

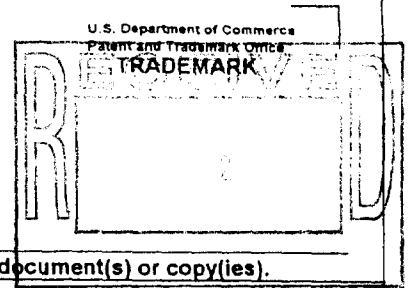
FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

07-14-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



7.12.99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
3 31 98
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name META-SOFTWARE, INC.

Execution Date
Month Day Year
3 31 98

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization California

Receiving Party

Mark if additional names of receiving parties attached

Name AVANT! CORPORATION

DBA/AKATA _____

Composed of _____

Address (line 1) 46871 Bayside Parkway

Address (line 2) _____

Address (line 3) Fremont California U.S.A. 94538

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

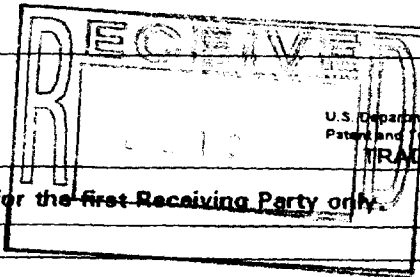
07/13/1999 DNGUYEN 00000237 190310 2015441

01 FC:481 40.00 CH
02 FC:482 50.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 001926 FRAME: 0263



Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,015,441"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,013,723"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,061,485"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Thomas E. Schatzel

07-07-99

Name of Person Signing

Signature

Date Signed

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 OWNERSHIP, WHICH MERGES:
"META-SOFTWARE, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "AVANT! CORPORATION" UNDER THE NAME OF "AVANT! CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF APRIL, A.D. 1998, AT 9:01 O'CLOCK A.M.



2255957 8100M

991245107

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 9815041

DATE: 06-18-99

TRADEMARK
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**CERTIFICATE OF OWNERSHIP AND MERGER
OF META-SOFTWARE, INC., A CALIFORNIA CORPORATION, WITH AND INTO
AVANT! CORPORATION, A DELAWARE CORPORATION**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, Avant! Corporation, a Delaware corporation (the "Parent Corporation"), for the purpose of effecting the merger (the "Merger") of Meta-Software, Inc., a California corporation and the wholly-owned subsidiary of the Parent Corporation (the "Subsidiary Corporation"), with and into the Parent Corporation, does hereby certify:

FIRST: That the Parent Corporation is incorporated and duly organized under the laws of the State of Delaware.

SECOND: That the Parent Corporation owns all of the outstanding shares of each class of the capital stock of the Subsidiary Corporation.

THIRD: That the laws of the jurisdiction of organization of the Parent Corporation permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

FOURTH: That the Parent Corporation hereby merges the Subsidiary Corporation into the Parent Corporation.

FIFTH: That attached as Exhibit A hereto are resolutions of the Board of Directors of the Parent Corporation, duly adopted by the unanimous written consent of the members thereof and dated as of March 31, 1998, approving the Merger, the Plan of Merger and this Certificate of Ownership and Merger.

IN WITNESS WHEREOF, Parent Corporation has caused this certificate to be executed by Gerald C. Hsu, President, this 31st day of March, 1998.

AVANT! CORPORATION
a Delaware corporation

By: _____


Gerald C. Hsu, President

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REEL: 001926 FRAME: 0267

**ACTION BY WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
AVANT! CORPORATION
A DELAWARE CORPORATION**

Exhibit A

The undersigned, constituting all of the members of the Board of Directors of Avant! Corporation., a Delaware corporation (the "Company"), pursuant to Section 141(f) of the Delaware General Corporation Law and the Company bylaws, hereby adopt the following resolutions by written consent effective March 31, 1998:

1. Merger of Subsidiaries into the Company.

WHEREAS, the Company owns one hundred percent (100%) of the outstanding shares of the subsidiaries listed on Schedule A attached hereto, all California corporations (the "Subsidiaries");

RESOLVED, that the Certificates of Ownership and Merger and the Plans of Merger (the "Mergers") by and between the Company and the Subsidiaries attached hereto as Exhibits A through E are hereby approved and adopted;

RESOLVED FURTHER, that the Subsidiaries are to be merged with and into the Company pursuant to General Corporation Law Section 253;

RESOLVED FURTHER, that the officers of the Company and the Subsidiaries are authorized and directed to do all acts and to execute, verify and file all documents necessary to effectuate the Mergers pursuant to General Corporation Law Section 253; and

RESOLVED FURTHER, that the Company assumes all liabilities of the Subsidiaries.

