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OMB No. 0651-0011 (exp. 4/94)

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100844215

To the Honorable Commissioner of Patents and Trademarks: Please record the :

1. Name of conveying party(ies):
Viewlogic Systems, Inc. (a DE corporation)
293 Boston Post Road West
Marlboro, Massachusetts 01752

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

2. Name and address of receiving party(ies): 1998 SEP 23 11 10: 12

Name: Viewlogic Systems, Inc. (a DE corporation)

Internal Address: _____

Street Address: 293 Boston Post Road West

City: Marlboro State: MA ZIP: 01752

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: MRD 8-28-98
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 4, 1997

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

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s)

B. Patent No.(s)
5,694,403
5,625,567
5,132,974

Additional numbers attached? Yes No

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

Name: Michael J. Bevilacqua, Esquire

Internal Address: Hale and Dorr LLP

Street Address: 60 State Street

City: Boston State: MA ZIP: 02109

6. Total number of applications and patents involved: 3

7. Total fee (37 CFR 3.41).....\$ 120.00

Enclosed

Authorized to be charged to deposit account
Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.

8. Deposit account number:

08-0219

(Attach duplicate copy of this page if paying by deposit account)

10/02/1998 JSHADAZZ 00000174 080219 5694403

DO NOT USE THIS SPACE

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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.

Michael J. Bevilacqua
Name of Person Signing

Signature

September 23 1998
Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

PATENT
REEL: 9479 FRAME: 0430

12-4-97

**CERTIFICATE OF MERGER
MERGING
POST ACQUISITION CORP.
WITH AND INTO
VIEWLOGIC SYSTEMS, INC.**

Viewlogic Systems, Inc. ("Viewlogic") does hereby certify as follows:

FIRST: Viewlogic is a corporation duly organized and existing under the laws of the State of Delaware and Post Acquisition Corp. ("Sub") is a corporation duly organized and existing under the laws of the State of Delaware.

SECOND: An Agreement and Plan of Merger (the "Merger Agreement"), effective as of October 14, 1997, among Synopeys, Inc., a Delaware corporation, Sub and Viewlogic setting forth the terms and conditions of the merger of Sub with and into Viewlogic (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the Delaware General Corporation Law.

THIRD: The name of the surviving corporation is Viewlogic Systems, Inc. (the "Surviving Corporation").

FOURTH: The Certificate of Incorporation of Surviving Corporation, shall be amended and restated to read in its entirety as set forth in Exhibit A attached hereto.

FIFTH: An executed copy of the Merger Agreement is on file at an office of the Surviving Corporation located at 700 East Middlefield Road, Mountain View, California 94043.

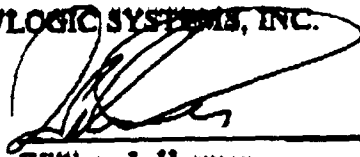
SIXTH: An executed copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either constituent corporation.

SEVENTH: This Certificate of Merger shall become effective at 5:15 p.m, Eastern Standard Time, on December 4, 1997.

IN WITNESS WHEREOF, Viewlogic Systems, Inc. has caused this Certificate of Merger to be executed in its corporate name as of December 4, 1997.

VIEWLOGIC SYSTEMS, INC.

By:



**William J. Herman
President and Chief Executive Officer**

00MARPDOC3USQL24632792

EXHIBIT A
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
VIEWLOGIC SYSTEMS, INC.

FIRST: The name of this corporation is Viewlogic Systems, Inc. (hereinafter sometimes referred to as the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware, County of New Castle, is 1209 Orange Street, Wilmington, DE 19801. The name of the registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, par value \$0.001 per share (the "Common Stock").

FIFTH: The Corporation is to have perpetual existence.

SIXTH: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by Statute or by this Certificate of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation. Election of directors need not be by written ballot unless the Bylaws so provide.

SEC(WPBACK-WVOR)_113

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 MERGER, WHICH MERGES:

"POST ACQUISITION CORP.", A DELAWARE CORPORATION,

WITH AND INTO "VIEWLOGIC SYSTEMS, INC." UNDER THE NAME OF "VIEWLOGIC SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF DECEMBER, A.D. 1997, AT 5:15 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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981359083

RECORDED: 09/28/1998

AUTHENTICATION:

9304609

DATE:

09-16-98

PATENT

REEL: 9479 FRAME: 0433