

11-12-1998



100875498

COVER SHEET
TRADEMARK
CLASSIFICATION

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

8/2/98
11/2/98

1. Name of conveying party(ies):
Viewlogic Systems, Inc.
293 Boston Post Road West
Marlboro, Massachusetts 01752

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 4, 1997

2. Name and address of receiving party(ies):

Name: Viewlogic Systems, Inc.

Internal Address: _____

Street Address: 293 Boston Post Road West

City: Marlboro State: MA ZIP: 01752

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s)

11/09/1998 SBURNS 00000065 080219 1871850

01 FC:481 40.00 CH
02 FC:482 600.00 CH

B. Trademark Registration No.(s)

1871850 1381143 1914143
1701454 1870407 1981677
1402014 1402013 1870408

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Michael J. Bevilacqua, Esquire

Internal Address: Hale and Dorr LLP

Street Address: 60 State Street

City: Boston State: MA ZIP: 02109

6. Total number of applications and registrations involved: _____

25

7. Total fee (37 CFR 3.41).....\$ 640.00

- Enclosed
- Authorized to be charged to deposit account
Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.

8. Deposit account number:

08-0219

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Michael J. Bevilacqua
Name of Person Signing

Michael J. Bevilacqua
Signature

October 29, 1998
Date

Total number of pages including cover sheet, attachments, and document:

6

CONTINUATION PAGE FOR MERGER OF

VIEWLOGIC SYSTEMS, INC. into VIEWLOGIC SYSTEMS, INC.

1727317
1563184
1600446
1402015
1378995
1873188
1904916
1871849
1384077
1871851
1871848
1873207
1377046
1871852
1377044
2051376

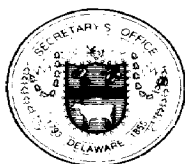
State of Delaware
Office of the Secretary of State

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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:

"POST ACQUISITION CORP.", A DELAWARE CORPORATION,

WITH AND INTO "VIEWLOGIC SYSTEMS, INC." UNDER THE NAME OF "VIEWLOGIC SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF DECEMBER, A.D. 1997, AT 5:15 O'CLOCK P.M.



2170186 8100M

981398174

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 9355755

DATE: 10-15-98

TRADEMARK
REEL: 1812 FRAME: 0312

**CERTIFICATE OF MERGER
MERGING
POST ACQUISITION CORP.
WITH AND INTO
VIEWLOGIC SYSTEMS, INC.**

Viewlogic Systems, Inc. ("Viewlogic") does hereby certify as follows:

FIRST: Viewlogic is a corporation duly organized and existing under the laws of the State of Delaware and Post Acquisition Corp. ("Sub") is a corporation duly organized and existing under the laws of the State of Delaware.

SECOND: An Agreement and Plan of Merger (the "Merger Agreement"), effective as of October 14, 1997, among Synopsys, Inc., a Delaware corporation, Sub and Viewlogic setting forth the terms and conditions of the merger of Sub with and into Viewlogic (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the Delaware General Corporation Law.

THIRD: The name of the surviving corporation is Viewlogic Systems, Inc. (the "Surviving Corporation").

FOURTH: The Certificate of Incorporation of Surviving Corporation, shall be amended and restated to read in its entirety as set forth in Exhibit A attached hereto.

FIFTH: An executed copy of the Merger Agreement is on file at an office of the Surviving Corporation located at 700 East Middlefield Road, Mountain View, California 94043.

SIXTH: An executed copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either constituent corporation.

SEVENTH: This Certificate of Merger shall become effective at 5:15 p.m., Eastern Standard Time, on December 4, 1997.

IN WITNESS WHEREOF, Viewlogic Systems, Inc. has caused this Certificate of Merger to be executed in its corporate name as of December 4, 1997.

VIEWLOGIC SYSTEMS, INC.

By: 

**William J. Herman
President and Chief Executive Officer**

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EXHIBIT A
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
VIEWLOGIC SYSTEMS, INC.

FIRST: The name of this corporation is Viewlogic Systems, Inc. (hereinafter sometimes referred to as the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware, County of New Castle, is 1209 Orange Street, Wilmington, DE 19801. The name of the registered agent at that address is The Corporation Trust Company.

THIRD: 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 Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, par value \$0.001 per share (the "Common Stock").

FIFTH: The Corporation is to have perpetual existence.

SIXTH: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by Statute or by this Certificate of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation. Election of directors need not be by written ballot unless the Bylaws so provide.

412:472ACR-47281_109

SEVENTH: The Board of Directors is authorized to make, adopt, amend, alter or repeal the Bylaws of the Corporation. The stockholders shall also have power to make, adopt, amend, alter or repeal the Bylaws of the Corporation.

EIGHTH: This Corporation reserves the right to amend or repeal any of the provisions contained in this Certificate of Incorporation in any manner now or hereafter permitted by law, and the rights of the stockholders of this Corporation are granted subject to this reservation.

NINTH: To the fullest extent permitted by the Delaware General Corporation Law, a director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of the foregoing provisions of this Article NINTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

TENTH: Advance notice of new business and stockholder nominations for the election of directors shall be given in the manner and to the extent provided in the Bylaws of the Corporation.

ELEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Certificate of Incorporation, in the manner now or hereafter prescribed by statute, all rights conferred upon stockholders herein are granted subject to this reservation

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HALE AND DORR LLP
C O U N S E L L O R S A T L A W

60 STATE STREET, BOSTON, MASSACHUSETTS 02109
617-526-6000 • FAX 617-526-5000

October 29, 1998

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

Re: Mergers and Assignments regarding Trademarks
Owned by Viewlogic Systems, Inc. and Synopsys, Inc.

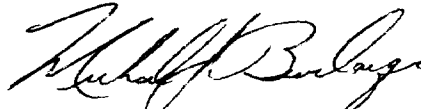
Dear Sir:

Enclosed please find for recording in this order:

1. Trademark Recordation Form Cover Sheet with authorization
to charge deposit account 08-0219 for \$640.00
Merger of Viewlogic Systems, Inc. into Viewlogic Systems, Inc.
Return postcard
2. Trademark Recordation Form Cover Sheet with authorization
to charge deposit account 08-0219 for \$640.00
Merger of Viewlogic Systems, Inc. into Synopsys, Inc.
Return postcard
3. Trademark Recordation Form Cover Sheet with authorization
to charge deposit account 08-0219 for \$415.00
Trademark Assignment from Synopsys, Inc. to Viewlogic Systems, Inc.
Return postcard
4. Trademark Recordation Form Cover Sheet with authorization
to charge deposit account 08-0219 for \$240.00
Trademark Assignment from Synopsys, Inc. to Viewlogic Systems, Inc.
Return postcard

Please do not hesitate to contact me if you have any questions.

Very truly yours,



Michael J. Bevilacqua

Enclosures

WASHINGTON, DC

BOSTON, MA

LONDON, UK*

HALE AND DORR LLP INCLUDES PROFESSIONAL CORPORATIONS
*BROBECK HALE AND DORR INTERNATIONAL (AN INDEPENDENT JOINT VENTURE LAW FIRM)

RECORDED: 11/02/1998

TRADEMARK
REEL: 1812 FRAME: 0316