

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
EFFECTIVE DATE:	05/27/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
UGS PLM Solutions Inc.		05/27/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	UGS Corp.
Street Address:	5800 Granite Parkway
Internal Address:	Suite 600
City:	Plano
State/Country:	TEXAS
Postal Code:	75024
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2269702	UNIGRAPHICS SOLUTIONS
Registration Number:	2285405	TEAMCENTER

CORRESPONDENCE DATA

Fax Number: (972)987-3385
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (972) 987-3211
 Email: allen.lineberry@ugs.com
 Correspondent Name: Allen Scott Lineberry
 Address Line 1: 5800 Granite Parkway
 Address Line 2: Suite 600
 Address Line 4: Plano, TEXAS 75024

NAME OF SUBMITTER:	Allen Scott Lineberry
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Signature:

/ Allen Scott Lineberry /

Date:

01/17/2005

Total Attachments: 6

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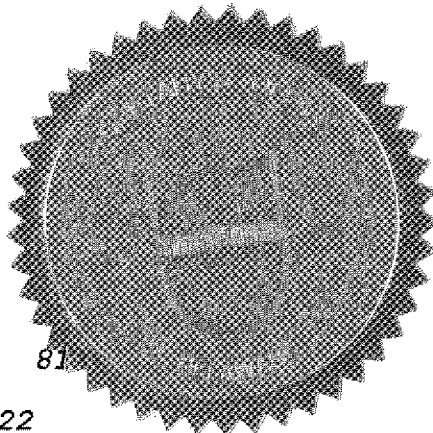
Delaware

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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:

"UGS CORP.", A DELAWARE CORPORATION,
WITH AND INTO "UGS PLM SOLUTIONS INC." UNDER THE NAME OF
"UGS CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS
OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE
THE TWENTY-SEVENTH DAY OF MAY, A.D. 2004, AT 1:17 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3385834

DATE: 10-01-04

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TRADEMARK

REEL: 003010 FRAME: 0970

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

UGS CORP.

INTO

UGS PLM SOLUTIONS INC.

**PURSUANT TO SECTION 253 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE**

UGS Corp. (the "Company"), pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies as follows:

FIRST: The Company is incorporated pursuant to the provisions of the DGCL.

SECOND: The Company owns all of the outstanding shares of the capital stock of UGS PLM Solutions Inc., a Delaware corporation ("UGS PLM").

THIRD: The Board of the Directors of the Company, by resolutions duly adopted by unanimous written consent on the 24th day of May, 2004, has authorized the merger of the Company with and into UGS PLM (the "Merger"). A true copy of such resolutions is attached hereto as Exhibit A. The resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

FOURTH: The Merger was approved by a the written consent of the sole stockholder of the Company.

FIFTH: UGS PLM shall be the surviving corporation of the Merger (the "Surviving Corporation").

SIXTH: The Merger shall become effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware in accordance with the provisions of Sections 103 and 253 of the DGCL (the "Effective Time").

SEVENTH: At the Effective Time, the name of the Surviving Corporation shall be changed to UGS Corp.

EIGHTH: The Certificate of Incorporation of the Surviving Corporation shall be amended and restated in its entirety as of the Effective Time, until thereafter amended in accordance with DGCL and as provided in such Certificate of Incorporation. Such Amended and Restated Certificate of Incorporation is attached hereto as Exhibit B.

IN WITNESS WHEREOF, UGS Corp. has caused this certificate to be signed by the undersigned, its Executive Vice President, this 27th day of May, 2004.

UGS CORP.

/s/ Douglas E. Barnett
Douglas E. Barnett
Executive Vice President

EXHIBIT A

RESOLUTION ADOPTED BY THE UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF UGS CORP.

May 24, 2004

RESOLVED, that pursuant to the applicable sections of the General Corporation Law of the State of Delaware (the "DGCL"), UGS Corp., a Delaware corporation (the "Corporation"), shall merge with and into UGS PLM Solutions Inc., a Delaware corporation ("UGS PLM") (the "Merger") and wholly-owned subsidiary of the Corporation; that UGS PLM shall be the surviving corporation (the "Surviving Corporation") of the Merger; that in connection with the merger the Surviving Corporation shall change its name to UGS Corp.; that the certificate of incorporation of the Surviving Corporation shall be amended and restated as of the effective time of the Merger to conform to the certificate of incorporation of the Corporation, the bylaws of the Corporation shall be the bylaws of the Surviving Corporation, the officers and directors of the Corporation shall be the officers and directors of the Surviving Corporation; that the Surviving Corporation shall issue common stock to the sole stockholder of the Corporation and that the outstanding capital stock of UGS PLM and the Corporation shall be cancelled; that the proper officers of the Corporation be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to prepare and execute a Certificate of Ownership and Merger and to cause such Certificate of Ownership and Merger to be filed with the Secretary of the State of Delaware pursuant to Sections 103 and 253 of the DGCL; and that the Merger shall be effective at the time stated in such Certificate of Ownership and Merger.

Exhibit B

STATE *of* DELAWARE

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

OF

UGS CORP.

1. **Name.** The name of this corporation is UGS Corp. (the "Corporation").
2. **Registered Office.** The registered office of this corporation in the State of Delaware is located at 2711 Centerville Road, Suite 400, in the City of Wilmington 19808, County of New Castle. The name of its registered agent at such address is Corporation Service Company.
3. **Purpose.** The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
4. **Stock.** The total number of shares of stock that this corporation shall have authority to issue is 3,000 shares of Common Stock, \$0.01 par value per share. Each share of Common Stock shall be entitled to one vote.
5. **Change in Number of Shares Authorized.** Except as otherwise provided in the provisions establishing a class of stock, the number of authorized shares of any class or series of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of the corporation entitled to vote irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of the State of Delaware.
6. **Election of Directors.** The election of directors need not be by written ballot unless the by-laws shall so require.
7. **Authority of Directors.** In furtherance and not in limitation of the power conferred upon the board of directors by law, the board of directors shall have power to make, adopt, alter, amend and repeal from time to time by-laws of this corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal by-laws made by the board of directors.
8. **Liability of Directors.** A director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that exculpation from liability is not permitted under the General Corporation Law of the State of Delaware as in effect at the time such liability is determined.

No amendment or repeal of this paragraph 8 shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

9. Indemnification. This corporation shall, to the maximum extent permitted from time to time under the law of the State of Delaware, indemnify and upon request advance expenses to any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was or has agreed to be a director or officer of this corporation or while a director or officer is or was serving at the request of this corporation as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement incurred (and not otherwise recovered) in connection with the investigation, preparation to defend or defense of such action, suit, proceeding or claim; provided, however, that the foregoing shall not require this corporation to indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. Such indemnification shall not be exclusive of other indemnification rights arising under any by-law, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any person seeking indemnification under this paragraph 9 shall be deemed to have met the standard of conduct required for such indemnification unless the contrary shall be established. Any repeal or modification of the foregoing provisions of this paragraph 9 shall not adversely affect any right or protection of a director or officer of this corporation with respect to any acts or omissions of such director or officer occurring prior to such repeal or modification.

10. Records. The books of this corporation may (subject to any statutory requirements) be kept outside the State of Delaware as may be designated by the board of directors or in the by-laws of this corporation.

11. Meeting of Stockholders of Certain Classes. If at any time this corporation shall have a class of stock registered pursuant to the provisions of the Securities Exchange Act of 1934, for so long as such class is so registered, any action by the stockholders of such class must be taken at an annual or special meeting of stockholders and may not be taken by written consent.