

08-22-2001



Commissioner of Patents and Trademark

original documents or copy thereof

1. Name of conveying party(ies):

101819209

Name of receiving party(ies):

Deneb Robotics, Inc.
5500 New King Street
Troy, Michigan 48084

8-15-01

Deneb Robotics, Inc.
5500 New King Street
Troy, Michigan 48084

Individual(s) Association
 General Partnership Limited Partnership
 Corporation: Michigan, U.S.A.
 Other

Individual(s) citizenship:
 Association:
 General Partnership:
 Limited Partnership:
 Corporation: Delaware, U.S.A.
 Other:

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 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

Execution Date: January 8, 1999

4. Application number(s) or registration number(s):

A. Trademark Application No. (s)

B. Trademark Registration No. (s)

2128824, 2130389, 2130387, 2130386, 2130385,
1846368, 1769848, 1665686, 1616541

Additional numbers attached?

Yes No

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

Joseph V. Coppola
Rader, Fishman & Grauer PLLC
39533 Woodward Avenue
Suite 140
Bloomfield Hills, Michigan 48304
(248) 594-0600

6. Total number of applications and registrations involved: Nine (9)

7. Total fee (37 CFR 3.41).....\$240.00

Enclosed

Authorized to be charged to deposit account.

8. Deposit Account Number: 18-0013

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.

Michelle L. Visser
Name

Michelle L. Visser
Signature

8/7/01
Date

Total number of pages comprising cover sheet 1

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08/22/2001 AMMED1 00000020 180013 2128824
D1 FC:481 40.00 CH
D2 FC:482 200.00 CH

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**MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU**

Date Received

JAN 06 1999

(FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

FILED

JAN 06 1999

ADMINISTRATOR
MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

517-663-2525 Ref # 90009
Attn: Cheryl J. Bixby
MICHIGAN RUNNER SERVICE
P.O. Box 266
Eaton Rapids, MI 48827

EFFECTIVE DATE: January 8, 1999

Expiration date for new assumed names: December 31.

Expiration date for transferred assumed names appear in item 6

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

CERTIFICATE OF MERGER

Cross Entity Merger for use by Profit Corporations, Limited Liability Companies and Limited Partnerships

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies) and Act 213, Public Acts of 1982 (limited partnerships), the undersigned entities execute the following Certificate of Merger:

1. The Plan of Merger (Consolidation) is as follows:

a. The name of each constituent entity and its identification number is:

Dench Robotics, Inc., a Michigan corporation ("Dench-Michigan") 234-608

Dench Robotics Inc., a Delaware corporation ("Dench-Delaware")

b. The name of the surviving (new) entity and its identification number is:

Dench Robotics Inc., a Delaware corporation ("Dench-Delaware")

Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:

5500 New King Street, Troy, Michigan 48098

2. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)

The merger (consolidation) shall be effective on the 8th day of January, 19 99.

2.50 GOLD SEAL APPEARS ONLY ON ORIGINAL

3. Complete for Profit Corporations only

For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class series entitled to vote as a class
<u>Deuch - Michigan</u>	<u>Common Stock, 6,981,292 shares</u>	<u>Common Stock</u>	<u>None</u>
<u>Deuch - Delaware</u>	<u>Common Stock, 100 shares</u>	<u>Common Stock</u>	<u>None</u>

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

The manner and basis of converting shares are as follows: Each share of Deuch - Delaware common stock shall be converted into one share of the surviving corporation. Each share of Deuch - Michigan shall be cancelled.

The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:

None

The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

(Complete either Section (a) or (b) for each corporation)

a) The Plan of Merger was approved by the majority consent of the incorporators of _____ a Michigan corporation which has not commenced business, has issued any shares, and has not elected a Board of Directors.

_____ (Signature of Incorporator)	_____ (Type or Print Name)	_____ (Signature of Incorporator)	_____ (Type or Print Name)
_____ (Signature of Incorporator)	_____ (Type or Print Name)	_____ (Signature of Incorporator)	_____ (Type or Print Name)

b) The plan of merger was approved by: the Board of Directors of _____ the surviving Michigan corporation without approval of the shareholders in accordance with Section 703a of the Act.

the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act.

Deuch Robotics, Inc., a Michigan corporation

By <u>[Signature]</u> (Signature of Authorized Officer or Agent)	By _____ (Signature of Authorized Officer or Agent)
<u>Thibault de TERBANT</u> (Type or print name)	_____ (Type or print name)
<u>Deuch Robotics, Inc. a Michigan corp</u> (Name of Corporation)	_____ (Name of Corporation)

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** TOTAL PAGE. 04 **

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Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify that the Annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 6th day of January, 1999.

Julie Coll

, Director

Corporation, Securities and Land Development Bureau

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GOLD SEAL APPEARS ONLY ON ORIGINAL

AGREEMENT AND PLAN OF MERGER, dated as of November 24, 1998, between Deneb Robotics Inc. ("**Deneb**"), a Michigan corporation and a wholly owned subsidiary of Dassault Systèmes S.A. ("**Dassault**"), a corporation organized under the laws of France, and Deneb Robotics Inc. ("**Merger Sub**"), a Delaware corporation and a direct wholly-owned subsidiary of Dassault Systems Corp. ("**DSC**"), a Delaware corporation and a wholly-owned subsidiary of Dassault, Dassault and DSC.

