion Date (or for such shorter period beginning on the date of issuance in the case of an Accretion Date occurring on the initial Quarterly Dividend Payment Date), will be added, as of the Quarterly Dividend Accrual Date immediately preceding such Accretion Date, to the Total Value of such share of Series D Preferred Stock and will remain a part thereof until such dividends are paid in cash, at which time the Total Value will be reduced by the amount of dividends so paid. Accrued but unpaid dividends shall not accrue interest. Notwithstanding anything contained herein to the contrary, but in any event subject to the first and second provisos of the first sentence of Section 2(a), dividends upon each share of Series D Preferred Stock (regardless of the date of issue of such share) shall be cumulative from and after December 31, 2003, to the extent not paid in cash.

(c) Dividends paid on the shares of Series D Preferred Stock in an amount less than the total amount of such dividends at the time accumulated and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The Board of Directors may fix a record date (a "Regular Record Date") for the determination of holders of shares of Series D Preferred Stock entitled to receive payment of a dividend declared thereon, which record date shall be no more than 60 days nor less than ten days prior to the date fixed for the payment thereof. Any dividend declared by the Board of Directors as payable and punctually paid on a Quarterly Dividend Payment Date will be paid to the Persons, as defined in Section 8, in whose names Series D Preferred Stock is registered at the close of business on the Regular Record Date set with respect to that Quarterly Dividend Payment Date (the "Registered Holders"). All cash payments shall be made in such coin or currency of the United States of America as at the time of payment is legal tender for payment of public and private debts.

(d) The Registered Holder of any shares of Series D Preferred Stock, upon the Corporation's written request therefor containing a reasonably complete description of the basis for such request, shall indemnify the Corporation for any and all

withholding tax liabilities incurred by the Corporation in connection with any dividends paid or distributions made (including, without limitation, in connection with any redemption of Series D Preferred Stock, but excluding any penalties other than penalties resulting from the failure of the Registered Holder to provide any required information) to such holder in respect of Series D Preferred Stock. Each Registered Holder, by acceptance of the certificate evidencing such holder's shares of Series D Preferred Stock, shall be deemed to have agreed to the terms of this Section 2(d).

(e) The holders of shares of Series D Preferred Stock shall not be entitled to receive any dividends or other distributions in respect of such shares of Series D Preferred Stock except as provided for in this Certificate of Designations.

Section 3. Voting Rights.

Except as required by law, the holders of shares of Series D Preferred Stock shall have no voting rights and their consent shall not be required for the taking of any corporate action.

Section 4. Redemption, Repurchase and Reduction of Total Value.

(a) Except as otherwise provided in a separate agreement between the Corporation and a Registered Holder, if the Corporation redeems or repurchases all or a part of the outstanding shares of Series A Preferred Stock and the holders of shares of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock shall have received cash dividends, distributions and other payments (including pursuant to such redemption or repurchase but excluding any dividends or other distributions made on or prior to December 31, 2003) with respect to their shares in an aggregate amount equal to \$210,000,000, the Corporation shall promptly thereafter, redeem a like proportion of the outstanding shares of Series D Preferred Stock, but only out of funds legally available therefor, by paying for each share of Series D Preferred Stock redeemed an amount in cash equal to the amount that the holder of such share would have received in a Liquidation Event under Section 6(a) herein. If less than all outstanding shares of Series D Preferred Stock are to be redeemed, the Corporation shall redeem shares pro rata among the holders thereof in accordance with the respective numbers of shares of Series D Preferred Stock held by each of them unless otherwise agreed pursuant to a separate agreement between a Registered Holder and the Corporation.

(b) Unless otherwise provided in a separate agreement between the Corporation and a Registered Holder, notice of any redemption of shares of Series D Preferred Stock pursuant to Section 4(a) shall specify a date and procedures for such redemption and shall be mailed not less than 10, but not more than 60, days prior to such date fixed for redemption to each holder of shares of Series D Preferred Stock to be redeemed, at such holder's address as it appears on the transfer books of the Corporation. In order to facilitate the redemption of shares of Series D Preferred Stock, the Board of Directors may fix a record date for the determination of the holders of shares of Series D Preferred Stock to be redeemed, not more than 60 days or less than 10 days prior to the date fixed for such redemption.

(c) From and after the date of any redemption effected by the Corporation pursuant to Section 4(a) or with respect to any separate agreement between a

Registered Holder, all dividends on shares of Series D Preferred Stock thereby called for redemption shall cease to accrue and all rights of the holders thereof as holders of Series D Preferred Stock shall, with respect to shares thereby called for redemption, cease and terminate.

Section 5. Reacquired Shares.

Any shares of Series D Preferred Stock redeemed, purchased or otherwise acquired after issuance by the Corporation or any Subsidiary of the Corporation in any manner whatsoever shall become authorized but unissued shares of Preferred Stock, \$.01 par value per share, of the Corporation and may be reissued as part of another series of Preferred Stock, \$.01 par value per share, of the Corporation.

Section 6. Liquidation, Dissolution or Winding Up.

