

ARTICLES OF INCORPORATION
OF
CERIDUS SOFTWARE, INC.

FILED
In the office of the Secretary of State
of the State of California

APR 20 1989

March Fong
MARCH FONG CU, Secretary of State

ONE: The name of the corporation is Ceridus Software, Inc.

TWO: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

THREE: The name and address in this state of the corporation's initial agent for service of process is Eric W. Doney, Donahue, Gallagher, Thomas & Woods, 591 Redwood Highway, Suite 3225, Mill Valley, California 94941.

FOUR: This corporation is authorized to issue only one class of shares, which shall be designated as "common" shares. The total authorized number of such shares which may be issued is one million (1,000,000) shares.

Dated: April 20, 1989

Michael J. Dalton

Michael J. Dalton, Incorporator