

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Century Dynamics, Inc.		12/15/2006	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

Name:	Ansys, Inc.
Street Address:	275 Technology Drive
City:	Canonsburg
State/Country:	PENNSYLVANIA
Postal Code:	15317
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2455027	AUTODYN

**CORRESPONDENCE DATA**

Fax Number: (412)562-1041  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 412-562-1639  
 Email: vicki.cremonese@bipc.com  
 Correspondent Name: Carla J. Vrsansky  
 Address Line 1: 301 Grant Street  
 Address Line 2: 20th Floor  
 Address Line 4: Pittsburgh, PENNSYLVANIA 15219

ATTORNEY DOCKET NUMBER:	0030967-000031
NAME OF SUBMITTER:	Carla J. Vrsansky
Signature:	/Carla J. Vrsansky/

CH \$40.00 2455027

Date:

01/16/2007

**Total Attachments: 4**

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# 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:

"CENTURY DYNAMICS, INC.", A CALIFORNIA CORPORATION,  
WITH AND INTO "ANSYS, INC." UNDER THE NAME OF "ANSYS, INC.",  
A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF DECEMBER, A.D. 2006, AT 5:01 O'CLOCK P.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. 2006.

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

2367866 8100M

061159178



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 5296455

DATE: 12-20-06

TRADEMARK  
REEL: 003461 FRAME: 0704

CERTIFICATE OF OWNERSHIP AND MERGER

OF

CENTURY DYNAMICS, INC.

(a California corporation)

into

ANSYS, INC.

(a Delaware corporation)

(Subsidiary into parent pursuant to Section 253 of the General Corporation Law of Delaware)

It is hereby certified that:

1. ANSYS, Inc. (hereinafter sometimes referred to as the "Company") is a business corporation of the State of Delaware.
2. The Company is the owner of all of the outstanding shares of common stock of Century Dynamics, Inc. (hereinafter referred to as "Century Dynamics"), which is a business corporation of the State of California.
3. The laws of the jurisdiction of organization of Century Dynamics permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Company hereby merges Century Dynamics into the Company.
5. The following is a copy of the resolutions adopted on December 14, 2006 by the Board of Directors of the Company to merge the said Century Dynamics into the Company:

**WHEREAS**, the Board of Directors of ANSYS, Inc., a Delaware corporation (the "Company"), desires and deems it in the best interests of the Company to simplify and reorganize its corporate structure;

**WHEREAS**, the Board of Directors of the Company (the "Board") deems it in the best interest of the Company and its affiliates to eliminate the separate existence of Century Dynamics, Inc., a California corporation ("CDI" or "Subsidiary");

**WHEREAS**, the Board desires that the Subsidiary merge with and into the Company with the Company continuing as the surviving corporation (the "Merger"), which terms are set forth in a Certificate of Ownership and Merger (the "Certificate"), attached hereto as Exhibit A; and

**WHEREAS**, the Board has discussed, among other things, the tax implications of the Merger, the assumption of liabilities by the Company in the Merger and the continued operations of Subsidiary's business by the Company, and determined that it is in the best interests of the Company to effect the Merger.

**NOW, THEREFORE, BE IT RESOLVED**, that each of the Merger and the Certificate be and hereby is approved;

**FURTHER RESOLVED**, that the effective time of the Certificate shall be 11:59 pm eastern standard time on December 31, 2006, and that, insofar as the General Corporation Law of the State of Delaware shall govern the Merger, said time shall be the effective merger time;

**FURTHER RESOLVED**, that the President, the Chief Executive Officer, the Chief Financial Officer, any Vice President, the Treasurer and the Secretary of the Company (the "Proper Officers") be and hereby is authorized and empowered, in the name and on behalf of the Company, to execute, deliver and perform the documents prescribed by the laws of the State of Delaware and the State of California as necessary to effectuate the Merger, on such terms as such Proper Officers determines to be appropriate, their due execution thereof to be conclusive evidence of their approval of such terms;

**FURTHER RESOLVED**, that the Subsidiary be merged into the Company, and that all of the estate, property, rights, privileges, powers, and franchises of the Subsidiary be vested in and held and enjoyed by the Company as fully and entirely and without change or diminution as the same were before held and enjoyed by the Subsidiary in its name;

**FURTHER RESOLVED**, that the Company shall assume all of the obligations of Subsidiary;

**FURTHER RESOLVED**, that any Proper Officer of the Company be and hereby is authorized to do or cause to be done all such acts or things, to execute and deliver, or cause to be executed and delivered, any and all such further agreements, instruments, documents and certificates arising under, related to, or made in connection with or furtherance of the Merger, including filing the Certificate with the State of Delaware and filing a Certificate of Ownership with the State of California, and to negotiate and obtain all consents and approvals as any Proper Officer of the Company may deem necessary, advisable or appropriate in order to accomplish the purpose and intent of the foregoing resolutions;

**FURTHER RESOLVED**, that the Proper Officers of the Company are authorized and directed to execute such documents, take such proceedings, and such actions, as they, in their sole discretion, shall deem necessary or appropriate to effectuate the intention of the foregoing resolutions; and

**FURTHER RESOLVED**, that all actions previously taken and all agreements, instruments, documents and certificates executed, delivered and filed through the date hereof by any of the officers of the Company, in connection with the transactions described in or contemplated by the Certificate are hereby authorized, approved, ratified and confirmed in all respects.

Executed on December 15, 2006.

ANSYS, INC.

By:   
Sheila S. DiNardo  
Vice President, General Counsel and  
Secretary