2. Notices and Consents with Respect to the Mergers.

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to take such further actions, including, but not limited to providing notification of the Mergers to any appropriate governmental or regulatory agencies, and filing any forms and documents with such agencies as may be required or advisable by them or by law, and to obtain such consents from third parties and governmental or regulatory agencies as may be necessary or advisable to carry out the Mergers.

3. General Authority Conferred on Officers to Effectuate Resolutions

RESOLVED, that the officers of the Company be, and they hereby are, authorized for and on behalf of the Company to take such actions and to execute and

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deliver such documents and papers as they deem necessary or advisable to effectuate the purposes of the foregoing resolutions and to consummate the transactions contemplated thereby.

IN WITNESS WHEREOF, the undersigned have executed this Action by Written Consent as of the 21st day of March, 1998.

DIRECTORS:



Gerald C. Hsu

Eric A. Brill

Y. Eric Cho

Tench Coxie



Charles L. St. Clair



Moriyuki Chimura


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UNLESS INDICATED OTHERWISE

deliver such documents and papers as they deem necessary or advisable to effectuate the purpose of the foregoing resolutions and to consummate the transactions contemplated thereby.

IN WITNESS WHEREOF, the undersigned have executed this Action by Written Consent as of the 21st day of March, 1998.

DIRECTORS:




Gerald C. Hsu



Eric A. Brill

Y. Eric Cho

Tench Cox


Charles L. St. Clair

Moriyuki Chinsara

Charles
Chinsara
Sr.

005V710244.1

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TOTAL P.01

deliver such documents and papers as they deem necessary or advisable to effectuate the purposes of the foregoing resolutions and to consummate the transactions contemplated thereby.

IN WITNESS WHEREOF, the undersigned have executed this Action by Written Consent as of the 31st day of March, 1998.

DIRECTORS:

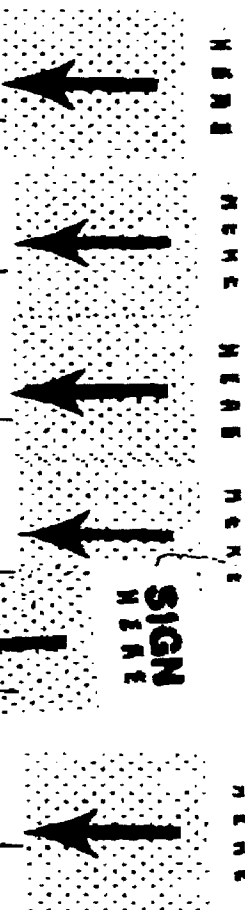
G.C. Hsu
Gerald C. Hsu

Eric A. Brill

Y. Eric Cho
Y. Eric Cho

Tench Cox
Charles L. St. Clair
Charles L. St. Clair

Moriyuki Chimura




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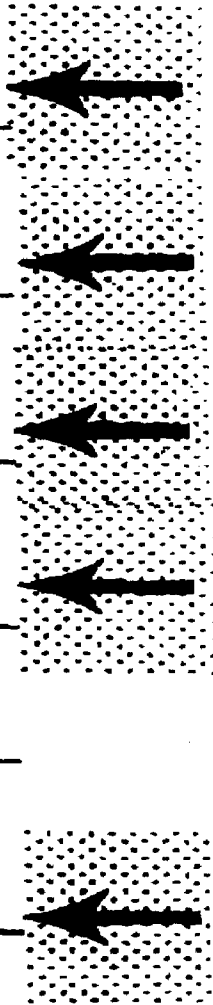
deliver such documents and papers as they deem necessary or advisable to effectuate the purposes of the foregoing resolutions and to consummate the transactions contemplated thereby.

