

PATENT ASSIGNMENT

Electronic Version v1.1

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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/04/2006
CONVEYING PARTY DATA	
Name	Execution Date
Emerging Solutions, Inc.	04/04/2006
RECEIVING PARTY DATA	
Name:	Autodesk, Inc.
Street Address:	111 McInnis Parkway
City:	San Rafael
State/Country:	CALIFORNIA
Postal Code:	94903
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	6952717
CORRESPONDENCE DATA	
Fax Number:	(713)623-4846
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	713-623-4844
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Correspondent Name:	William B. Patterson
Address Line 1:	3040 Post Oak Blvd.
Address Line 2:	Suite 600
Address Line 4:	Houston, TEXAS 77056
ATTORNEY DOCKET NUMBER:	AUTO/001
NAME OF SUBMITTER:	William B. Patterson
Total Attachments: 4	
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Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 061091160
CONTROL NUMBER : K527026
EFFECTIVE DATE : 04/04/2006
REFERENCE : 0077
PRINT DATE : 04/19/2006
FORM NUMBER : 411

BAKER DONELSON
5 CONCOURSE PARKWAY
SUITE 900
ATLANTA GA 30328

CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

AUTODESK, INC. (DELAWARE), A DELAWARE CORPORATION

Nonsurviving Entity/Entities:

EMERGING SOLUTIONS, INC., A GEORGIA CORPORATION




CATHY COX
SECRETARY OF STATE

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K 527026

ARTICLES OF MERGER
OF
EMERGING SOLUTIONS, INC., A GEORGIA CORPORATION
INTO AND WITH
AUTODESK, INC, A DELAWARE CORPORATION K 420130

I.

The Plan of Merger attached to these Articles as Exhibit A and incorporated herein by this reference, was unanimously approved by the Board of Directors of Autodesk, Inc. ("Parent"), a Delaware corporation.

II.

The Plan of Merger was not required to be submitted to or approved by the shareholders of the merging corporations because Parent is the owner of 100 percent of the outstanding shares of stock of Emerging Solutions, Inc., and Parent is the surviving corporation of the merger.

III.

Immediately following the filing of these Articles of Merger with the Georgia Secretary of State, Parent shall cause publication of the notice of merger as required by O.C.G.A. § 14-2-1105.1.

AUTODESK, INC.

By: 

Rich Foehr, Vice President, Assistant General Counsel and
Assistant Secretary

CORPORATIONS DIVISION

2006 APR - 4 P 12: 56

SECRETARY OF STATE

Exhibit A

PLAN OF MERGER

EMERGING SOLUTIONS, INC. INTO AND WITH AUTODESK, INC.

This Plan of Merger of Emerging Solutions, Inc., a corporation organized and existing under the laws of the State of Georgia ("Subsidiary"), with an into Autodesk, Inc., a corporation organized and existing under the laws of the State of Delaware ("Parent"), is made on this 4th day of April, 2006 (the "Plan"), pursuant to Section 14-2-1104 of the Georgia Business Corporation Code and Section 253 of the Delaware General Corporation Law. Parent and Subsidiary are sometimes collectively referred to in this Plan as the "Constituent Corporations."

WITNESSETH

WHEREAS, Parent owns 100 percent of the outstanding shares of common stock of Subsidiary, such common stock being the only class of capital stock of Subsidiary, and Parent is therefore deemed to be the "parent corporation" of a "subsidiary corporation" within the meaning of O.C.G.A. Section 14-2-1104 and Section 253 of the Delaware General Corporation Law; and

WHEREAS, O.C.G.A. Section 14-2-1104 and Section 253 of the Delaware General Corporation Law authorize the merger of a "subsidiary corporation" into a "parent corporation" without approval by a vote of the shareholders of the merging corporations; and

WHEREAS, the Board of Directors of Parent and Subsidiary deem it advisable and for the benefit of each of the Constituent Corporations and their shareholders that Subsidiary merge into Parent; and

WHEREAS, the Board of Directors of the Parent has approved this Plan and the merger contemplated herein by unanimous written consent.

NOW, THEREFORE, BE IT RESOLVED THAT, the terms and conditions of the merger and the mode of carrying the same into effect are and shall be as follows:

1. On the Effective Date, Subsidiary shall be merged with and into Parent (Parent being hereinafter sometimes called the "Surviving Corporation"), the corporate existence of the Surviving Corporation shall be continued, and thereafter the individual existence of Subsidiary shall cease.

2. Subsidiary has presently authorized capital stock of 1,000,000 shares of common stock ("Subsidiary Common Stock"), of which 1,000,000 shares are issued and outstanding. Subsidiary Common Stock is vested with all the voting rights in such corporation. Parent is the owner of 1,000,000 shares of Subsidiary Common Stock, constituting 100 percent of the total number of shares of Subsidiary Common Stock issued and outstanding.

3. The merger herein contemplated shall be effective as of the time of filing of this Plan and the related Articles of Merger (the "Effective Date").

Exhibit A

4. Immediately following the filing of the Articles of Merger and this Plan of Merger with the Georgia Secretary of State, Parent shall cause publication of the notice of merger as required by O.C.G.A. § 14-2-1105.1.

5. The terms and conditions of the merger are as follows:

(a) Upon the Effective Date of the merger, each share of Subsidiary Common Stock outstanding and owned of record by Parent immediately prior to the Effective Date, which shall constitute 100% of the outstanding Subsidiary Common Stock, shall be cancelled and retired upon the Effective Date and all certificates representing such shares shall be cancelled and no cash or securities or other property shall be issued in respect thereof. Following the cancellation of the Parent's Subsidiary Common Stock, there shall be no remaining shares of Subsidiary Common Stock outstanding.

(b) Each share of Parent's issued and outstanding stock immediately before the Effective Date is to be an identical outstanding or reacquired share immediately after the Effective Date; such shares shall continue unchanged and shall continue to evidence one share of common stock of the Surviving Corporation.

(c) Upon the Effective Date, the separate existence of Subsidiary shall cease, and in accordance with the terms of this Plan, the title to any real estate and other property vested in the Subsidiary is vested in the Surviving Corporation without reversion or impairment; the Surviving Corporation shall have all the liabilities of each of the Constituent Corporations; and any proceeding pending against any Constituent Corporation may be continued as of the merger did not occur or the Surviving Corporation may be substituted in its place.

6. The directors and officers of the Surviving Corporation shall continue in office following the Effective Date.

7. From and after the Effective Date, the Articles of Incorporation of Subsidiary shall be deemed repealed, and the Articles of Incorporation of the Surviving Corporation shall continue in effect.

8. From and after the Effective Date, the bylaws of Subsidiary shall be deemed repealed, and the bylaws of the Surviving Corporation shall continue in effect.