



THE UNITED STATES
CORPORATION
COMPANY

98000005220

ACCOUNT NO. : 072100000032

REFERENCE : 959713 7140404

AUTHORIZATION :

Patricia Pigot

COST LIMIT : \$ 70.00

ORDER DATE : September 11, 1998

ORDER TIME : 10:52 AM

ORDER NO. : 959713-020

CUSTOMER NO: 7140404

CUSTOMER: Mr. Jack Kowalski
The Macneal-schwendler
815 Colorado Boulevard
Los Angeles, CA 90041-1777

300002641883--7

FOREIGN FILINGS

NAME: THE MACNEAL-SCHWENDLER
CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Turner

RECEIVED
98 SEP 17 AM 11:17
FILED
9/17
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. The MacNeal-Schwendler Corporation
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 95-2239450
(FEI number, if applicable)
4. October 22, 1994
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 815 Colorado Boulevard
Los Angeles, CA 90041-1777
(Current mailing address)
See Attached Rider 1
8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By:

Karen L. Wehner
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

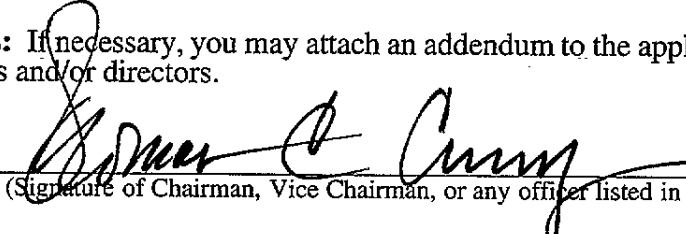
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas C. Curry, President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

RIDER 1

The MacNeal-Schwendler Corporation

Supply mechanical computer-aided engineering solutions by providing software, services, and strategies to its customers. To engage in any act or activity for which corporations may be organized.

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The MacNeal-Schwendler Corporation
815 Colorado Boulevard
Los Angeles, California 90041

List of Officers

July 29, 1998

President & Chief Executive Officer

Thomas C. Curry
9992 Center Drive
Villa Park, CA 92667
Took office in 1995

Chief Financial Officer

Louis A. Greco
59 Annandale Road
Pasadena, CA 91105
Took office in 1985

Vice President/GM, Aerospace Business Unit

Ken Blakely
885 Lees Avenue
Long Beach, CA 90815
Took office in 1985

Vice President, Product Development

Jim Archer
935 Seagull Lane, Apt. C311
Newport Beach, CA 92663
Took office in 1997

Vice President/GM, Growth Industries

Rick Murphy
20790 Fern Circle
Yorba Linda, CA 92686
Took office in 1997

Vice President/GM, Automotive Group

Anil Mehta
13 Ensueno East
Irvine, CA 92620
Took office in 1998

Vice President/GM, Asia-Pacific

Mars Tateishi
Kamotanidai 3-1-413
Sakai-shi
Osaka-fu 590-0152
Japan
Took office in 1997

Vice President/GM, Europe

Christopher St. John
Wurzerstrasse 11
80539 Munich, Germany
Took office in 1997

98 SEP 17 AM 11:48
CLERK OF DISTRICT COURT
JANUARY 17, 1998
TALLAHASSEE, FLORIDA

FILED

**The MacNeal-Schwendler Corporation
815 Colorado Boulevard
Los Angeles, California 90071**

Board of Directors

July 29, 1998

Mr. Larry S. Barels
2407 Foothill Lane
Santa Barbara, CA 93105
Took office in 1998

Mr. Thomas C. Curry
9992 Center Drive
Villa Park, CA 92667
Took office in 1996

Mr. Donald Glickman
575 Park, #1607
New York, NY 10021
Took office in 1998

Mr. William F. Grun
211 Peralta Hills
Anaheim Hills, CA 92807
Took office in 1998

Mr. Frank Perna
26802 Malibu Cove Colony Drive
Malibu, CA 90265
Took office in 1994

Mr. George N. Riordan
2225 Robles
San Marino, CA 91108
Took office in 1983

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE MACNEAL-SCHWENDLER CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF SEPTEMBER, A.D., 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
98 SEP 17 AM 11:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

2416248 8300

981355035



9299382
09-14-98

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: