

12-22-1999



HEET

101230393

TO THE ASSISTANT COMMISSIONER OF P

Please record the attached original documents or copy thereof.

1. Name of conveying party: (If multiple assignors, list numerically)

DataWorks Corporation

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State: Delaware
- Other:

12.6.99

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

2. Name and address of receiving party(ies):

Name: Epicor Software Corporation
Street Address: 195 Technology Drive
City: Irvine State: CA ZIP: 92618

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State: Delaware
- Other:

RECEIVED
1999 DEC -6 PM 12: 28
OPR/FINANCE

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)
Additional name(s) and address(es) attached?
 Yes No

3. Nature of conveyance:

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

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above) August 12, 1999

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

- a. Trademark Application No(s):
75/328918, 75/372310
- b. Trademark Registration No. 2,290,925

Additional numbers attached? Yes No

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

Name: Catherine J. Holland
KNOBBE, MARTENS, OLSON & BEAR, LLP
Customer No. 20,995
Internal Address: Sixteenth Floor
Street Address: 620 Newport Center Drive
City: Newport Beach State: CA ZIP: 92660
Attorney's Docket No.: ADBUS.121T-128T

7. Total fee (37 CFR 3.41): \$90

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved:
3

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.

Catherine J. Holland
Name of Person Signing

Signature

12/1/99
Date

Total number of pages including cover sheet, attachments and document: 5

Mail documents to be recorded with required cover sheet information to:

12/21/1999 DNGUYEN 00000193 111410 75328918
01 FC:481 40.00 CH
02 FC:482 50.00 CH

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002002 FRAME: 0821

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 OWNERSHIP, WHICH MERGES:

"DATAWORKS CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "EPICOR SOFTWARE CORPORATION" UNDER THE NAME OF "EPICOR SOFTWARE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF AUGUST, A.D. 1999, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

2143290 8100M

991338328

AUTHENTICATION: 9922141

DATE: 08-16-99

TRADEMARK

REEL: 002002 FRAME: 0822

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

**DATAWORKS CORPORATION,
(a Delaware corporation)**

WITH AND INTO

**EPICOR SOFTWARE CORPORATION
(a Delaware corporation)**

**Pursuant to Section 253 of
the Delaware General Corporation Law**

Epicor Software Corporation, a corporation organized and existing under the laws of the State of Delaware ("Epicor"), DOES HEREBY CERTIFY:

FIRST: That DataWorks Corporation ("DataWorks") is a corporation of the State of Delaware and a wholly-owned subsidiary of Epicor.

SECOND: That Epicor, as the owner of at least 90% of the outstanding shares of stock of DataWorks, does hereby merge DataWorks with and into Epicor (the "Merger").

THIRD: That the following is a copy of the resolutions duly adopted by the unanimous written consent of the Board of Directors of Epicor on June 23, 1999 with respect to the Merger:

RESOLVED: That DataWorks Corporation ("DataWorks") be merged with and into Epicor Software Corporation ("Epicor" or the "Company") pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL") as hereinafter provided (the "Merger"), so that the separate existence of DataWorks shall cease as soon as the Merger shall become effective (the "Effective Date"), and thereupon DataWorks and the Company will become a single corporation (the "Surviving Corporation"), which shall continue to exist under and be governed by, the laws of the State of Delaware;

Cor/Adams.org

FURTHER RESOLVED: That the officers of the Company be and they hereby are authorized and directed to make and execute a Certificate of Ownership and Merger (the "Certificate of Ownership and Merger") setting forth a copy of these resolutions to merge DataWorks into the Company, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the State of Delaware and in any other appropriate jurisdiction, necessary or proper to effect the Merger;

FURTHER RESOLVED: That the Merger shall be effective upon the date of filing by the Company with the Secretary of State of the State of Delaware of the Certificate of Ownership and Merger;

FURTHER RESOLVED: That the terms and conditions of the Merger are as follows:

(a) The Certificate of Incorporation of Epicor, as in effect immediately prior to the Effective Date, shall be the Certificate of Incorporation of the Surviving Corporation, until thereafter duly amended in accordance with applicable law.

(b) The Bylaws of Epicor, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation, until thereafter duly amended in accordance with applicable law.

(c) The directors of Epicor immediately prior to the Effective Date shall be the initial directors of the Surviving Corporation and will hold office from the Effective Date until their respective successors are duly elected or appointed and qualified in the manner provided in the Certificate of Incorporation and Bylaws of the Surviving Corporation, as such instruments may be amended from time to time, either before or after the Effective Date, or as otherwise provided by law.

(d) The officers of Epicor immediately prior to the Effective Date shall be the initial officers of the Surviving Corporation and will hold office from the Effective Date until their respective successors are duly elected or appointed and qualified in the manner provided in the Certificate of Incorporation and Bylaws of the Surviving Corporation, as such instruments may be amended from time to time, either before or after the Effective Date, or as otherwise provided by law.

(e) At the Effective Date, by virtue of the Merger and without any action on the part of DataWorks or the Company, each share of DataWorks common stock, par value \$0.001 per share (the "Shares"), issued and outstanding immediately prior to the Effective Date shall be canceled and extinguished and cease to exist, without any conversion thereof, and no payment shall be made with respect thereto.


FURTHER RESOLVED: That the proper officers of the Company are hereby authorized and directed to take all actions which may be necessary or advisable to carry out and perform the purposes and accomplish the intent of the resolutions and any and all prior actions taken by the officers in connection herewith are hereby ratified and approved.

FOURTH: That the Merger has been approved in writing by Epicor, the sole stockholder of DataWorks, in accordance with Section 228 of the Delaware Corporation Law.

FIFTH: That this Certificate of Ownership and Merger shall become effective upon its filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, Epicor has caused this Certificate to be signed by
Perry Tarnofsky, its Vice-President, this 12th day of August, 1999.

EPICOR SOFTWARE CORPORATION

By: 
Perry Tarnofsky, Vice-President