

06-24-2002

ET



To the Honorable Commissioner of Patents **102132325** attached original documents or copy thereof.

1. Name of conveying party(ies):  
**ASPEN TECHNOLOGY, INC.** *6-17-02*

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

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

2. Name and address of receiving party(ies):  
Name: **ASPEN TECHNOLOGY, INC.**  
10 CANAL PARK  
CAMBRIDGE, MA 02141

Internal Address: \_\_\_\_\_

3. Nature of Conveyance:

Assignment                       Merger  
 Security Agreement     Change of Name  
 Other: \_\_\_\_\_

Execution Date: March 12, 1998

Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-Delaware  
 Other

If assignee is not domiciled in the United States, a domestic representative description is attached:  Yes  No  
 (Designation 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 No(s). 1,986,541 issued on July 16, 1996

Additional numbers attached?  Yes  No

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

Customer No. 020210  
**Davis & Bujold, P.L.L.C.**  
**Fourth Floor**  
**500 North Commercial Street**  
**Manchester NH 03101-1151**  
**Telephone 603-624-9220**  
**Facsimile 603-624-9229**  
**E-mail: [patent@davisandbujold.com](mailto:patent@davisandbujold.com)**

ASPEN T40AUS

6. Total number of trademark applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

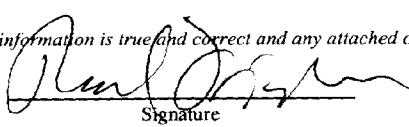
is enclosed.  
 was previously paid.  
 Please charge any fee deficiency or credit any overpayment to our Deposit Account listed below.

8. Deposit account number:  
04-0213  
 (Attach duplicate copy of this page if paying by deposit account)

06/21/2002 DBYRNE 00000226 1986541  
 01 FD 481 40.00 OP

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.*

Neal E. Friedman                                            June 7, 2002  
 Name of Attorney of Record                      Signature                      Date

Attorney BBO# 180210

Total number of pages including cover sheet, attachments and document: [ 2 ]

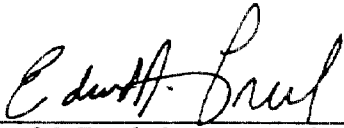
State of Delaware  
Office of the Secretary of State PAGE 1

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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 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.



  
Edward J. Freel, Secretary of State

AUTHENTICATION: 9260845

DATE: 08-19-98

2859683 8100M

981324866

TRADEMARK  
REEL: 002530 FRAME: 0271

**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 per value per share, of which 21,441,366 shares have been issued and are outstanding, (ii) 400,000 shares of Series A participating cumulative preferred stock, \$ .10 per value per share, of which no 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 per 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: JP Boston  
President  
Joseph F. Boston

Attest:

By: [Signature]  
Secretary  
Stephen J. Doyle