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FILED
00 NOV 28 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 896395 7168903

AUTHORIZATION : *Patricia Pujat*

COST LIMIT : \$ 35.00

ORDER DATE : November 13, 2000

ORDER TIME : 10:33 AM

ORDER NO. : 896395-080

CUSTOMER NO: 7168903

4000003478504--4

CUSTOMER: Ms. Roxanne Holmsen
Sterling Commerce
5215 North O'connor Blvd.
Suite 1500
Irving, TX 750393771

FOREIGN FILINGS

NAME: XCELLENET, INC.

XX PROFIT

XX CORPORATE

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

RECEIVED
00 NOV 28 AM 11:32
DIVISION OF CORPORATION

N.C.
Q. COULLETTE NOV 28 2000

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)

1. XCELLENET, INC.
Name of corporation as it appears on the records of the Department of State.
2. Delaware - 3. October 14, 1998
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? February 16, 2000

5. STERLING COMMERCE (XEL), 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



Signature

11/02/00

Date

Dennis Byrnes

Typed or printed name

Vice President

Title

FILED
00 NOV 28 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

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 "XCELLENET, INC.", CHANGING ITS NAME FROM "XCELLENET, INC." TO "STERLING COMMERCE (XEL), INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF FEBRUARY, A.D. 2000, AT 9 O'CLOCK A.M.




Edward J. Freel, Secretary of State

2952231 8100

AUTHENTICATION: 0812918

001590713

DATE: 11-27-00

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION
OF
XCELLENET, INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is
XCELLENET, INC.

2. The certificate of incorporation of the corporation is hereby amended by
striking out Article "I." thereof and by substituting in lieu of said Article the following new
Article:

" I. The name of the corporation is STERLING COMMERCE (XEL), INC. "

3. The amendment of the certificate of incorporation herein
certified has been duly adopted and written consent has been given in accordance with the
provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on February 16, 2000

STERLING COMMERCE, INC.

By: Steven P. Shiflet
Steven P. Shiflet, Sr. Vice President
of the holder of record of all outstanding
shares of stock.