



To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Spatial Technology Inc.

3.2.01

- Individuals
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other Certificate of Amendment to the Restated Certificate of Incorporation of Spatial Technology Inc.

Execution Date: November 14, 2000

2. Name and address of receiving party(ies):

Name: PlanetCAD Inc.

Internal Address: \_\_\_\_\_

Street Address: 2520 55<sup>th</sup> Street, Suite 200

City: Boulder State: Colorado ZIP: 80301

- 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):

B. Trademark Application No.(s)

75/926,056	75/774,893	76/046,634	76/046,633
75/490,017	75/926,057	76/046,635	76/046,632
75/844,658	76/148,502	75/824,904	75/824,905
75/926,058	76/083,750	75/268,254	75/289,367

C. Trademark Registration No.(s)

2,206,194 2,226,862 2,223,211

Additional numbers attached? Yes  No

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

Name: Eric H. Weimers

Internal Address: \_\_\_\_\_

Street Address: Jenner & Block

One IBM Plaza

City: Chicago State: IL ZIP: 60611

6. Total number of applications and registrations involved: \_\_\_\_\_

19

7. Total fee (37 CFR 3.41)..... \$ 490.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

10-0460

(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.

Eric H. Weimers  
Name of Person Signing

Signature

February 29, 2001  
Date

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

3

**TRADEMARK**

REEL: 002254 FRAME: 0371

CERTIFICATE OF AMENDMENT  
TO THE  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
SPATIAL TECHNOLOGY INC.

Bruce Morgan hereby certifies that:

1. He is the duly elected and acting President of Spatial Technology Inc., a Delaware corporation.

2. The original Certificate of Incorporation of this corporation was filed with the Secretary of State of the State of Delaware on July 7, 1986, under the name of New Corporation, Inc. The Restated Certificate of Incorporation of this corporation was filed with the Secretary of State of the State of Delaware on October 23, 1996.

3. The Board of Directors of this corporation has duly approved this Certificate of Amendment to the Restated Certificate of Incorporation.

4. This Certificate of Amendment to the Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware by the Board of Directors and all stockholders of this corporation.

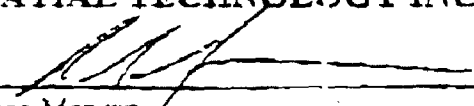
5. The Restated Certificate of Incorporation of this corporation is hereby amended as follows: Article One is hereby deleted in its entirety and replaced with the following:

"Article I

The name of this corporation is PlanetCAD Inc."

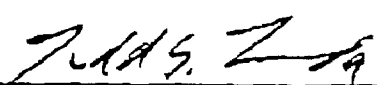
IN WITNESS WHEREOF, Spatial Technology Inc. has caused this Certificate of Amendment to the Restated Certificate of Incorporation to be signed by its President and attested to by its Secretary on this 14<sup>th</sup> day of November 2000.

SPATIAL TECHNOLOGY INC.

  
\_\_\_\_\_  
Bruce Morgan  
President

Attest:

By:

  
\_\_\_\_\_  
Todd S. Londa  
Secretary

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SPATIAL TECHNOLOGY INC.", CHANGING ITS NAME FROM "SPATIAL TECHNOLOGY INC." TO "PLANETCAD INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF NOVEMBER, A.D. 2000, AT 2 O'CLOCK P.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0792333

DATE: 11-14-00