

F02000005656

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TALLAHASSEE, FLORIDA

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T BROWN DEC - 7 2004

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Motive Communications, Inc.
(Name of corporation)

DOCUMENT NUMBER: F02000005656

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Barbara Harris

(Name of person)

Motive, Inc.

(Name of firm/company)

12515 Research Blvd. Bldg. 5

(Address)

Austin, TX 78759

(City/state and zip code)

For further information concerning this matter, please call:

Barbara Harris

(Name of person)

at (512) 506-4299

(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
409 E. Gaines Street
Tallahassee, FL 32399

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)

F02000005656

(Document number of corporation (if known))

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TALLAHASSEE, FLORIDA

1. Motive Communications, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware
(Incorporated under laws of)
3. November 12, 2002
(Date authorized to do business in 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? December 2, 2003
5. Motive, 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)

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

Jennifer Harris
(Typed or printed name of person signing)

11-23-04
(Date)

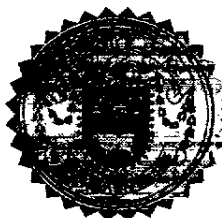
Treasurer
(Title of person signing)

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 AMENDMENT OF "MOTIVE COMMUNICATIONS, INC.", CHANGING ITS NAME FROM "MOTIVE COMMUNICATIONS, INC." TO "MOTIVE, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF DECEMBER, A.D. 2003, AT 12:21 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2736302 8100

040818390

AUTHENTICATION: 3474814

DATE: 11-12-04

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:26 PM 12/02/2003
FILED 12:21 PM 12/02/2003
SRV 030769228 - 2736302 FILE

**CERTIFICATE OF AMENDMENT
TO THE
RESTATED CERTIFICATE OF INCORPORATION
OF
MOTIVE COMMUNICATIONS, INC.**

December 1, 2003

Pursuant to the provisions of Section 242 of the Delaware General Corporation Law (the "General Corporation Law"), Motive Communications, Inc., a Delaware corporation (the "Corporation"), adopts the following Certificate of Amendment to its Restated Certificate of Incorporation:

FIRST: The name of the Corporation is Motive Communications, Inc.

SECOND: Article I of the Restated Certificate of Incorporation of the Corporation is hereby amended (the "Amendment") to read in its entirety as follows:

"The name of this corporation is Motive, Inc."

THIRD: The Amendment has been recommended by the Board of Directors of the Corporation and duly approved and adopted, in accordance with Section 242 of the General Corporation Law, by the stockholders of the Corporation by written consent in lieu of a meeting.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to its Restated Certificate of Incorporation to be executed in its corporate name this 1st day of December, 2003.

MOTIVE COMMUNICATIONS, INC.

By: 

Scott Harmon
Chief Executive Officer