

8-27-01

09-06-2001

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Enterprise Software Products, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Structural Dynamics Research
Internal Corporation

Address: _____

Street Address: 2000 Eastman Drive

City: Milford State: OH Zip: 45150-2789

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Ohio
- 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

3. Nature of conveyance:

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

Execution Date: 12/1/99

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,406,840 2,167,384

Additional number(s) attached Yes No

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

Name: Michael D. Johns

Internal Address: 1900 Chemed Center

Street Address: 255 East Fifth Street

City: Cincinnati State: OH Zip: 45202

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

04-1133

(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 D. Johns
Name of Person Signing

Signature

8/24/01
Date

Total number of pages including cover sheet, attachments, and document: 1

Documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

09/05/2001 DBYRME

00000169 041133 2408840

01 FC:481
02 FC:482

40.00 CH
25.00 CH

TRADEMARK
REEL: 002361 FRAME: 0973



Prescribed by **J. Kenneth Blackwell**

Please obtain fee amount and mailing instructions from the **Forms Inventory List** (using the 3 digit form # located at the bottom of this form). To obtain the **Forms Inventory List** or for assistance, please

call **Customer Service:**

Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

Expedite this form Yes

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

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I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:
Structural Dynamics Research Corporation

J. KENNETH BLACKWELL
SECRETARY OF STATE

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- Domestic (Ohio) for-profit corporation, charter number 365556
- Domestic (Ohio) non-profit corporation, charter number _____
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____ and licensed to transact business in the State of Ohio under license number _____
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____ and NOT licensed to transact business in the state of Ohio, _____
- Domestic (Ohio) limited liability company, with registration number _____
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____ and registered to do business in the State of Ohio under registration number _____
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____ and NOT registered to do business in the State of Ohio. _____
- Domestic (Ohio) limited partnership, with registration number _____
- Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____ and NOT registered to do business in the state of Ohio. _____
- Domestic (Ohio) partnership having limited liability, with the registration number _____

J. Kenneth Blackwell

Secretary of State

Foreign (Non-Ohio) partnership having limited liability organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____

II. Merging Entities

The name, charter/license/registration number, type of entity, state/country of incorporation or organization, respectively, of which is a party to the merger are as follows: (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the merging entities)

Name	State/Country of Organization	Type of Entity
<u>Enterprise Software Products, Inc.</u>	<u>Pennsylvania</u>	<u>For Profit Corp</u>
<u>Structural Dynamics Research Corporation</u>	<u>Ohio</u>	<u>For Profit corp</u>
_____	_____	_____
_____	_____	_____

III. Merger Agreement on File

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

<u>Structural Dynamics Research Corporation</u>	<u>2000 Eastman Drive</u>
(name)	(street and number)
<u>Milford</u>	<u>Ohio 45150</u>
(city, village or township)	(state) (zip code)

IV. Effective Date of Merger

This merger is to be effective on: 12/1/99 (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing, if no date is specified, the date of filing will be the effective date of the merger).

V. Merger Authorized

The laws of the state or country under which each constituent entity exists, permits this merger. This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. Statutory Agent

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

_____	_____
(name)	(street and number)
_____ , Ohio	_____
(city, village or township)	(zip code)

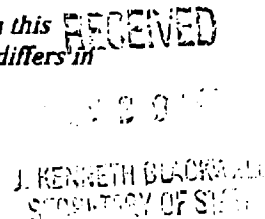
(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio)

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.



VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity

VIII. Amendments

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended. Please see attached "Exhibit A" (Please note, if there will be no change please state "no change")

IX. Qualification or Licensure of Foreign Surviving Entity

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

_____ (name) _____ (street and number)
 _____, Ohio _____
 _____ (city, village or township) _____ (zip code)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's, or partnership having limited liability's license or registration to do business in Ohio expires or is canceled.