IN WITNESS WHEREOF, the undersigned have executed this Action by Written Consent as of the 31st day of March, 1998.

DIRECTORS:

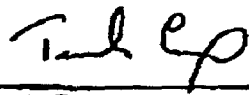


Gerald C. Hsu



Eric A. Brill

Y. Eric Cho



Tench Cox



Charles L. St. Clair

Moriyuki Chimura

Schedule A
List of Subsidiaries

1. **Meta-Software, Inc.**
2. **Nexsyn Design Technology, Inc.**
3. **Anagram, Inc.**
4. **Frontline Design Automation, Inc.**
5. **Technology Modeling Associates, Inc.**

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EXHIBIT A

PLAN OF MERGER

A. Corporations Participating in Merger.

Meta-Software, Inc., a California corporation, (the "Merging Corporation"), will merge with and into Avant! Corporation, a Delaware corporation (the "Surviving Corporation"). The Surviving Corporation owns one hundred percent (100%) of all of the classes of the outstanding capital stock of the Merging Corporation.

B. Name of Surviving Corporation.

After the merger, the Surviving Corporation will have the name Avant! Corporation.

C. Merger.

The merger of the Merging Corporation with and into the Surviving Corporation will be effected pursuant to the terms and conditions of this Plan. Upon the merger's becoming effective, the corporate existence of the Merging Corporation will cease, and the corporate existence of the Surviving Corporation will continue. The time when the merger becomes effective is hereinafter referred to as the "Effective Time."

D. Conversion and Exchange of Shares.

At the Effective Time, the outstanding shares of the corporations participating in the merger will be converted and exchanged as follows:

1. **Surviving Corporation.** The outstanding shares of the Surviving Corporation will not be converted, exchanged or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation.

2. **Merging Corporation.** The Surviving Corporation, as sole shareholder of the Merging Corporation, will receive no consideration for its shares of Merging Corporation stock.

E. Amendments to Articles of Incorporation.

The Articles of Incorporation of the Surviving Corporation will not be amended pursuant to the merger.

F. Abandonment

At any time prior to the merger's becoming effective, the board of directors of the Surviving Corporation may, in their discretion, abandon the merger.

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EXHIBIT B

PLAN OF MERGER

A. Corporations Participating in Merger.

Nexsyn Design Technology, Inc., a California corporation, (the "Merging Corporation"), will merge with and into Avant! Corporation, a Delaware corporation (the "Surviving Corporation"). The Surviving Corporation owns one hundred percent (100%) of all of the classes of the outstanding capital stock of the Merging Corporation.

B. Name of Surviving Corporation.

After the merger, the Surviving Corporation will have the name Avant! Corporation.

C. Merger.

The merger of the Merging Corporation with and into the Surviving Corporation will be effected pursuant to the terms and conditions of this Plan. Upon the merger's becoming effective, the corporate existence of the Merging Corporation will cease, and the corporate existence of the Surviving Corporation will continue. The time when the merger becomes effective is hereinafter referred to as the "Effective Time."

D. Conversion and Exchange of Shares.

At the Effective Time, the outstanding shares of the corporations participating in the merger will be converted and exchanged as follows:

1. **Surviving Corporation.** The outstanding shares of the Surviving Corporation will not be converted, exchanged or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation.

2. **Merging Corporation.** The Surviving Corporation, as sole shareholder of the Merging Corporation, will receive no consideration for its shares of Merging Corporation stock.

E. Amendments to Articles of Incorporation.

The Articles of Incorporation of the Surviving Corporation will not be amended pursuant to the merger.

F. Abandonment

At any time prior to the merger's becoming effective, the board of directors of the Surviving Corporation may, in their discretion, abandon the merger.

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EXHIBIT C

PLAN OF MERGER

A. Corporations Participating in Merger.

Anagram, Inc., a California corporation, (the "Merging Corporation"), will merge with and into Avant! Corporation, a Delaware corporation (the "Surviving Corporation"). The Surviving Corporation owns one hundred percent (100%) of all of the classes of the outstanding capital stock of the Merging Corporation.

