

Filing Fee: \$75.00

ID Number: 99233



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division

**APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY**

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Unigraphics Solutions Inc.
2. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island on February 13, 1998, authorizing it to transact business in Rhode Island under the name of Unigraphics Solutions Inc.
3. The corporate name of the corporation has been changed to no change

(If no change, so indicate)

4. The name, if different, which it elects to use in Rhode Island is:
 - (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited" (or an abbreviation thereof), then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*
 - (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this Application:*

5. The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

(If no other or additional purposes are proposed, insert "No Change.")

No Change

FILED

AUG 07 1998

By CC # 163
209418

FILED

AUG 07 1998

By _____

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6. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase (If there has been no increase in shares, insert "no change"):

<u>Total Number of Authorized Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
168,735,000	A	Common	\$.01
31,265,000	B	Common	\$.01
20,000,000	Preferred	Common	\$.01

7. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 19,600,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 2,000.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located .0102 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
8. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 205,000,000.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 20,500.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year .0100 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
9. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.

Dated July 14, 1998

Unigraphics Solutions Inc.
 Exact Corporate Name of Corporation Making Application

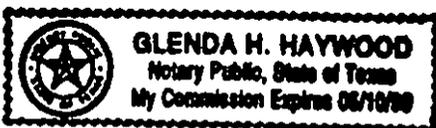
By D. Gilbert Friedlander D. Gilbert Friedlander
 President or Vice President (check one)

AND

By Lisa V. Thomas Lisa V. Thomas
 Secretary or Assistant Secretary (check one)

STATE OF TEXAS
 COUNTY OF COLLIN

In Plano, Texas, on this 14th day of July, 1998, personally appeared before me D. Gilbert Friedlander, an officer of the corporation, who, under oath, verified that the information contained in this Application is true and accurate.



Glenda H. Haywood
 Notary Public
 My Commission Expires: May 10, 1999

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 ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "UNIGRAPHICS SOLUTIONS INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF MAY, A.D. 1998, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9185390

DATE: 07-08-98