

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/09/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Blue Ocean Software, Inc.		12/09/2005	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Numara Software, Inc.
Street Address:	2202 North West Shore Blvd.
Internal Address:	Suite 650
City:	Tampa
State/Country:	FLORIDA
Postal Code:	33607
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Serial Number:	78764325	NUMARA
Serial Number:	78769966	NUMARA SOFTWARE

**CORRESPONDENCE DATA**

Fax Number: (617)523-1231  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 617.570.1292  
 Email: mrovner@goodwinprocter.com  
 Correspondent Name: Miriam J. Rovner, Senior Paralegal  
 Address Line 1: Goodwin Procter LLP  
 Address Line 2: Exchange Place, 53 State Street  
 Address Line 4: Boston, MASSACHUSETTS 02109-2881

ATTORNEY DOCKET NUMBER:	121357-162544 (1703-389)
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CH \$65.00 78764325

NAME OF SUBMITTER:	Miriam J. Rovner
Signature:	/mjr/
Date:	05/26/2006
<b>Total Attachments: 5</b> source=Numara Name Change#page1.tif source=Numara Name Change#page2.tif source=Numara Name Change#page3.tif source=Numara Name Change#page4.tif source=Numara Name Change#page5.tif	

# Delaware

PAGE 1

*The First State*

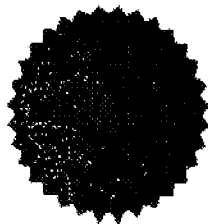
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BOSI ACQUISITION CORP.", A DELAWARE CORPORATION,  
WITH AND INTO "BLUE OCEAN SOFTWARE, INC." UNDER THE NAME OF "NUMARA SOFTWARE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF DECEMBER, A.D. 2005, AT 5:56 O'CLOCK P.M.

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

3368666 8100M

051006373



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4359707

DATE: 12-09-05

TRADEMARK  
REEL: 003317 FRAME: 0775

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:56 PM 12/09/2005  
FILED 05:56 PM 12/09/2005  
SRV 051006373 - 3368666 FILE

**CERTIFICATE OF MERGER**  
**OF**  
**BLUE OCEAN SOFTWARE, INC.**  
**AND**  
**BOSI ACQUISITION CORP.**

**Pursuant to Section 251(c) of the Delaware General Corporation Law**

It is hereby certified that:

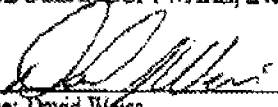
1. The constituent business corporations participating in the merger herein certified are:
  - (i) Blue Ocean Software, Inc., which is incorporated under the laws of the State of Delaware; and
  - (ii) BOSI Acquisition Corp., which is incorporated under the laws of the State of Delaware.
2. An Agreement and Plan of Merger, dated December 9, 2005, has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation in the merger herein certified is Blue Ocean Software, Inc., which will continue its existence as said surviving corporation under the name "Numara Software, Inc." upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.
4. The Certificate of Incorporation of Blue Ocean Software, Inc. shall be amended and restated in its entirety to read as set forth on Exhibit A attached hereto.
5. The executed Agreement and Plan of Merger by and between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows: 2202 North West Shore Boulevard, Suite 600, Tampa, Florida 33607.
6. The aforesaid surviving corporation will furnish a copy of the aforesaid Agreement and Plan of Merger on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

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**TRADEMARK**  
**REEL: 003317 FRAME: 0776**

Dated: December 9, 2005

BLUE OCEAN SOFTWARE, INC.

By:   
Name: David Weiss  
Title: President

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**EXHIBIT A**  
**AMENDED AND RESTATED**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**NUMARA SOFTWARE, INC.**

1. The name of the corporation is Numara Software, Inc.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of stock which the corporation shall have authority to issue is 1,000 shares of Common Stock. The par value of each share is \$0.0001.
5. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the corporation is expressly authorized to adopt, amend or repeal the by-laws of the corporation.
6. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.
7. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended after the effective date of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware. No amendment, modification or repeal of this Section shall adversely affect the rights and protection

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afforded to a director of the corporation under this Section for acts or omissions occurring prior to such amendment, modification or repeal.

8. The corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and to add or insert other provisions authorized by the laws of the State of Delaware at the time in force, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Section.

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