WHEREAS, the Boards of Directors of each of Deneb and Merger Sub have determined that it is advisable that Deneb be merged with and into Merger Sub (the "**Merger**"), on the terms and subject to the conditions contained herein and in accordance with the General Corporation Law of the State of Delaware and the Business Corporation Act of the State of Michigan.

NOW, THEREFORE, in consideration of the mutual agreements contained herein, and in order to set forth the terms and conditions of the Merger and the mode of carrying the same into effect, Deneb and Merger Sub hereby agree as follows:

SECTION 1. The Merger. At the Effective Time (as defined in Section 2), Deneb shall be merged with and into Merger Sub, the separate corporate existence of Deneb shall cease, and Merger Sub shall continue as the surviving corporation (hereinafter sometimes referred to as the "**Surviving Corporation**").

SECTION 2. Effective Time of the Merger. The Merger shall become effective immediately upon the filing of this Agreement or Certificates of Merger relating to the Merger with the Secretary of State of the State of Delaware and the Secretary of State of the State of Michigan (the time of such filing being the "**Effective Time**").

SECTION 3. Effect of the Merger. At the Effective Time all property, rights, privileges, powers and franchises of Deneb shall vest in the Surviving Corporation, and all debts, liabilities, obligations, restrictions, disabilities and duties of the Deneb shall become the debts, liabilities, obligations, restrictions, disabilities and duties of the Surviving Corporation.

SECTION 4. Certificate of Incorporation and By-laws. The Certificate of Incorporation of Merger Sub, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation until thereafter amended as provided by law or such Certificate of Incorporation. The By-laws of Merger Sub, as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation until thereafter amended as provided by law, the Certificate of Incorporation of the Surviving Corporation or such By-laws.

SECTION 5. Directors and Officers. The directors of Merger Sub immediately prior to the Effective Time shall be the initial directors of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and By-laws of the Surviving

Corporation, and the officers of Merger Sub immediately prior to the Effective Time shall be the initial officers of the Surviving Corporation, in each case until their respective successors are duly elected or appointed and qualified.

SECTION 6. Conversion of Shares. At the Effective Time (i) Each issued and outstanding share of the Common Stock, par value \$.01 per share, of Deneb ("Deneb Common Stock") held by Dassault, which shares constitute all of the issued and outstanding Deneb Common Stock shall be canceled without any conversion thereof and no payment or distribution shall be made with respect thereto; (ii) all Deneb Common Stock held in the treasury of Merger Sub shall be canceled without any conversion thereof and no payment or distribution shall be made with respect thereto; (iii) DSC shall, in consideration for the cancellation of such shares of Deneb Common Stock, transfer to Dassault 100 shares of Common Stock, par value \$.01 per share, of DSC, (iv) all issued and outstanding shares of common stock, par value \$.01 per share, of Merger Sub shall be converted into and exchanged for one validly issued, fully paid and nonassessable share of Common Stock, par value \$.01 per share of the Surviving Corporation.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the date first above written by their respective officers thereunto duly authorized.

DENEBOBOTICS INC.

A Michigan corporation

By: Rakesh MATHAN

Title: Chief Executive Officer

DENEBOBOTICS INC.

A Delaware corporation

By: Bernard WAPLES

Title: Chairman

DASSAULT SYSTEMES CORP.

By: Thibault de TREPAST

Title: Secretary

DASSAULT SYSTEMES S.A.

By: Charles EDELSTENNE

Title: Chairman and Chief Executive Officer

DAF LT SYSTEMES CORPORATION & SUBS .RIES
 6320 Canoga Avenue
 Woodland Hills, CA 91367-2526
 E.I.N.: 56-2134413
 Tax Year Ended: December 31, 1999
STATEMENT PURSUANT TO IRC REGULATION 1.368-3(a)

Plan of Reorganization (the "Plan")

1. Pursuant to the Plan dated November 24, 1998 and effective January 8, 1999, (i) Deneb Robotics Inc. ("Deneb Michigan"), a wholly owned subsidiary of Dassault Systemes SA ("Dassault"), a societe anonyme organized under the laws of France, merged into Deneb Robotics Inc. ("Deneb Delaware"), a wholly owned subsidiary of Dassault Systemes Corporation ("DSC"), a wholly owned subsidiary of Dassault; and (ii) Deneb Delaware became the surviving corporation holding all Deneb Michigan's assets and Deneb Michigan ceased to exist. The transaction qualified as a reorganization under I.R.C. Section 368(a)(1)(D).

Included with this statement are complete copies of the Agreements and Plans of Merger, which represent the Plan.

Property Transferred

2. Cost or other basis of all property, including all stock or securities transferred incident to the plan consists of the following as of January 7, 1999:

Deneb Robotics Inc.— 6,981,292 shares of Common Stock with \$.01 Par value.

Deneb Robotics Inc.— 100 shares of Common Stock with \$.01 Par Value

Basis of property transferred by Deneb Michigan to Deneb Delaware— \$27,792,806

Fair Market Value of Stock Received

3. Fair market value of the Deneb MI stock was \$105,000,000

Liabilities Assumed

4. \$12,462,992

This statement is executed under the penalties of perjury.

Dassault Systemes Corporation

signed _____