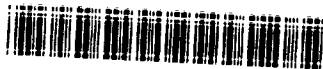


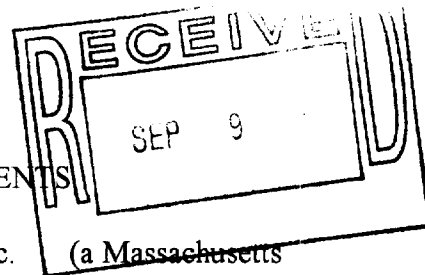
9-9-98

09-16-1998



COVER SHEET 100828843

DOCUMENTS



1. NAME OF CONVEYING PARTY: Aspen Technology, Inc. (a Massachusetts corporation)
2. NAME AND ADDRESS OF PARTY RECEIVING INTEREST: Aspen Technology, Inc., (a Delaware corporation) 10 Canal Park, Cambridge, Massachusetts 02141
3. DESCRIPTION OF CONVEYED INTEREST: merger resulting in transfer of all interests of Conveying Party to the successor company
4. APPLICATION/REGISTRATION NUMBERS AGAINST WHICH THE DOCUMENTS SHOULD BE RECORDED:

Application Serial No. 75/283,310 Mark: ERP CONNECT
5. SEND CORRESPONDENCE TO:
Neal E. Friedman, Esq.
SHANE AND PAOLILLO, P.C.
233 Needham Street
Newton, MA 02164
Telephone (617) 969 - 7139, Ext. 122
6. NUMBER OF APPLICATIONS/REGISTRATIONS IDENTIFIED AND AMOUNT ENCLOSED FEE:
One (1) application identified.
Fee enclosed: \$40.00
7. Date of execution of document: March 12, 1998
8. Domestic Representative: Not applicable
9. To the best of the undersigned person's knowledge and belief, the information contained on this cover sheet is true and correct and that any copy submitted is a true copy of the original document.
10. Neal E. Friedman
Neal E. Friedman, Esq.

(09/15/1998 SGNITH 00000006 75283310)
01 FC:481 40.00 GP

SHANE AND PAOLILLO, P.C.

A T T O R N E Y S A T L A W

233 Needham Street
Newton, Massachusetts 02464
617-969-7139
Fax: 617-244-6511
E-mail: sandp@tiac.net

Affiliated with:
Shane, Kantianis & Ragan, L.L.C.
805 Third Avenue, 6th Floor
New York, New York 10022
212-906-1940
Fax: 212-688-4252

September 8, 1998

VIA OVERNIGHT MAIL

Commissioner of Patents and Trademarks
Box: ASSIGNMENT
Washington, D.C. 20231

Re: RECORDAL OF CERTIFICATE OF MERGER

Sir:

Enclosed please find the following items relating to the an application to register a Trademark that has been filed in the Patent and Trademark Office.

1. Certified copy of Certificate of Merger evidencing merger of applicant, Aspen Technology, Inc. (a Massachusetts Corporation) with Aspen Technology, Inc. (a Delaware Corporation).
2. Cover Sheet for indexing Certificate of Merger with respect to the following application:

Application Serial No. 75/283/310 Mark: ERP CONNECT

3. Check in the amount of \$40.00 made payable to Commissioner of Patents and Trademarks.

Respectfully submitted,



Neal E. Friedman

NEF/mos
Enc. (as stated)

**TRADEMARK
REEL: 1788 FRAME: 0188**

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 MERGER, WHICH MERGES:

"ASPEN TECHNOLOGY, INC.", A MASSACHUSETTS CORPORATION, WITH AND INTO "ASPEN TECHNOLOGY, INC." UNDER THE NAME OF "ASPEN TECHNOLOGY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF MARCH, A.D. 1998, AT 4 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2859683 8100M

981324866

AUTHENTICATION: 9260845

DATE: 08-19-98

TRADEMARK
REEL: 1788 FRAME: 0189

**CERTIFICATE OF MERGER
OF
ASPEN TECHNOLOGY, INC., A MASSACHUSETTS CORPORATION,
WITH AND INTO
ASPEN TECHNOLOGY, INC., A DELAWARE CORPORATION**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware DOES HEREBY CERTIFY:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Aspen Technology, Inc.	Delaware
Aspen Technology, Inc.	Massachusetts

SECOND: An agreement and plan of merger (the "Plan of Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is "Aspen Technology, Inc."

FOURTH: The certificate of incorporation of Aspen Technology, Inc., a Delaware corporation, as in effect immediately prior to the merger, shall be the certificate of incorporation of the surviving corporation.

FIFTH: An executed copy of the Plan of Merger is on file at the principal place of business of the surviving corporation, which is located at Ten Canal Park, Cambridge, Massachusetts 02141.

SIXTH: A copy of the Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

SEVENTH: The authorized capital stock of Aspen Technology, Inc., a Massachusetts corporation, consists of (i) 40,000,000 shares of common stock, \$10 par value per share, of which 21,441,366 shares have been issued and are outstanding, (ii) 400,000 shares of Series A participating cumulative preferred stock, \$10 par value per share, of which no shares are outstanding, and (iii) 9,600,000 shares of undesignated preferred stock. The authorized capital stock of Aspen Technology, Inc., a Delaware corporation, consists of (i) 40,000,000 shares of common stock, \$10 par value per share, of which 100 shares have been issued, are outstanding and are owned by Aspen Technology, Inc., a Massachusetts corporation and (ii) 10,000,000 shares of undesignated preferred stock.

Dated: March 12, 1998

ASPEN TECHNOLOGY, INC.

[SEAL]

By: JFBoston

President
Joseph F. Boston

Attest:

By: [Signature]

Secretary
Stephen J. Doyle