

08-28-2002



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

U.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):

Structural Dynamics Research Corp. 8-21-02

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 12/31/2001

2. Name and address of receiving party(ies)

Name: Unigraphics Solutions Inc.

Internal Address: H3-3A-05

Street Address: 5400 Legacy Drive

City: Plano State: TX Zip: 75024

- 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) 2,285,405

2,334,805 and 2,337,671

Additional number(s) attached Yes No

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

Name: Steven L. Page

Internal Address: H3-3A-05

Street Address: 5400 Legacy Drive

City: Plano State: TX Zip: 75024

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41): \$ 90.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

05-0765

DO NOT USE THIS SPACE

9. Signature.

Steven L. Page

Name of Person Signing

Signature

20 August 2002

Date

Total number of pages including cover sheet, attachments, and document: 3

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

08/27/2002 BTM11 00000049 050765 2285405

01 FC:481

40.00 CH

02 FC:482

50.00 CH

TRADEMARK REEL: 002570 FRAME: 0583

**CERTIFICATE OF MERGER
OF
STRUCTURAL DYNAMICS RESEARCH CORPORATION
(an Ohio corporation)
INTO
UNIGRAPHICS SOLUTIONS INC.
(a Delaware corporation)**

Pursuant to the provisions of Section 252 of the Delaware General Corporation Law and Section 1701.79 of the Ohio General Corporation Law, the undersigned corporation hereby certifies the following:

1. The name of the surviving corporation is Unigraphics Solutions Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Structural Dynamics Research Corporation, an Ohio corporation.
2. The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.
3. The name of the surviving corporation is Unigraphics Solutions Inc., a Delaware corporation.
4. The Restated Certificate of Incorporation of the surviving corporation shall be its Restated Certificate of Incorporation and shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Delaware General Corporation Law.
5. The authorized stock and par value of the non-Delaware corporation is 1,000 Common shares, \$0.01 par value.
6. The effective date of the Merger shall be December 31, 2001, 11:59 p.m. (the "Effective Date").
7. The Agreement of Merger is on file at the principal office of the surviving corporation and the address is as follows:

Unigraphics Solutions Inc.
Office of the Corporate Secretary
5400 Legacy Drive
Plano, TX 75230
8. A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed on December 3, 2001.

STRUCTURAL DYNAMICS RESEARCH CORPORATION

UNIGRAPHICS SOLUTIONS INC.

Douglas W. Campbell
Douglas W. Campbell, Assistant Secretary

Lisa V. Thomas
Lisa V. Thomas, Assistant Secretary

Delaware

PAGE 1

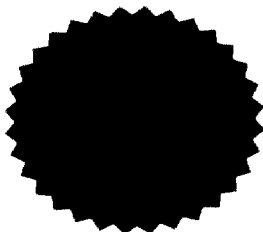
The First State

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:

"STRUCTURAL DYNAMICS RESEARCH CORPORATION", A OHIO CORPORATION,

WITH AND INTO "UNIGRAPHICS SOLUTIONS INC." UNDER THE NAME OF "UNIGRAPHICS SOLUTIONS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 11:59 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1928566

DATE: 08-08-02

RECORDED: 08/21/2002

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