B. Name of Surviving Corporation.

After the merger, the Surviving Corporation will have the name Avant! Corporation.

C. Merger.

The merger of the Merging Corporation with and into the Surviving Corporation will be effected pursuant to the terms and conditions of this Plan. Upon the merger's becoming effective, the corporate existence of the Merging Corporation will cease, and the corporate existence of the Surviving Corporation will continue. The time when the merger becomes effective is hereinafter referred to as the "Effective Time."

D. Conversion and Exchange of Shares.

At the Effective Time, the outstanding shares of the corporations participating in the merger will be converted and exchanged as follows:

1. **Surviving Corporation.** The outstanding shares of the Surviving Corporation will not be converted, exchanged or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation.

2. **Merging Corporation.** The Surviving Corporation, as sole shareholder of the Merging Corporation, will receive no consideration for its shares of Merging Corporation stock.

E. Amendments to Articles of Incorporation.

The Articles of Incorporation of the Surviving Corporation will not be amended pursuant to the merger.

F. Abandonment

At any time prior to the merger's becoming effective, the board of directors of the Surviving Corporation may, in their discretion, abandon the merger.

EXHIBIT D

PLAN OF MERGER

A. Corporations Participating in Merger.

Frontline Design Automation, Inc., a California corporation, (the "Merging Corporation"), will merge with and into Avant! Corporation, a Delaware corporation (the "Surviving Corporation"). The Surviving Corporation owns one hundred percent (100%) of all of the classes of the outstanding capital stock of the Merging Corporation.

B. Name of Surviving Corporation.

After the merger, the Surviving Corporation will have the name Avant! Corporation.

C. Merger.

The merger of the Merging Corporation with and into the Surviving Corporation will be effected pursuant to the terms and conditions of this Plan. Upon the merger's becoming effective, the corporate existence of the Merging Corporation will cease, and the corporate existence of the Surviving Corporation will continue. The time when the merger becomes effective is hereinafter referred to as the "Effective Time."

D. Conversion and Exchange of Shares.

At the Effective Time, the outstanding shares of the corporations participating in the merger will be converted and exchanged as follows:

1. **Surviving Corporation.** The outstanding shares of the Surviving Corporation will not be converted, exchanged or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation.

2. **Merging Corporation.** The Surviving Corporation, as sole shareholder of the Merging Corporation, will receive no consideration for its shares of Merging Corporation stock.

E. Amendments to Articles of Incorporation.

The Articles of Incorporation of the Surviving Corporation will not be amended pursuant to the merger.

F. Abandonment

At any time prior to the merger's becoming effective, the board of directors of the Surviving Corporation may, in their discretion, abandon the merger.

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EXHIBIT E

PLAN OF MERGER

A. Corporations Participating in Merger.

Technology Modeling Associates, Inc., a California corporation, (the "Merging Corporation"), will merge with and into Avant! Corporation, a Delaware corporation (the "Surviving Corporation"). The Surviving Corporation owns one hundred percent (100%) of all of the classes of the outstanding capital stock of the Merging Corporation.

B. Name of Surviving Corporation.

After the merger, the Surviving Corporation will have the name Avant! Corporation.

C. Merger.

The merger of the Merging Corporation with and into the Surviving Corporation will be effected pursuant to the terms and conditions of this Plan. Upon the merger's becoming effective, the corporate existence of the Merging Corporation will cease, and the corporate existence of the Surviving Corporation will continue. The time when the merger becomes effective is hereinafter referred to as the "Effective Time."

D. Conversion and Exchange of Shares.

At the Effective Time, the outstanding shares of the corporations participating in the merger will be converted and exchanged as follows:

1. **Surviving Corporation.** The outstanding shares of the Surviving Corporation will not be converted, exchanged or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation.

2. **Merging Corporation.** The Surviving Corporation, as sole shareholder of the Merging Corporation, will receive no consideration for its shares of Merging Corporation stock.

E. Amendments to Articles of Incorporation.

The Articles of Incorporation of the Surviving Corporation will not be amended pursuant to the merger.

F. Abandonment

At any time prior to the merger's becoming effective, the board of directors of the Surviving Corporation may, in their discretion, abandon the merger.

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