

12-02-1998



100909635

TRADEMARKS ONLY

BT

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):
Personal CAD Systems, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State California
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No
MRD 11-20-98

2. Name and address of receiving party(ies)
Name: ALTIUM
c/o IBM Corporation
Internal Address: _____
Street Address: North Castle Drive
City: Armonk State: NY Zip: 10504

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State California
 Other _____

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 17, 1993

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):
A. Trademark Application No. (s)

B. Trademark registration No. (s)
1,668,390 1,363,094 1,373,142
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Alexander Tognino, Esq.
International Business Machines Corporation
Address: North Castle Drive
Armonk New York 10504
City: _____ State: _____ Zip: _____

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): \$90.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
DA 090474
(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.

Jennifer D. Goff *Jennifer D. Goff* 11/18/98
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

TRADEMARK

REEL: 1821 FRAME: 0072

1050095 Jan

A440631

FILED
In the Office of the Secretary of State
of the State of California

AGREEMENT OF MERGER

DEC 22 1993

This Agreement of Merger is made and entered into *March 1993*

17th day of December, 1993, by and between ALTIUM, a California corporation (the "Surviving Corporation"), Personal CAD Systems, Inc., a California corporation ("P-CAD Systems"), and Personal CAD Systems-Europe, Inc., ("P-CAD Europe"), a California corporation.

R E C I T A L S

1. The Board of Directors of each of the Surviving corporation, P-CAD Systems and P-CAD Europe have determined that it is advisable and to the advantage of the Surviving Corporation, P-CAD Systems and P-CAD Europe that P-CAD Systems and P-CAD Europe each merge into the Surviving Corporation upon the terms and conditions provided herein.

2. The shareholder of each of P-CAD Systems and P-CAD Europe have approved this Agreement.

A G R E E M E N T

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions set forth herein, the Surviving Corporation, P-CAD Systems and P-CAD Europe hereby agree to merge as follows:

1. Merger. In accordance with the provisions of the General Corporation Law of California, on the effective date of

the merger, P-CAD Systems and P-CAD Europe shall be merged with and into the Surviving Corporation (the "Merger").

2. Succession. Upon the effective date of the Merger, the separate existence of each of P-CAD Systems and P-CAD Europe shall cease and the Surviving Corporation shall succeed, without other transfer, to all the rights and properties of each of P-CAD Systems and P-CAD Europe and shall be subject to all the debts and liabilities of P-CAD Systems and P-CAD Europe in the same manner as if the Surviving Corporation had itself incurred them, all as more fully set forth in Section 1107 of the General Corporation Law of the State of California.

3. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation in effect on the effective date of the Merger, shall continue in full force and effect until altered, amended or repealed as provided therein or as provided by law.

4. Bylaws. The Bylaws of the Surviving Corporation in effect on the effective date of the Merger, shall continue in full force and effect until altered, amended or repealed as provided therein or as provided by law.

5. Officers and Directors. The directors and officers of the Surviving Corporation holding office on the effective date of the merger shall be the directors and officers of the Surviving Corporation and shall hold office until the election or appointment of their respective successors.

6. Stock.

(a) The outstanding shares of capital stock of each of P-CAD Systems and P-CAD Europe shall be canceled and no shares of the Surviving Corporation shall be issued in exchange therefor.

(b) The outstanding shares of capital stock of the Surviving Corporation shall remain outstanding and are not affected by the merger.

7. Further Assurance. From time to time, as and when required by the Surviving Corporation or by its successors or assigns, there shall be executed and delivered on behalf of P-CAD Systems and/or P-CAD Europe such documents and instruments, and there shall be taken or caused to be taken by P-CAD Systems and/or P-CAD Europe such further and other action, as shall be appropriate or necessary, in order to vest or confirm to the Surviving Corporation title to and possession of the rights, properties, assets and business of P-CAD Systems and P-CAD Europe. The officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of P-CAD Systems and P-CAD Europe or otherwise to take all actions and to execute and deliver all documents and other instruments necessary to effectuate the purposes of this Agreement.

8. Abandonment of Merger. At any time before the effective date of the Merger, this Agreement may be terminated and the Merger may be abandoned by the Board of Directors of any one of the Surviving Corporation, P-CAD Systems or P-CAD Europe

or all of them, notwithstanding approval of this Agreement by the sole stockholder of each of P-CAD Systems and P-CAD Europe.

9. Consummation of Merger. The Merger shall be effectuated by the filing with the Secretary of State of the State of California of a copy of this Agreement and an Officers' Certificate of each of the Surviving Corporation, P-CAD Systems and P-CAD Europe together with such other documents as may be required in accordance with the General Corporation Law of California.

10. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed to be an original.

IN WITNESS WHEREOF, the Surviving Corporation, P-CAD Systems and P-CAD Europe have cause this Agreement to be executed

by their respective officers thereunder duly authorized as of the date first written above written.

ALTIUM

By *Lee Murray*
Lee Murray
President

By *Christine von Wrangel*
Christine von Wrangel
Secretary

PERSONAL CAD SYSTEMS, INC.

By *Christine von Wrangel*
Christine von Wrangel
President and Secretary

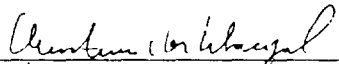
PERSONAL CAD SYSTEMS EUROPE, INC.

By *Christine von Wrangel*
Christine von Wrangel
President and Secretary

CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

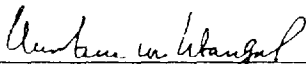
Christine von Wrangel certifies that:

1. She is the president and secretary, of Personal CAD Systems, Inc., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the sole director and sole shareholder of the corporation.
3. The shareholder approval was by the holder of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 1,000.



Christine von Wrangel
President and Secretary

The undersigned declares under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing certificate are true and correct of her own knowledge. Executed at Burbank, California on December 17, 1993.

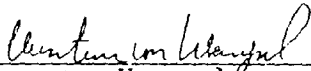


Christine von Wrangel

CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

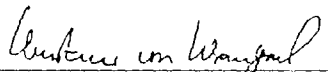
Christine von Wrangel certifies that:

1. She is the president and secretary, of Personal CAD Systems-Europe, Inc., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the sole director and sole shareholder of the corporation.
3. The shareholder approval was by the holder of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 1,000.



Christine von Wrangel
President and Secretary

The undersigned declares under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing certificate are true and correct of her own knowledge. Executed at Burbank, California on December 17, 1993.




Christine von Wrangel

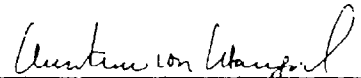
CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

Lee Murray and Christine von Wrangel certify that:

1. They are the president and secretary, respectively of ALTIUM, a California corporation.
2. The Agreement of Merger in the form attached was duly approved on behalf of the corporation by its board of directors. The merger was entitled to be approved by the board of directors alone under the provisions of Section 1201 of the California Corporations Code.




Lee Murray
President



Christine von Wrangel
Secretary

The undersigned declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing certificate are true and correct of their own knowledge. Executed at Burbank, California on December 17, 1993.



Lee Murray



Christine von Wrangel

R:\GOTTLICADAM\AGMT\MERG.CAD