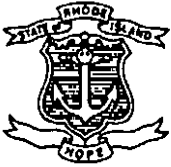


Filing Fee: See Instructions

ID Number: 16734



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

ARTICLES OF MERGER OR CONSOLIDATION INTO

ABAQUS, Inc.

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

DEC 19 2005
11:40 AM

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
ABAQUS, Inc.	business corporation	RI
ABAQUS South, Inc.	business corporation	TX

- 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 ABAQUS, Inc.
which is to be governed by the laws of the state of RI
- 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:
- 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:
- 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 January 1, 2006

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.

FILED
DEC 19 2005
3y 708

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 ABAQUS South, 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) Waiver of right to receive Plan of Merger by holder of all outstanding shares of Subsidiary is set forth in the Plan of Merger.

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.

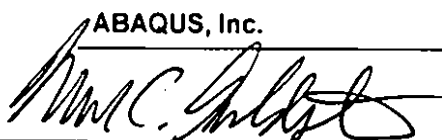
- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the 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.

.....
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

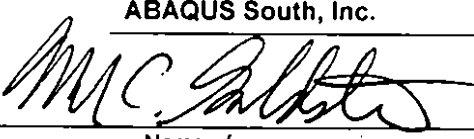
- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:
- _____
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting 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.

ABAQUS, Inc.
By:  _____
Name of person signing Mark C. Goldstein, President
Title of person signing

By: _____
Name of person signing Title of person signing

ABAQUS South, Inc.
By:  _____
Name of person signing Mark C. Goldstein, President
Title of person signing

By: _____
Name of person signing Title of person signing

PLAN OF MERGER
OF ABAQUS SOUTH, INC. WITH AND INTO ABAQUS, INC.

PLAN OF MERGER dated December 13, 2005, by ABAQUS, Inc., a Rhode Island business corporation ("ABAQUS") and its wholly-owned subsidiary, ABAQUS South, Inc., a Texas corporation (hereinafter called the "Subsidiary"), with ABAQUS to be the surviving corporation.

ABAQUS hereby adopts and agrees to the following Plan of Merger pursuant to Section 7-1.2-1004 of the General Laws of Rhode Island, 1956, as amended, and Texas Business Corporation Act, article 5.16:

1. Effective January 1, 2006 (the "Effective Date"), the Subsidiary shall be merged with and into ABAQUS, with ABAQUS to be the surviving corporation.

2. Upon the Effective Date, all authorized and outstanding capital stock of the Subsidiary, which shares are owned in their entirety by ABAQUS, and all rights in respect thereof, shall be canceled and the certificates representing such shares shall be surrendered and canceled.

3. Upon the Effective Date, the Articles of Incorporation of ABAQUS shall be the Articles of Incorporation of the surviving corporation without change.

4. By agreeing to this PLAN OF MERGER, ABAQUS, as the holder of all outstanding shares of the Subsidiary, waives the right to receive a copy of the PLAN OF MERGER by mail thirty days prior to the effective date of the merger as required by Rhode Island law.

5. The appropriate officers of ABAQUS be and they hereby are authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the merger contemplated by this Plan.

6. This Plan of Merger has been approved by the Board of Directors of ABAQUS as required by Rhode Island and Texas law.

IN WITNESS WHEREOF, ABAQUS, Inc. has caused this Plan of Merger to be executed by the officer thereunto duly authorized.

ABAQUS, INC.

By: 

Mark C. Goldstein, President