B. The qualifying entity also states as follows: (Complete only if applicable)

1. Foreign Notice Under Section 1703.031

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

a. The name of the Foreign Nationally/Federally chartered bank, savings bank, or savings and loan association is

b. The name(s) of any Trade Name(s) under which the corporation will conduct business:

c. The location of the main office (non-Ohio) shall be:

_____ (street address)
 _____ (city, township, or village) _____ (county) _____ (state) _____ (zip code)

d. The principal office location in the state of Ohio shall be:

_____ (street address)
 _____ (city, township, or village) _____ (county) _____ (state) _____ (zip code)

(Please note, if there will not be an office in the state of Ohio, please list none.)

e. The corporation will exercise the following purpose(s) in the state of Ohio:

(Please provide a brief summary of the business to be conducted; a general clause is not sufficient)

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2. Foreign Qualifying Limited Liability Company

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

a. The name of the limited liability company in its state of organization/registration is

b. The name under which the limited liability company desires to transact business in Ohio is

c. The limited liability company was organized or registered on _____
under the laws of the state/country of _____

d. The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

(street address)

(city, township, or village)

(state)

(zip code)

3. Foreign Qualifying Limited Partnership

(If the qualifying entity is a foreign limited partnership, the following information must be completed.)

a. The name of the limited partnership is

b. The limited partnership was formed on _____

c. The address of the office of the limited partnership in its state/country of organization is:

(street address)

(city, township, or village)

(county)

(state)

(zip code)

d. The limited partnership's principal office address is:

(street address)

(city, township, or village)

(county)

(state)

(zip code)

e. The names and business or residence addresses of the General partners of the partnership are as follows:

Name

Address

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

f. The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

(street address)

(city, township, or village)

(county)

(state)

(zip code)

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

4. Foreign Qualifying Partnership Having Limited Liability

a. The name of the partnership shall be

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b. Please complete the following appropriate section (either item b1 or b2):

1. The address of the partnership's principal office in Ohio is:

_____ (street name and number)
 _____, Ohio _____ (zip code)
 _____ (city, village or township)

(If the partnership does not have a principal office in Ohio, then items b2 and item c must be completed)

2. The address of the partnership's principal office (Non-Ohio):

_____ (street address)
 _____ (city, township, or village) _____ (state) _____ (zip code)

c. The name and address of a statutory agent for service of process in Ohio is as follows:

_____ (name) _____ (street and number)
 _____, Ohio _____ (zip code)
 _____ (city, village or township)

d. Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

e. The business which the partnership engages in is:

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

Structural Dynamics Research Corporation

Exact name of entity

By: Thomas F. Clarke

Its: Sr. Corporate Counsel & Assistant Secretary

Date: 11/23/99

Enterprise Software Products, Inc.

Exact name of entity

By: Richard W. Campbell

Its: Secretary

Date: 11/23/99

Exact name of entity

By: _____

Its: _____

Date: _____

Exact name of entity

By: _____

Its: _____

Date: _____

Exact name of entity

By: _____

Its: _____

Date: _____

Exact name of entity

By: _____

Its: _____

Date: RECEIVED

J. KENNETH BLACKWELL
SECRETARY OF STATE

TRADEMARK

J. Kenneth Blackwell

Secretary of State

Exact name of entity

By: _____
Its: _____
Date: _____

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SECRETARY OF STATE

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DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
12/7/1999	199934100295	MER MERGER/DOMESTIC	50.00	10.00	0.00	0.00	0.00
TOTAL			50.00	10.00	0.00	0.00	0.00

Return To:
DINSMORE & SHOHL
ATTN MARIN FETTMAN / LINDA BAR
175 S THIRD ST 10TH FLR
COLUMBUS, OH 43215-0000

cut along the dotted line



The State of Ohio
 ❖ *Certificate* ❖

Secretary of State - J. Kenneth Blackwell

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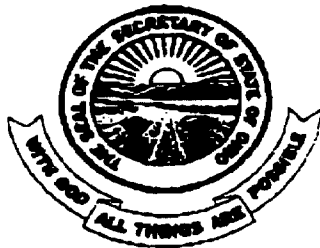
It is hereby certified that the Secretary of State of Ohio has custody of the business records for STRUCTURAL DYNAMICS RESEARCH CORPORATION and that said business records show the filing and recording of:

Document(s)
 MERGER/DOMESTIC

Document No(s):
 199934100295

United States of America
 State of Ohio
 Office of the Secretary of State

Witness my hand and the seal of the Secretary
 of State at Columbus, Ohio, This 29th day of
 November, A.D. 1999



J. Kenneth Blackwell
 J. Kenneth Blackwell
 Secretary of State

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

23

STRUCTURAL DYNAMICS RESEARCH CORPORATION

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 2763736

MICROFILM NUMBER: 09986

0076-0079

N J STERN/ DINSMORE & SHOHL ESQS
1900 CHEMED CTR
255 E 5TH ST
CINCINNATI OH 45202

TRADEMARK
REEL: 002361 FRAME: 0981

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

24

ENTERPRISE SOFTWARE PRODUCTS, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 0894905

