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CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
APRISO CORPORATION

FILED
In the Office of the Secretary of State
of the State of California

AUG 28 2002

Bill Jones
BILL JONES, Secretary of State

Adam Bartkowski and Jane Wike hereby certify that:

A. They are the President and Chief Financial Officer, respectively, of Apriso Corporation, a California corporation (the "Corporation").

B. The first two paragraphs of Article III of the Articles of Incorporation of the Corporation are amended in their entirety to read as follows:

"The Corporation is authorized to issue two classes of shares designated "Common Stock" and "Preferred Stock", respectively, each class without par value. The number of shares of Common Stock authorized to be issued is 32,125,000 and the number of shares of Preferred Stock authorized to be issued is 15,239,785.

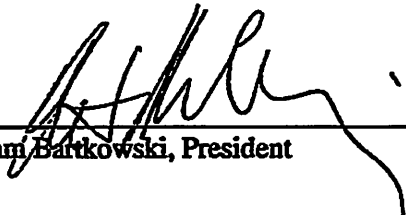
"The Corporation is authorized to issue 4,389,809 shares of Series A Convertible Preferred Stock and 10,849,976 shares of Series B Convertible Preferred Stock. The rights, preferences, privileges and restrictions of the Preferred Stock and the Common Stock, as well as of the holders of such stock, are as set forth below in this Article III."

C. The amendments set forth herein have been duly approved and adopted by the Board of Directors of this Corporation.

D. The amendments set forth herein have been duly approved by the required vote of the shareholders in accordance with Sections 902 and 903 of the California Corporations Code. The Corporation has outstanding 6,881,375 shares of Common Stock, 4,376,475 shares of Series A Convertible Preferred Stock, and 8,503,084 shares of Series B Convertible Preferred Stock. The number of shares voting in favor of the amendments equaled or exceeded the vote required for approval. The percentage vote required for the approval of the amendments was more than 50% of the Common Stock, more than 50% of the Series A Convertible Preferred Stock and more than 50% of the Series B Convertible Preferred Stock.

Each of the undersigned further declares under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of his own knowledge.

Dated: August 28, 2002


Adam Bartkowski, President


Jane Wike, Chief Financial Officer