

03-02-2001

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



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Conveyance Type

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

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

1645026

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

Receiving Party

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Name

DBA/AKA/TA

Composed of

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

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Enter for the first Receiving Party only.

Name

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Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

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Pages

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

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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="1,645,026"/>	<input type="text" value="1,978,744"/>	<input type="text" value="1,989,061"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,571,375"/>	<input type="text"/>	<input type="text"/>
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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.

JAMES C. NEMMERS

Name of Person Signing

Signature

2-07-01

Date Signed

01-07-98 10:08am From=SOBRENSCHWEIN NATH ROSENTHAL CHICAGO

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T-761 P. 03/02 F-458

**ARTICLES OF MERGER
OF LMS MERGER SUB, INC.
INTO
COMPUTER AIDED DESIGN SOFTWARE, INC.**

Pursuant to the provisions of the Iowa Business Corporation Act, the undersigned corporations adopt the following articles of merger:

1. The plan of merger is as follows:

Pursuant to an Agreement and Plan of Merger (the "Merger Agreement") dated as of October 27, 1998, LMS Merger Sub, Inc. ("LMS Sub"), an Iowa corporation and wholly owned subsidiary of LMS International, N.V. ("LMS"), a Belgian corporation, will be merged with and into Computer Aided Design Software, Inc. ("CADSI"), an Iowa corporation, and CADSI will continue as the surviving corporation and shall continue its corporate existence as "LMS Computer Aided Design Simulation, Inc." The certificate of incorporation, as well as the by-laws, of CADSI shall continue in effect as the certificate of incorporation and by-laws of the surviving corporation, until thereafter amended.

The obligations of the respective parties to consummate the merger are subject to, among other things, (i) obtaining all government consents, orders and approvals; (ii) no governmental action, suit, or proceeding; and (iii) no inaccuracies in the representations and warranties of the respective parties.

As a result of the merger, each share of common stock of LMS Sub shall be cancelled and converted into one share of common stock of the surviving corporation. Each share of common stock of CADSI shall be cancelled and converted into the right to receive the merger consideration, payable in cash at the dates referenced in the Merger Agreement. Each share of preferred stock of CADSI shall remain outstanding as preferred stock of the surviving corporation.

2. CADSI shareholder approval was required to approve the plan of merger. 3,942 shares of Series A redeemable preferred stock (the "Series A Preferred Stock") were outstanding and entitled to vote at a November 16, 1998 shareholders meeting. 3,890 shares of Series B convertible preferred stock (the "Series B Preferred Stock") were outstanding and entitled to vote at the shareholders meeting. 3,795,099 shares of common stock (the "Common Stock") were outstanding and entitled to vote at the shareholders meeting.

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10:10am

From: SONNENSCHEIN MATH ROSENTHAL CHICAGO

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T-701 P. 04/04 F-460

- 3. At the November 16, 1998 CADSI shareholders meeting, 3,942 shares of Series A Preferred Stock were cast for the plan of merger and no shares abstained or voted against the plan of merger. 3,890 shares of Series A Preferred Stock were cast for the plan of merger and no shares abstained or voted against the plan of merger, and 3,089,465 shares of common stock were cast for the plan of merger and 705,634 either abstained or voted against the plan of merger. The number of votes cast for approval of the plan of merger by each voting group was sufficient for approval by that voting group.

January 8, 1999

LMS MERGER SUB., INC

By:

Name: Dr. ir Urbain Vandeweyer

Title: Chairman, President & CEO

January 8, 1999

COMPUTER AIDED DESIGN SOFTWARE, INC.

By:

Name: Rexford L. Smith

Title: President