

03-17-2004

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Form PTO-1594

(Rev. 10/02)

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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):
Mechanical Dynamics, Inc.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State Michigan
☐ 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: _____

2. Name and address of receiving party(ies)

Name: MSC Software Corporation

Internal

Address: _____

Street Address: 2 MacArthur PlaceCity: 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) 1,433,645
1,433,809Additional number(s) attached ☐ Yes ☒ No

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

Name: A. M. Fernandez

Internal Address: _____

Street Address: 8045 Northpark DriveCity: Riverside State: CA Zip: 92508

6. Total number of applications and registrations involved: _____

2

7. Total fee (37 CFR 3.41).....\$ 65.00

- ☒ Enclosed
☐ Authorized to be charged to deposit account: _____

8. Deposit account number: _____

(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.

A. M. Fernandez

Name of Person Signing

A M Fernandez

Signature

3/9/04

Date

4

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

03/16/2004 LINELLER 00000050 1433645

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

01 FC:8521
 02 FC:8522

40.00 OP
 25.00 OP

TRADEMARK
 REEL: 002928 FRAME: 0685

Delaware

PAGE 1

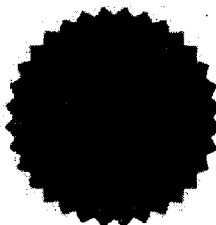
The First State

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 OWNERSHIP, WHICH MERGES:

"MECHANICAL DYNAMICS, INC.", A MICHIGAN CORPORATION,

WITH AND INTO "MSC.SOFTWARE CORPORATION" UNDER THE NAME OF "MSC.SOFTWARE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF DECEMBER, A.D. 2002, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2416248 8100M

AUTHENTICATION: 2156686

020770666

DATE: 12-18-02

TRADEMARK
REEL: 002928 FRAME: 0686

**STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP**

**SUBSIDIARY INTO PARENT
Section 253**

**CERTIFICATE OF OWNERSHIP
MERGING**

MECHANICAL DYNAMICS, INC.

INTO

MSC.SOFTWARE CORPORATION

(Pursuant to Section 253 of the General Corporation Law of Delaware)

MSC.Software Corporation, a corporation incorporated on the 7th day of July 1994, pursuant to the provisions of the General Corporation law of the State of Delaware;

DOES HEREBY CERTIFY:

- (1) That this Corporation owns 100% of the capital stock of *Mechanical Dynamics, Inc.*, a corporation incorporated on the 17th day of June, 1977, pursuant to the provisions of the Michigan Business Corporation Act, and that this Corporation, by a resolution of its Board of Directors duly adopted at a meeting held on the 31st day of July, 2002, determined to and did merge into itself said *Mechanical Dynamics, Inc.*;

which resolutions are in the following words to wit:

WHEREAS, this Corporation lawfully owns 100% of the outstanding stock of *Mechanical Dynamics, Inc.*, a corporation organized and existing under the laws of Michigan, and

WHEREAS, this Corporation desires to merge into itself the said *Mechanical Dynamics, Inc.*, and to be possessed of all the estate, property, rights, privileges and franchises of said corporation;

NOW, THEREFORE, BE IT RESOLVED, that this Corporation merge into itself said *Mechanical Dynamics, Inc.*, and assumes all of the liabilities and obligations of said corporation, and

FURTHER RESOLVED, that an authorized officer of this Corporation be and he hereby is directed to make and execute a certificate of ownership setting forth a copy of the

resolutions to merge said *Mechanical Dynamics, Inc.*, and assume all liabilities and obligations of said corporation and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of Dover County; and

FURTHER RESOLVED, that the officers of this Corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect said merger.

IN WITNESS WHEREOF, said MSC Software Corporation has caused its corporate seal to be affixed and this certificate to be signed by the Chief Financial Officer, an authorized officer, this 13th day of December 2002.

MSC. SOFTWARE CORPORATION

By: 

Name: Louis A. Greco

Title: Chief Financial Officer