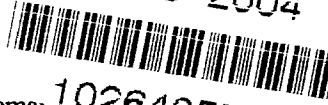


01-13-2004



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1/9/04

To the Honorable Commissioner of Patents and Trademarks

original documents or copy thereof.

1. Name of conveying party(ies):

ASPEN TECHNOLOGY, INC.

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

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, Massachusetts 02141

Internal Address: _____

OFFICE OF PUBLIC RECORDS
2004 JAN -9 AM 9:07
FINANCE SECTION

3. Nature of Conveyance:

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

- 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)

Execution Date: March 12, 1998

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s) filed on _____

B. Trademark No(s). 2,174,432 issued on July 21, 1998

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

ASPEN T24788

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

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

- Please charge the associated recordal fee to the Deposit Account Number 04-0213.
- Please charge any fee deficiency or credit any overpayment to our Deposit Account listed below.
- Previously paid

8. Deposit account number:

04-0213

(Attach duplicate copy of this page if paying by deposit account)

01/12/2004 LIPELLER 00000104 2174432

DO NOT USE THIS SPACE

01 FC:8521

40.00 DP

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
Name of Attorney of Record

Signature

January 5, 2004
Date

Attorney BBO No. 180210

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

**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) 400,000 shares of Series A participating cumulative preferred stock, \$.10 par 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 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

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.



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9260845

DATE: 08-19-98