

F95000002327

mercator.

February 5, 2001

Florida Secretary of State  
Amendment Section  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

FILED  
01 FEB 12 AM 9:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: TSI International Software Ltd.

100003674741--7  
-02/12/01--01124--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Division of Corporations:

On March 13, 2000 TSI International Software Ltd. changed its name to Mercator Software, Inc.

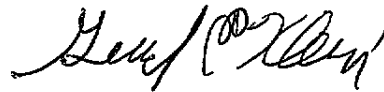
Enclosed, please find the following documents:

1. a fully executed original of the Application By Foreign Profit Corporation To File Amendment To Application For Authorization To Transact Business In Florida;
2. a certified copy of the Certificate of Amendment of Amended and Restated Certificate of Incorporation of TSI International Software Ltd.; and
3. a check in the amount of \$35.00 for the filing fee.

Should you have any questions or concerns, please contact Paulette Johnson at 203-563-1343.

NK  
2-28-01  
PKS

Sincerely,



Gerald E. Klein  
Secretary

/ppj

Enclosures

Cc: Bruce Stratford  
File

Mercator Software  
45 Danbury Road  
Wilton, CT 06897-0840  
Main 203.761.8600 Fax 203.762.9677  
www.mercator.com



February 23, 2001

VIA REGULAR MAIL

Mr. Doug Spitler  
Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Re: TSI International Software, Ltd., Inc.  
Ref. No. F95000002327

Dear Doug:

Per our discussion on earlier today, enclosed please find the documents that you requested I return to you. Also, please note that I am resubmitting another Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida. This form shows the exact name of TSI when first requested to do business in Florida (1995) as you requested over the phone. I am also enclosing your letter to me dated February 14, 2001.

Should you have any other questions I can be reached at 203-563-1343.

Sincerely,

Paulette P. Johnson  
Contracts Paralegal

Enclosures

Cc: File



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 14, 2001

MERCATOR SOFTWARE  
ATTN: PAULETTE JOHNSON  
45 DANBURY ROAD  
WILTON, CT 06897

SUBJECT: TSI INTERNATIONAL SOFTWARE, LTD., INC.  
Ref. Number: F95000002327

We have received your document for TSI INTERNATIONAL SOFTWARE, LTD., INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spitler  
Document Specialist

Letter Number: 201A00009296

**PROFIT CORPORATION**

## SECTION I

1. TSI International Software, Ltd., Inc.

Name of corporation as it appears on the records of the Department of State.

2. Delaware

**Incorporated under laws of**

3. May 11, 1995

Date authorized to do business in Florida

## SECTION II

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? March 13, 2000.

5. Mercator 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.

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

Gea/Allen  
Signature

January 31, 2001

Date \_\_\_\_\_

Gerald E. Klein

Typed or printed name

Secretary

Title

FILED  
O1 FEB 12 AM 9:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED STATEMENT BY  
FOREIGN CORPORATION**

Mercator Software, Inc.

(Name of Corporation)

\_\_\_\_\_, a corporation organized  
and existing under the laws of Delaware, and which is presently  
(State or Place of Incorporation)  
qualified for the transaction of intrastate business in the State of California, makes the  
following statement:

That the name of the corporation has been changed to that hereinabove set forth and  
that the name relinquished at the time of such change was \_\_\_\_\_  
TSI International Software Ltd.

Mercator Software, Inc.

(Name of Corporation)



(Signature of Corporate Officer)

Gerald E. Klein                      Secretary

(Typed Name and Title of Officer Signing)

*State of Delaware*  
*Office of the Secretary of State*

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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 "TSI INTERNATIONAL SOFTWARE LTD.", CHANGING ITS NAME FROM "TSI INTERNATIONAL SOFTWARE LTD." TO "MERCATOR SOFTWARE, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF MARCH, A.D. 2000, AT 11 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRD DAY OF APRIL, A.D. 2000.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0937804

2350400 8100

010042223

DATE: 01-26-01

**CERTIFICATE OF AMENDMENT  
OF  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
TSI INTERNATIONAL SOFTWARE LTD.**

\* \* \* \* \*

TSI International Software Ltd., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That, by unanimous written consent dated February 1, 2000 in accordance with Section 141(f) of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation, duly adopted a resolution setting forth a proposed amendment to the Amended and Restated Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and directed that the matter be submitted to the stockholder of the Corporation for the approval of said amendment.

SECOND: That said amendment would amend the Amended and Restated Certificate of Incorporation of the Corporation by amending and restating in its entirety Article FIRST and substituting in lieu thereof the following new paragraph of Article FIRST:

"FIRST: The name of the corporation is Mercator Software, Inc.  
(the "Corporation")."

THIRD: That the foregoing amendment to the Amended and Restated Certificate of Incorporation of the Corporation was duly adopted by the stockholders of the Corporation at a Special Meeting in accordance with the applicable provisions of Sections 222 and 242(b) of the General Corporation Law of the State of Delaware.

FOURTH: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FIFTH: That the above referenced name change shall be effective as of April 3, 2000.

Sent By: TSI Software;

203 761 9832;

Mar-29-00 15:14;

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IN WITNESS WHEREOF, said TSI International Software Ltd. has caused this certificate to be signed by Ms. Galley, its President, and attested by Mr. Gerard, its Secretary, this 29 day of March, 2000.

TSI INTERNATIONAL SOFTWARE LTD.

BY: Constance F. Galley  
President

ATTEST:

BY: Mr. Gerard  
Secretary

1431FVCS010/1.966390-1

003/003

TESTA, HURTHLEZTHIBEAULT