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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

APRISO CORPORATION  
(a California corporation)

and

FE-DESIGN OPTIMIZATION INC.  
(an Illinois corporation)

INTO

DASSAULT SYSTEMES AMERICAS CORP.  
(a Delaware corporation)

Dassault Systemes Americas Corp., a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "Company"), does hereby certify:

**FIRST:** That the Company was incorporated on the 23rd day of February, 1998, pursuant to the Delaware General Corporation Law of the State of Delaware.

**SECOND:** That the Company owns all of the outstanding shares of each class of the stock of APRISO CORPORATION, a corporation incorporated on March 10, 1993, pursuant to the Corporations Code of the State of California, and that the Company owns all of the outstanding shares of each class of the stock of FE-DESIGN OPTIMIZATION, INC., a corporation incorporated on April 20, 2011, pursuant to the Business Corporation Act of the State of Illinois.

**THIRD:** That the Board of Directors of the Company, by unanimous written consent duly adopted on September 22, 2014, duly adopted the following resolutions, which remain in full force and effect on the date hereof:

RESOLVED: That pursuant to Section 253 of the Delaware General Company Law and Section 1110 of the California Corporations Code, the Company hereby is authorized to merge Apriso Corporation, a California corporation and wholly owned subsidiary of this Company, with and into this Company, with this Company to be the survivor of such merger, and upon effectiveness of such merger, all shares of capital stock of Apriso Corporation shall be cancelled.

RESOLVED: That the President, Treasurer and any Secretary of the Company be, and each acting singly hereby is, authorized to execute a Certificate of Ownership and Merger with respect to the merger of Apriso Corporation with and into the Company, cause the same to be filed with the Secretary of State of the State of Delaware and with the Secretary of State of the State of California and take all such other actions and to execute all such other instruments, documents and agreements as they or any of them may deem appropriate to effect such merger.

FILED *MLC*  
Secretary of State  
State of California *RMZ*

1cc  
SEP 29 2014

EFFECTIVE  
DATE

OCT 01 2014

- RESOLVED: That the merger of Apriso Corporation with and into this Company shall be effective at 12:01 a.m. Eastern Daylight Savings Time on October, 1, 2014.
- RESOLVED: That pursuant to Section 253 of the Delaware General Company Law and Section 11.30 of the Illinois Business Corporation Act, the Company hereby is authorized to merge FE-DESIGN Optimization, Inc., an Illinois corporation and wholly owned subsidiary of this Company, with and into this Company, with this Company to be the survivor of such merger, and upon effectiveness of such merger, all shares of capital stock of FE-DESIGN Optimization, Inc. shall be cancelled.
- RESOLVED: That the President, Treasurer and any Secretary of the Company be, and each acting singly hereby is, authorized to execute a Certificate of Ownership and Merger and Articles of Merger with respect to the merger of FE-DESIGN Optimization, Inc. with and into the Company, cause the same to be filed with the Secretary of State of the State of Delaware and with the Secretary of State of the State of Illinois and take all such other actions and to execute all such other instruments, documents and agreements, including without limitation any consent to service of process and the appointment of the Secretary of State of the State of Illinois as agent for service of process (whether with respect to the enforcement of the rights of a dissenting shareholder or otherwise), as they or any of them may deem appropriate to effect such merger.
- RESOLVED: That the merger of FE-DESIGN Optimization Inc. with and into this Company shall be effective at 12:01 a.m. Eastern Daylight Savings Time on October, 1, 2014.

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IN WITNESS WHEREOF, the Company has caused this Certificate to be signed by its authorized officer as of the 27<sup>th</sup> day of September, 2014.

DASSAULT SYSTEMES AMERICAS CORP.

By: 

Name: Deborah Dean

Title: Vice President and Secretary