

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/22/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Synchronicity Software, Inc.		12/22/2006	CORPORATION:

RECEIVING PARTY DATA

Name:	MatrixOne, Inc.
Street Address:	900 Chelmsford Street
Internal Address:	Tower 2, 5th Floor
City:	Lowell
State/Country:	MASSACHUSETTS
Postal Code:	01851
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2085742	DESIGNSYNC
Registration Number:	2212711	PROJECTSYNC
Registration Number:	2195073	SYNCHRONICITY

CORRESPONDENCE DATA

Fax Number: (978)442-1004
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 9784422737
 Email: mary.zeh@3ds.com
 Correspondent Name: Mary Zeh / Dassault Systemes Americas Co
 Address Line 1: 900 Chelmsford Street
 Address Line 2: Tower 2, 5th Floor
 Address Line 4: Lowell, MASSACHUSETTS 01851

NAME OF SUBMITTER:	Deborah Dean
--------------------	--------------

OP \$90.00 2085742

Signature:	/Deborah Dean/
Date:	06/13/2008
Total Attachments: 4 source=Synchronicity-MatrixOne Delaware Cert. of Merger#page1.tif source=Synchronicity-MatrixOne Delaware Cert. of Merger#page2.tif source=Synchronicity-MatrixOne Delaware Cert. of Merger#page3.tif source=Synchronicity-MatrixOne Delaware Cert. of Merger#page4.tif	

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:

"SYNCHRONICITY SOFTWARE, INC.", A DELAWARE CORPORATION, WITH AND INTO "MATRIXONE, INC." UNDER THE NAME OF "MATRIXONE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2006, AT 1:50 O'CLOCK P.M.

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

2013259 8100M

061181154



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5308736

DATE: 12-26-06

TRADEMARK
REEL: 003795 FRAME: 0586

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:50 PM 12/22/2006
FILED 01:50 PM 12/22/2006
SRV 061181154 - 2013259 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

SYNCHRONICITY SOFTWARE, INC.
(a Delaware corporation)

INTO

MATRIXONE, INC.
(a Delaware corporation)

MatrixOne, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Corporation was incorporated on the 19th day of July, 1983, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the stock of Synchronicity Software, Inc., a corporation incorporated on the 13th day of April, 1999 pursuant to the General Corporation Law of the State of Delaware.

THIRD: That the Board of Directors of the Corporation, by unanimous written consent dated the 20th day of December, 2006, duly adopted the following resolutions:

RESOLVED: That, following the one-time special dividend to the Corporation of all the shares of capital stock of Synchronicity Software, Inc. held by MatrixOne International, Inc., a Delaware corporation which is a wholly owned subsidiary of the Corporation, the Corporation is hereby authorized to merge Synchronicity Software, Inc. with and into the Corporation pursuant to Section 253 of the Delaware General Corporation Law, with this Corporation to be the survivor of such merger;

RESOLVED: That the President, Treasurer and Secretary of the Corporation be, and each hereby is, authorized to execute a Certificate of

Ownership and Merger with respect to the merger of Synchronicity Software, Inc. with and into the Corporation, cause the same to be filed with the Secretary of State of Delaware and take all such other actions and to execute all such other instruments and agreements as they or any of them may deem appropriate to effect such merger;

RESOLVED: That the merger of Synchronicity Software, Inc. with and into the Corporation shall be effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware.

[The remainder of this page intentionally left blank.]

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its authorized officer this 22nd day of December, 2006.

MATRIKONE, INC.

By: 
Name: Ludovic Monchal
Title: Treasurer