

PLM Solutions

2000 Eastman Drive
Milford, Ohio 45150

ED

F97000003475

February 28, 2002

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-03/04/02--01071--007
*****43.75 *****43.75

RE: Merger of Two Foreign Corporations
Registered to do Business in Florida

Dear Sir or Madam:

Please be advised that effective December 31, 2001 Structural Dynamics Research Corporation, an Ohio corporation registered to do business in Florida merged into Unigraphics Solutions Inc., a Delaware corporation registered to do business in Florida. As a result of this merger, Unigraphics is the surviving corporation by operation of law. As advised by your office, I have enclosed an Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida for the non-surviving entity, Structural Dynamics Research Corporation, along with a company check in the amount of \$43.75 (\$35.00 plus \$8.75 for a certified copy). Please let me know if any other documentation is required to meet the requirements of this merger of two foreign corporations in your state.

Thank you for your assistance in this regard. If you have any questions please do not hesitate to contact me at 513/576-2173.

Sincerely,

Melissa W. McGrath

Melissa W. McGrath
Legal Assistant

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Structural Dynamics Research Corporation

(Name of Corporation)

Ohio

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

EDS, Attn: Legal Dept., 5400 Legacy Drive

(Mailing Address)

Plano, Texas 75024-3199

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Douglas W. Campbell

Assistant Secretary

Signature of the chairman or vice chairman of the board,
president, or any officer, or if the corporation is in the hands of a
receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

Title

Douglas W. Campbell

February 28, 2002

Typed or printed name

Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED