

State of Idaho

Office of the Secretary of State

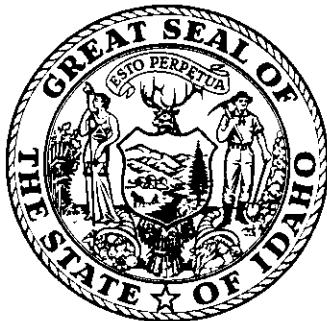
**CERTIFICATE OF AUTHORITY
OF
ASPEN SYSTEMS CORPORATION**

File Number C 151863

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 24 November 2003



Ben Yursa

SECRETARY OF STATE

By *Monica Chubb*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

NOV 24 AM 9:40
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:
ASPEN SYSTEMS CORPORATION
2. The name which it shall use in Idaho is: ASPEN SYSTEMS CORPORATION
3. It is incorporated under the laws of: DELAWARE
4. Its date of incorporation is: FEBRUARY 17, 1978
5. The address of its principal office is:
2277 RESEARCH BLVD., ROCKVILLE, MD 20850
6. The address to which correspondence should be addressed, if different from item 5, is:
N/A
7. The street address of its registered office in Idaho is: CT CORPORATION SYSTEM
and its registered agent in Idaho at that address is: 300 NORTH 6TH STREET, BOISE, ID 83702
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
SEE ATTACHED LIST		

Dated: NOVEMBER 19, 2003

Signature: [Signature]

Typed Name: LINDA J. DYBIEC

Capacity: VP, FINANCE & TREASURER

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

g:\corporate\corp
forms\appforauthority_profit.pm6
Revised 07/2002

Web Form

IDAHO SECRETARY OF STATE
11/24/2003 05:00
CK: 201490 CT: 174557 BH: 713319
1 @ 100.00 = 100.00 AUTH PRO # 2

C151863

ASPEN SYSTEMS CORPORATION

DIRECTORS

<i>NAME</i>	<i>ADDRESS</i>
Albert Lampert Chairman of the Board	Aspen Systems Corporation 2277 Research Boulevard Rockville, MD 20850
Eugene A. Brannock	Aspen Systems Corporation 2277 Research Boulevard Rockville, MD 20850
Georgette Semick	Aspen Systems Corporation 2344 Admiral Street Aliquippa, PA 15001
Linda J. Dybiec	Aspen Systems Corporation 2277 Research Boulevard Rockville, MD 20850
Bruce Lenz	c/o Wolters Kluwer U. S. Corp. 161 North Charles St., 48 th Floor Chicago, IL 60601

EXECUTIVE OFFICERS

<i>NAME</i>	<i>TITLE</i>	<i>ADDRESS</i>
Albert Lampert	President, CEO	Aspen Systems Corporation 2277 Research Boulevard Rockville, MD 20850
Eugene A. Brannock	Executive Vice President	Aspen Systems Corporation 2277 Research Boulevard Rockville, MD 20850
Linda J. Dybiec	Vice President & Treasurer	Aspen Systems Corporation 2277 Research Boulevard Rockville, MD 20850
Jacklyn A. Matrigali	Vice President	Aspen Systems Corporation 2277 Research Boulevard Rockville, MD 20850
Allan Kalkstein	Vice President	Aspen Systems Corporation 2277 Research Boulevard Rockville, MD 20850
Ann Laughlin	Secretary	Aspen Systems Corporation 2277 Research Boulevard Rockville, MD 20850

Delaware

The First State

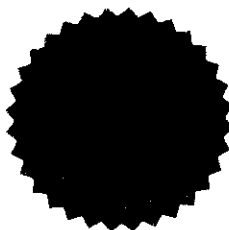
PAGE 1

2003 NOV 24 AM 9:40
STATE OF IDAHO

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ASPEN SYSTEMS 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 ELEVENTH DAY OF NOVEMBER, A.D. 2003.

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.



0849883 8300

030723414

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2741072

DATE: 11-11-03