MICROFILM NUMBER: 09986

0076-0079

X
X

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NOV 29 1999

Microfilm Number _____

Filed with the Department of State on _____

Entity Number 2763736

Kim Ryzengulth
Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

DSCB:15-1926 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: Structural Dynamics Research Corporation

2. (Check and complete one of the following):

The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a qualified foreign business corporation incorporated under the laws of Ohio and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) c/o: CT Corporation System _____
Name of Commercial Registered Office Provider Philadelphia County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street City State Zip

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation Address of Registered Office or Name of Commercial Registered Office Provider County
Enterprise Software Products, Inc., 411 Eagleview Boulevard, Suite 108, Exton, PA Chester

PA DEPT. OF STATE

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DSCB:15-1926 (Rev 90)-2

4. (Check, and if appropriate complete, one of the following):

_____ The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

X The plan of merger shall be effective on: December 1, 1999 at 12:01 a.m.
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of Corporation

Manner of Adoption

Enterprise Software Products, Inc. Adopted by action of board of directors of parent corporation pursuant to 15 Pa. C.S. 1924 (b)(3)

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

X The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

_____ Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street City State Zip County

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 23rd day of November, 19 99

Structural Dynamics Research Corporation

(Name of Corporation)

BY: T. Leonard E. Ehrle
(Signature)

TITLE: Sr. Corporate Counsel & Assistant Secretary

Enterprise Software Products, Inc.

(Name of Corporation)

BY: Douglas W. Campbell
(Signature)

TITLE: Secretary

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Exhibit A

PLAN OF MERGER

THIS PLAN OF MERGER approved on November 23, 1999 by Structural Dynamics Research Corporation, a business corporation incorporated under the laws of the State of Ohio, and by resolution adopted by its Board of Directors on said date and approved November 23 1999 by Enterprise Software Products, Inc., business corporation incorporated under the laws of the Commonwealth of Pennsylvania, though no resolution was required to be adopted by its Board of Directors under Section 1924(b) of the Pennsylvania Business Corporation Law of 1988.

1. Enterprise Software Products, Inc. shall, pursuant to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania and pursuant to the provisions of the Ohio Revised Code, be merged into Structural Dynamics Research Corporation, which shall be the surviving corporation upon the effective date of the merger in the jurisdiction of its organization and which is sometimes hereinafter referred to as the "parent corporation", and which shall continue to exist as said surviving corporation pursuant to the provisions of the Ohio Revised Code. The separate existence of Enterprise Software Products, Inc., which is a wholly-owned subsidiary of Structural Dynamics Research Corporation, and which is sometimes hereinafter referred to as the "subsidiary corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania.

2. The parties intend for the merger to become effective on December 1, 1999.

3. The Articles of Incorporation of the parent corporation upon the effective date of the merger in the jurisdiction of its organization shall be the Articles of Incorporation of said parent corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by applicable provisions of the Ohio Revised Code.

4. No shares of the subsidiary corporation shall be converted or exchanged in any manner inasmuch as the parent corporation presently owns directly all of the outstanding shares of said subsidiary corporation and will continue to own said shares prior to the adoption of this Plan of Merger and prior to the effective date thereof. Each of the issued shares of the subsidiary corporation shall be surrendered and extinguished upon effectiveness of the merger in the Commonwealth of Pennsylvania. No shares of the parent corporation shall be affected in any manner by the Merger.

5. Upon adoption of this Plan of Merger (i) by the Board of Directors of the parent corporation in accordance with the provisions of the Ohio Revised Code, and (ii) pursuant to all actions prescribed by the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, the parent corporation and the subsidiary corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Ohio and the laws of the Commonwealth of Pennsylvania, and that they will cause to be performed all acts set forth therein and elsewhere, necessary to effectuate the merger.

6. Any officer of the parent corporation and any officer of the subsidiary corporation are authorized (i) to execute Articles of Merger and a Certificate of Merger on behalf of their respective

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corporations, in conformity with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania and the Ohio Revised Code, as applicable, and (ii) do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

IN WITNESS HEREOF, this Plan of Merger has been executed by the parties hereto as of the date first written above.