(a) If the Corporation shall liquidate, dissolve or wind up, whether pursuant to federal bankruptcy laws, state laws or otherwise (a "Liquidation Event"), no distributions shall be made on Series D Preferred Stock, unless prior thereto the holders of shares of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock shall have received cash dividends, distributions and other payments made on or after December 31, 2003 with respect to their shares in an aggregate amount equal to \$210,000,000. Thereafter, upon a Liquidation Event, distributions shall be made to the holders of Series D Preferred Stock and the holders of Series A Preferred Stock, the Series B Preferred Stock and Series C Preferred Stock ratably in proportion to the Total Value for each share plus an amount equal to all Accrued Dividends thereon as of the date of such payment. Following payment in full of such liquidation preferences, any distributions shall be made to the holders of shares of Junior Stock from the remaining assets of the Corporation.

(b) Neither the consolidation, merger or other business combination of the Corporation with or into any other Person or Persons, nor the sale, lease, exchange or conveyance of all or any part of the property, assets or business of the Corporation to a Person or Persons other than the holders of Junior Stock shall be deemed to be a liquidation, dissolution or winding up of the Corporation for purposes of this Section 6.

Section 7. Restrictions on Transfer.

Except as specifically provided herein or as agreed pursuant to a separate agreement between a Registered Holder and the Corporation, each share of Series D Preferred Stock shall not be Transferred under any circumstances and no Transfer of a Registered Holder's rights with respect to such share, whether voluntary or involuntary, by operation of law or otherwise, shall vest in the Transferee with any interest or right in or with respect to such share, but immediately upon any attempt to Transfer such rights, such share, and all of the rights related thereto, shall be cancelled and shall be forfeited by the Registered Holder and the Transfer shall be of no force or effect.

Section 8. Definitions.

As used in this Certificate of Designations, the following terms shall have the meanings indicated.

“Accrued Dividends” in respect of a share of Series D Preferred Stock as of any date (the “Applicable Date”) means all unpaid dividends which have become payable pursuant to Section 2(a), whether or not declared, as of the Applicable Date, which shall not have been paid in cash and which theretofore shall not have been applied to increase the Total Value of such share pursuant to Section 2(b).

“Business Day” shall have the meaning set forth in Article 4.2, Section 7 of the Certificate of Incorporation.

“Junior Stock” means any other capital stock of the Corporation ranking junior to Series D Preferred Stock as to payment of dividends and upon distribution of assets in liquidation, dissolution or winding up.

“Liquidation Value” with respect to any share of Series D Preferred Stock means \$0.00 per share.

“Person” shall have the meaning set forth in Article 4.2, Section 7 of the Certificate of Incorporation.

“Subsidiary” shall have the meaning set forth in Article 4.2, Section 7 of the Certificate of Incorporation.

“Total Value” with respect to any share of Series D Preferred Stock as of any particular date means an amount equal to the sum of the Liquidation Value plus, pursuant to Section 2(b), an amount equal to all dividends on such share of Series D Preferred Stock which are not paid in cash when due and less any reduction thereof made in accordance with the provisions of Section 2(b).

“Transfer” shall mean any transfer, sale, assignment, pledge, encumbrance, alienation, gift, testamentary transfer, pledge, hypothecation or other disposition of any interest. “Transferee”, “Transferor” and “Transferred” shall have correlative meanings.

Section 9. Rank.

Series D Preferred Stock will rank, with respect to dividends and upon distribution of assets in liquidation, dissolution or winding up, on a parity with the Series A Preferred Stock, Series B Preferred Stock and the Series C Preferred Stock (except as provided in Section 6(a)) and prior to the Common Stock and to any other capital stock of the Corporation ranking junior to Series D Preferred Stock as to payment of dividends and upon distribution of assets in liquidation, dissolution or winding up.

[SIGNATURE ON FOLLOWING PAGE]

IN WITNESS WHEREOF, as of the 4th day of March, 2004.

AMS Services, Inc.

By: 

Euan Menzies
Chief Executive Officer

Schedule A

[Change of Name from AMS Services, Inc. to Vertafore, Inc. – for Patents]

Patent Title	Patent No.
Office System with Audit History	5,448,729
Office Automation System with Interrupt Feature	5,517,644

Schedule A

[Change of Name from AMS Services, Inc. to Vertafore, Inc. – for Trademarks]

Trademark	App./Reg. No.
AFW	2,871,882
AMS AND DESIGN	1,862,840
AMS AND DESIGN	78/288,072
AMS 360	2,877,199
AMS 360 AND DESIGN	2,838,618
AMS RACKLEY AND DESIGN	78/389,963
EXCEL-O-RATER	1,330,043
FORMWORKS	2,786,478
FORM WORKS AND DESIGN	2,827,840
INNOVATION@WORK	2,879,241
INNOVATION@WORK AND DESIGN	78/220,737
NETRATER	2,682,015
NETRATER AND DESIGN	2,708,575
PS4 AND DESIGN	1,638,945
PS4 PLUS AND DESIGN	78/360,229
SAGITTA	2,871,880
SERVICE 24/7 ALWAYS OPEN! AND DESIGN	78/389,887
SILVERPLUME	2,728,855
SILVER PLUME AND DESIGN	2,728,857
SUMNITY	78/353,527
TRANSACTNOW	2,881,432
TRANSACTNOW AND DESIGN	78/220,700
TRANSACTNOW PRACTICAL INTERFACE WORKFLOW AND DESIGN	2,891,197
TURNING INFORMATION INTO ANSWERS	2,773,181
VERTAFORE	78/353,535