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2011 DEC 29 PM 1:13



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

ARTICLES OF MERGER OR CONSOLIDATION INTO
DASSAULT SYSTEMES SIMULIA CORP.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of Merger or Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

Name of entity	Type of entity	State under which entity is organized
Dassault Systemes Simulia Corp.	corporation	RI
Engneous Software, Inc.	corporation	DE

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is Dassault Systemes Simulia Corp.
which is to be governed by the laws of the state of Rhode Island

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

e. If the surviving entity's name has been amended via the merger, please state the new name:
N/A

f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:
N/A

g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing The merger shall be effective December 31, 2011.

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

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b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is Engineous Software, Inc.

ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) Mailing has been waived by holders of all outstanding shares.

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

.....
SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

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SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

.....
SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

Dassault Systemes Simulia Corp.
Print Entity Name
By: [Signature] Chief Executive Officer
Name of person signing Title of person signing
By: _____
Name of person signing Title of person signing

Engineous Software, Inc.
Print Entity Name
By: [Signature] President
Name of person signing Title of person signing
By: _____
Name of person signing Title of person signing

PLAN OF MERGER (the "Plan")

For Merger of

ENGINEOUS SOFTWARE, INC.

(a Delaware corporation)

INTO

DASSAULT SYSTEMES SIMULIA CORP.

(a Rhode Island corporation)

Pursuant to Section 7-1.2-1004 of the Rhode Island Business Corporation Act
and Section 253 of the Delaware General Corporation Law (the "Merger")

1. PARTIES TO THE MERGER; SURVIVING CORPORATION:

SUBSIDIARY: Engineous Software, Inc., a Delaware corporation

SURVIVING PARENT CORPORATION: Dassault Systemes Simulia Corp., a Rhode Island corporation, owns one hundred percent (100%) of the outstanding shares of capital stock of the Subsidiary, and shall be the surviving corporation of the Merger.

2. MANNER OF CONVERTING SHARES:

All outstanding shares of the capital stock of the Subsidiary are owned by the Surviving Parent Corporation. Accordingly, upon effectiveness of the Merger, all shares of capital stock of the Subsidiary shall be cancelled.

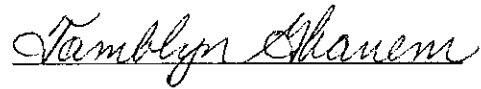
3. EFFECTIVE DATE OF THE MERGER:

The Merger shall be effective on December 31, 2011.

4. Effectiveness; Mailing of Plan:

This Plan shall take effect upon adoption by the Surviving Parent Corporation's Board of Directors, subject to the Board's right to revoke adoption before the Merger becomes effective. The Surviving Parent Corporation, in adopting this Plan, and being the only holder of outstanding shares of the Subsidiary, waives mailing of this Plan.

The foregoing plan was duly adopted by the Board of Directors of Dassault Systemes Simulia Corp., a Rhode Island corporation, at a meeting duly called and held for such purpose on December 8, 2011.

A handwritten signature in cursive script, reading "Tamblyn Chauem", written over a horizontal line.

Assistant Secretary



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