ENTERPRISE SOFTWARE PRODUCTS, INC.
(a Pennsylvania corporation)

By: Douglas W. Campbell
Name: Douglas W. Campbell
Title: Secretary

STRUCTURAL DYNAMICS RESEARCH CORPORATION
(an Ohio corporation)

By: Thomas F. Eberle
Name: Thomas F. Eberle
Title: Sr. Corporate Counsel & Assistant Secretary

AGREEMENT OF MERGER**Merger of****ENTERPRISE SOFTWARE PRODUCTS, INC.
(a Pennsylvania corporation)****Into****STRUCTURAL DYNAMICS RESEARCH CORPORATION
(an Ohio corporation)**

This Agreement of Merger is made and entered into as of the 23rd day of November, 1999, pursuant to Section 1701.80 of the General Corporation Law of Ohio, and Section 1921 of the Pennsylvania Business Corporation Law, by and between **STRUCTURAL DYNAMICS RESEARCH CORPORATION**, an Ohio corporation ("SDRC" or "Surviving Corporation"), and **ENTERPRISE SOFTWARE PRODUCTS, INC.**, a Pennsylvania corporation ("ESP").

WITNESSETH:

WHEREAS, SDRC is a corporation organized and existing under the laws of the State of Ohio, its Articles of Incorporation having been filed in the Office of the Secretary of State of the State of Ohio on October 23, 1967.

WHEREAS, ESP is a corporation organized and existing under the laws of the State of Pennsylvania, its Articles of Incorporation having been filed in the Office of the Secretary of Commonwealth of the Commonwealth of Pennsylvania on November 26, 1985.

WHEREAS, the aggregate number of shares of common stock which SDRC has authority to issue is 100,000,000, of which 35,993,657 shares have been duly issued and are now outstanding.

WHEREAS, the aggregate number of shares of common stock which ESP has authority to issue is 1000, of which 200 shares have been duly issued and are now outstanding.

WHEREAS, SDRC owns all of the issued and outstanding shares of common stock of ESP.

WHEREAS, the sole shareholder of ESP and the respective Boards of Directors of each of the constituent corporations deems it advisable that ESP be merged into SDRC on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the laws of the State of Ohio and the Commonwealth of Pennsylvania, which permit such merger (the "Merger").

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, ESP and SDRC, by their respective Boards of Directors, have agreed and do hereby agree, each with the other, as follows:

ARTICLE I

ESP shall be merged into SDRC, and SDRC shall be the surviving corporation. Upon effectiveness of the Merger, the separate corporate existence of ESP shall cease and the merger shall have the effect described in Section 1701.82 of the Ohio Revised Code. For purposes of this Agreement, the term "SDRC" is used where the reference is relevant to events prior to the effective date of the Merger, and the term "Surviving Corporation" is used where the reference is relevant to events on and after the effective date of the Merger. The Surviving Corporation shall exist by virtue of, and be governed by, the laws of the State of Ohio.

ARTICLE II

Upon the consummation of the Merger, the name of the Surviving Corporation shall continue to be Structural Dynamics Research Corporation.

ARTICLE III

The Articles of Incorporation of SDRC as in effect on the effective date of the Merger shall be the Articles of Incorporation of the Surviving Corporation.

The Code of Regulations of SDRC as in effect on the effective date of the Merger shall remain the Code of Regulations of the Surviving Corporation.

The directors and officers of SDRC as in effect on the effective date of the Merger shall remain the directors and officers of the Surviving Corporation.

ARTICLE IV

The terms of the Merger, the mode of carrying them into effect, and the manner and basis of dealing with the shares of Common Stock of ESP and shares of Common Stock of SDRC shall be as follows:

All of the shares of Common Stock of ESP which are issued and outstanding on the effective date of the Merger shall be canceled. No shares of any capital stock of SDRC shall be affected in any respect whatsoever.

ARTICLE V

The Merger provided for herein shall become effective on the date specified in the Certificate of Merger entered into by and between SDRC and ESP and filed with the Secretary of State of the State of Ohio in accordance with the laws of the State of Ohio, such Certificate to be filed only after

this Agreement has been duly authorized and approved by the sole shareholder of ESP and the respective Boards of Directors of ESP and SDRC.

IN WITNESS WHEREOF, the undersigned have executed this Agreement of Merger as of the date first written above.

ENTERPRISE SOFTWARE PRODUCTS, INC.
(a Pennsylvania corporation)

By: *Douglas W. Campbell*
Name: Douglas W. Campbell
Title: Secretary

STRUCTURAL DYNAMICS RESEARCH CORPORATION
(an Ohio corporation)

By: *Thomas F. Eberle*
Name: Thomas F. Eberle
Title: Sr. Corporate Counsel & Assistant Secretary