

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM377327

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/12/1998		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Aspen Technology, Inc.		03/12/1998	Corporation: MASSACHUSETTS
RECEIVING PARTY DATA			
Name:	Aspen Technology, Inc.		
Street Address:	20 Crosby Drive		
City:	Bedford		
State/Country:	MASSACHUSETTS		
Postal Code:	01730		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1990699	ASPEN PLUS	
CORRESPONDENCE DATA			
Fax Number:	7043533148		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	704-331-7448		
Email:	amanda.bryan@klgates.com		
Correspondent Name:	Amanda K. Bryan		
Address Line 1:	214 North Tryon Street, 47th Floor		
Address Line 2:	K&L Gates LLP		
Address Line 4:	Charlotte, NORTH CAROLINA 28202		
ATTORNEY DOCKET NUMBER:	0527174.00007		
NAME OF SUBMITTER:	Amanda K. Bryan		
SIGNATURE:	/Amanda K. Bryan/		
DATE SIGNED:	03/21/2016		
Total Attachments: 1			
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**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 per 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 per 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 per 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

TRADEMARK