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OREGON  
SECRETARY OF STATEARTICLES OF MERGER  
OF MODEL TECHNOLOGY INCORPORATED  
WITH AND INTO  
MENTOR GRAPHICS CORPORATION

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BUSINESS REG

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\$10.00

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The following Articles of Merger are filed pursuant to ORS 60.494 by Mentor Graphics Corporation, an Oregon corporation ("Mentor Graphics"), the surviving corporation in the merger of Model Technologies Incorporated, an Oregon corporation ("MTI"), with and into Mentor Graphics (the "Merger").

1. The plan of merger ("Plan") is attached hereto as Exhibit A and is incorporated herein by reference.
2. The Merger was approved by the Board of Directors of Mentor Graphics. Mentor Graphics owns all 100 outstanding shares of MTI Common Stock. Accordingly, pursuant to ORS 60.491, approval of the Merger by the shareholders of neither MTI nor Mentor Graphics was required.

Dated: December 22, 1999.

MENTOR GRAPHICS CORPORATION

By:

Dean M. Freed

Vice President and General Counsel

MENTOR GRAPHICS CORPORATION



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MEREX

## EXHIBIT A

**PLAN OF MERGER  
OF MODEL TECHNOLOGIES INCORPORATED  
WITH AND INTO  
MENTOR GRAPHICS CORPORATION**

1. Parties. The names of the corporations proposing to merge are Mentor Graphics Corporation, an Oregon corporation ("Mentor Graphics"), and Model Technologies Incorporated, an Oregon corporation ("MTI") and wholly-owned subsidiary of Mentor Graphics. The surviving corporation in the merger (the "Merger") will be Mentor Graphics.

2. Effect of Merger. At the time that Articles of Merger relating to the Merger are filed with the Oregon Secretary of State (the "Effective Time"), MTI shall be merged with and into Mentor Graphics in the manner and with the effect provided by the Oregon Business Corporation Act, the assets and liabilities of MTI shall be transferred to and assumed by Mentor Graphics by operation of law, the separate corporate existence of MTI shall cease, and Mentor Graphics shall be the surviving corporation.

3. Cancellation of Shares. At the Effective Time, all of the outstanding Common Stock of MTI shall be canceled.