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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)
Aspen Technology, Inc.

1-16-02

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

2. Name and address of receiving party(ies)

Name: Aspen Technology, Inc.

Internal Address: _____

Street Address: 10 Canal Park

City: Cambridge State: MA ZIP: 02141

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

3. Nature of conveyance:

Assignment Merger

Security Agreement Change of Name

Other _____

Execution Date: 3/12/98

Association _____
 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 registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
Schedule "A" attached

Additional numbers attached? Yes No

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

Name: John L. DuPré, Esq.

Internal Address: _____

Hamilton, Brook, Smith & Reynolds, P.C.

Street Address: 530 Virginia Road
P.O. Box 9133

City: Concord State: MA ZIP: 01742-9133

6. Total number of applications and registrations involved: [11]

7. Total Fee (37 C.F.R. 3.41)..... \$ 290.00

Enclosed
 Authorized to charge any deficiencies or credit any overpayment to deposit account
 Authorized to be charged to deposit account

8. Deposit account number: 08-0380

(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

C. Steven Kurlowecz C. Steven Kurlowecz 12/3/01
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: [4]

01/25/2002 10:14:01 AM 00000073 2409039

01/25/2002 10:14:01 AM 40.00 350.00

SCHEDULE "A"

Trademark Registration No's.

2,409,039

2,275,205

2,216,966

2,174,432

2,187,159

2,188,809

2,193,064

2,190,267

2,279,662

2,237,049

1,950,417

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, 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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1444619

DATE: 11-14-01

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010574895

TRADEMARK
REEL: 002430 FRAME: 0941

**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) 1,000,000 shares of Series A participating cumulative preferred stock, \$10 par value per share, of which 1,000,000 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.

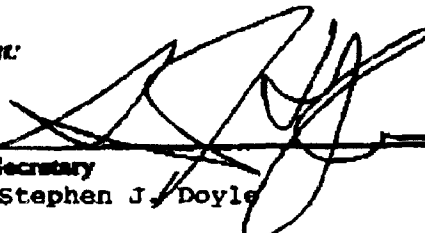
Dated: March 12, 1998

ASPEN TECHNOLOGY, INC.

[SEAL]

By: 
President
Joseph F. Boston

Attest:

By: 
Secretary
Stephen J. Doyle