



WRITTEN RESOLUTION
P.T. (UK) LIMITED
COMPANY NO: 2513030


The following Special Resolution was passed as a Written Resolution of the Company under the terms of Section 381A of the Companies Act 1985.

SPECIAL RESOLUTION

That the name of the Company be changed to:

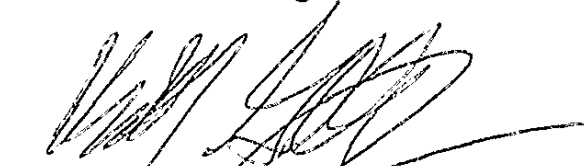
PARAMETRIC TECHNOLOGY (UK) LIMITED

We confirm that we sign on behalf of all Members of the Company who would be entitled to attend and vote at a General Meeting of the Company.



For and on behalf of
Parametric Holdings Inc.

11/18/92
Date



For and on behalf of
PTC International, Inc.

11/18/92
Date

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2513030

I hereby certify that

P.T. (UK) LIMITED

having by special resolution changed its name,
is now incorporated under the name of

PARAMETRIC TECHNOLOGY (UK) LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 9 DECEMBER 1992


P. BEVAN

an authorised officer