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(Requestor's Name)

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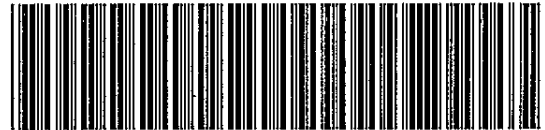
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

NC  
1/19/06  
/

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Blue Ocean Software, Inc.  
(Name of Corporation)

**DOCUMENT NUMBER:** 39-8013453125-0

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mary Petzen

(Name of Contact Person)

Numara Software, Inc

(Firm/Company)

2202 N Westshore Blvd ste 650

(Address)

Tampa Florida 33607

(City/State and Zip Code)

For further information concerning this matter, please call:

Mary Petzen

(Name of Contact Person)

at ( 813 ) 227-4514

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐

\$35.00 Filing Fee

☐

\$43.75 Filing Fee &  
Certificate of Status

☐

\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☒

\$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

39-8013453125-0

(Document number of corporation (if known))

1. Blue Ocean Software, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. 11/17/2005

(Date authorized to do business in Florida)

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TALLAHASSEE, FLORIDA

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 12/09/2005

5. Numara Software, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)


(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

David J. Weiss

(Typed or printed name of person signing)

President and CEO

(Title of person signing)

# 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:

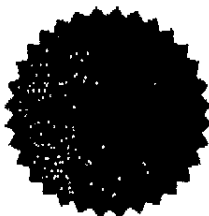
"BOSI ACQUISITION CORP.", A DELAWARE CORPORATION,

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

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.

FROM CT WILMINGTON - 302\_655\_4236 GROUP 6 (FRI) 12. 9' 05 18:36/ST. 18:35/NO. 4260103506 P 4

Dated: December 9, 2005

BLUE OCEAN SOFTWARE, INC.

By: 

Name: David Weiss

Title: President

LIBC7540669

**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

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.