

4/26/02

05-10-2002

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
MSC Enterprises, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other Delaware
- 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: 9/22/94

2. Name and address of receiving party(ies)

Name: The MacNeal-Schwendler Corporation

Internal

Address:

Street Address: Two McArthur Place

City: Santa Ana State: CA Zip: 92707

- 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) 1,571,643

1,341,607

Additional number(s) attached Yes No

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

Name: Susan M. Kornfield

Internal Address: Bodman, Longley & Dahling LLP

Street Address: 110 Miller, Suite 300

City: Ann Arbor State: MI Zip: 48104

6. Total number of applications and registrations involved: 14

7. Total fee (37 CFR 3.41) \$ 365.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

02-2880

DO NOT USE THIS SPACE

9. Signature.

Susan M. Kornfield

Name of Person Signing

Susan M. Kornfield
Signature

4/26/02

Date

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

OFFICE OF PUBLIC RECORDS
2002 APR 26 AM 11:23
FINANCE SECTION

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

05/10/2002 TDIAZ1 00000052 1571643

01 FC:481 40.00 OP
02 FC:482 325.00 OP

TRADEMARK
REEL: 002502 FRAME: 0983

Recordation Form Cover Sheet Continuation

MSC Enterprises, Inc.

The MacNeal-Schwendler Corporation

Additional Trademark Registration Numbers

2,028,693

2,020,911

2,075,622

2,021,105

1,956,073

1,964,963

1,856,660

1,525,384

1,367,412

1,324,421

1,324,419

1,330,631

CERTIFICATE OF MERGER

OF

THE MACNEAL-SCHWENDLER CORPORATION
A CALIFORNIA CORPORATION

INTO

MSC ENTERPRISES, INC.
A DELAWARE CORPORATION

Pursuant to Section 252 of the
Delaware General Corporation Law

Pursuant to the provisions of Section 252 of the
Delaware General Corporation Law, MSC Enterprises, Inc., a Delaware
corporation (the "Company"), certifies the following:

FIRST: The names of the constituent corporations and
their respective states of incorporation are:

<u>Name of Corporation</u>	<u>State</u>
MSC Enterprises, Inc.	Delaware
The MacNeal-Schwendler Corporation	California

SECOND: An Agreement of Merger, dated as of September
9, 1994 (the "Agreement"), between The MacNeal-Schwendler
Corporation, a California corporation ("MSC") and the Company
providing for the merger of MSC with and into the Company, with the
Company as the surviving corporation, has been approved, adopted,
certified, executed and acknowledged by each of the above
constituent corporations in accordance with and in the manner
provided in Section 252 of the Delaware General Corporation Law.

THIRD: The surviving corporation in the merger is the
Company; provided that the Company shall change its name to "The
MacNeal-Schwendler Corporation" pursuant to the Agreement.

FOURTH: The Certificate of Incorporation of the Company
shall be the Certificate of Incorporation of the surviving
corporation, except that the name of such corporation shall be
changed to "The MacNeal-Schwendler Corporation" and Article I.
shall be amended to state in its entirety as follows:

"The name of the corporation is The MacNeal-Schwendler
Corporation (hereinafter referred to as the "Corporation")."

FIFTH: The executed Agreement is on file at the principal place of business of the Company at 815 Colorado Boulevard, Los Angeles, California 90041.

SIXTH: A copy of the Agreement will be furnished by the Company on request and without cost to any stockholder of either of the above constituent corporations.

SEVENTH: MSC has the authority to issue 40,000,000 shares of capital stock, all of said shares consisting of common stock, par value \$0.10 per share.

Dated: September 22, 1994.

MSC ENTERPRISES, INC.

By: Richard H. MacNeal
Richard H. MacNeal
Chairman of the Board

ATTESTED By: Louis A. Greco
Louis A. Greco
Secretary

Recordation Form Cover Sheet Continuation

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