

F96000005361

12/2/99

Dear Sir/Madam,

000003106580--8  
-01/21/00--01080--018  
\*\*\*\*\*70.00 \*\*\*\*\*35.00

Please see (2) attached  
name changes. One  
changes name from  
Roadshow International  
Inc to Descartes Systems  
Roadshow, Inc. The next  
changes from Descartes  
Systems Roadshow, Inc to  
Descartes System (USA) Inc.  
Please call with questions.

Nicole Moore  
Nicole Moore

Senior Acct.

(703) 917-4783

FILED  
00 JAN 21 PM 2:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 DEC 10 AM 9:27  
DIVISION OF CORPORATIONS

n/c Amend

S. PAYNE JAN 3 1 2000.



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 13, 1999

Nicole Moore  
Descartes Systems (USA), Inc.  
1410 Spring Hill Road, Suite 200  
McLean, VA 22102-3308

SUBJECT: ROADSHOW INTERNATIONAL, INC.  
Ref. Number: F96000005361

We have received your document for ROADSHOW INTERNATIONAL, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

An amendment should be filed for each name change. Enclosed is an additional form.

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6901.

Susan Payne  
Senior Section Administrator

Letter Number: 599A00058522

W99-28498

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1104, F.S.)

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

1. Descartes Systems Roadshow, Inc.  
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. 10/15/96  
Incorporated under laws of 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? 3/31/99
5. Descartes Systems (USA) 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

X Ronald S. Duncombe  
Signature

Dec 22/99  
Date

Ronald S. Duncombe  
Typed or printed name

Officer CFO  
Title

FILED  
00 JAN 21 PM 2:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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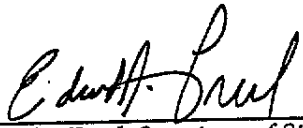
PAGE 1

I, EDWARD J. FREEL, 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 "DESCARTES SYSTEMS ROADSHOW, INC.", CHANGING ITS NAME FROM "DESCARTES SYSTEMS ROADSHOW, INC." TO "DESCARTES SYSTEMS (USA), INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MARCH, A.D. 1999, AT 12 O'CLOCK P.M.



2064525 8100

991509825

  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0108665

11-30-99

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
DESCARTES SYSTEMS ROADSHOW, INC.**

Descartes Systems ROADSHOW, Inc., a corporation organized and existing under and by virtue of the General Corporation Law ( the "GCL") of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That pursuant to the authority conferred upon the Board of Directors by the Certificate of Incorporation of the Corporation, the Board of Directors, by written consent effective March 29, 1999, in accordance with Section 141(f) of the GCL, duly adopted a resolution setting forth an amendment to the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and directed that the matter be submitted to the stockholders of the Corporation for the approval of said amendment.

SECOND: That the stockholders of the Corporation holding the necessary number of shares of the outstanding capital stock of the Corporation as required by statute and the Certificate of Incorporation of the Corporation approved said amendment by written consent effective March 29, 1999, in accordance with Section 228 of the GCL.

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

"FIRST. The name of the corporation is Descartes Systems (USA), Inc. (the "Corporation")."

FOURTH: That said amendment was duly adopted in accordance with the provisions of Section 242 of the GCL.

IN WITNESS WHEREOF, Descartes Systems ROADSHOW, Inc. has caused this  
certificate to be signed as of the 29<sup>th</sup> day of March, 1999.

DESCARTES SYSTEMS ROADSHOW, INC.

By: 

Paul Laufert

Vice-President and Secretary