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REC



Patent and Trademark Office

Attorney Docket No: ATTI221762

101419587

To the Honorable Assistant Commissioner for Trademarks. Please return the enclosed original documents or copy thereof.

1. Name of conveying party:

Attune, Incorporated

- Individuals Association
- General Partnership Limited Partnership
- Corporation-State of Indiana
- Other _____

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

2. Name and address of receiving party:

Name: Aprimo, Incorporated

Address: 510 East 96th Street, Suite 300

City: Indianapolis State: IN ZIP: 46240

- Individual(s) citizenship _____
- Association State of _____
- General Partnership State of _____
- Limited Partnership State of _____

Corporation- State of Indiana

Other _____

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

(Designation must be a separate document from Assignment)

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

3. Nature of conveyance:

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

Execution date: May 23, 2000

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

A. Trademark Application No(s). 75/847,751

B. Trademark Registration No(s).

Additional numbers attached? Yes No

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

Bruce E. O'Connor, Esq.
CHRISTENSEN O'CONNOR
JOHNSON & KINDNESS^{PLLC}

1420 Fifth Avenue
Suite 2800
Seattle, WA 98101-2347
206.682.8100

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):..... \$ 40.00

Check No. 118300 in the amount of \$40.00 is enclosed.

8. The Commissioner is authorized to charge any fees that may be required or credit any overpayment to Deposit Account Number 03-1740.

08/01/2000 DNGUYEN 00000048 75847751
01 FC:481 40.00 DP

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.

Bruce E. O'Connor
Name of Attorney or Agent
Registration No. 24,849
Direct Dial 206.695.1700

Signature

7/7/00

Date

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

OMB No. 0651-0011 (exp. 4/94)

I hereby certify that this correspondence is being deposited with the U.S. Postal Service in a sealed envelope as first class mail with postage thereon fully prepaid addressed to: Commissioner of Patents and Trademarks, Washington, D.C. 20231, on _____.

Date: JULY 7, 2000

TRADEMARK
REEL: 002111 FRAME: 0987

ATTI-2-21762?

State of Indiana
Office of the Secretary of State

AMENDED AND RESTATED ARTICLES
of
ATTUNE, INCORPORATED

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Amended and Restated Articles of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

RECEIVED

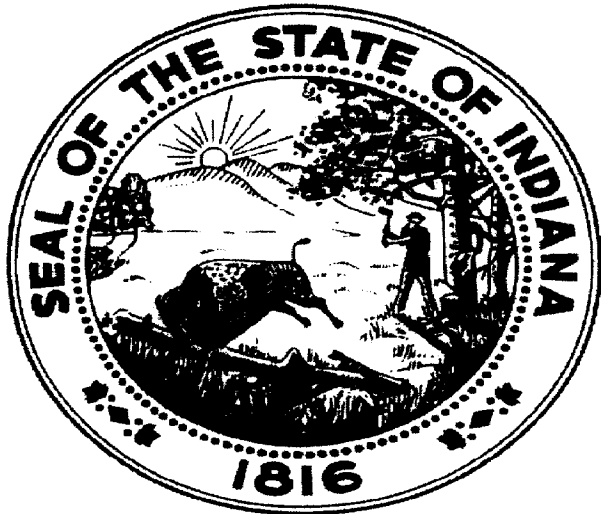
JUL 05 2000

The name following said transaction will be:

APRIMO, INCORPORATED

**Christensen, O'Connor
Johnson & Kindness**

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, May 23, 2000.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, May 23, 2000.

Sue Anne Gilroy

SUE ANNE GILROY,
SECRETARY OF STATE

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TRADEMARK
REEL: 002111 FRAME: 0988

1998070806

EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
APRIMO, INCORPORATED**

ARTICLE 1

Name

The name of the Corporation is APRIMO, INCORPORATED (the "Corporation").

ARTICLE 2

Purposes and Powers

Section 2.01. Purposes. The purposes for which the Corporation is formed are the transaction of any or all lawful business for which corporations may be incorporated under the Indiana Business Corporation Law, as the same may, from time to time, be amended (the "Act").

Section 2.02. Powers. The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs including, without limitation, all the powers specifically enumerated in the Act.

ARTICLE 3

Term of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE 4

Registered Office and Resident Agent

The street address of the registered office of the Corporation is:

510 East 96th Street
Suite 300
Indianapolis, Indiana 46240

and the name of its registered agent in charge of such office is:

William M. Godfrey