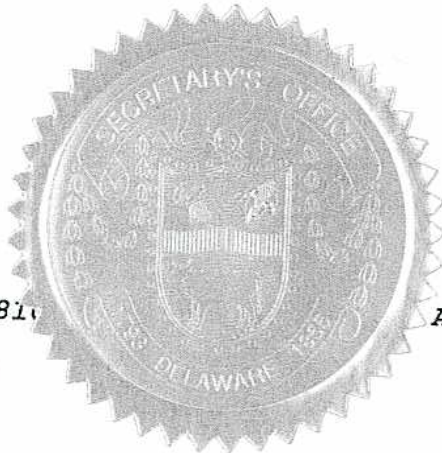


Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CHANGE OF REGISTERED AGENT OF "AUTODESK, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF APRIL, A.D. 2007, AT 2:27 O'CLOCK P.M.



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070595805

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5693765

DATE: 05-21-07

**STATE OF DELAWARE
CERTIFICATE OF CHANGE
OF REGISTERED AGENT AND/OR
REGISTERED OFFICE**

The Board of Directors of Autodesk, Inc., a Delaware Corporation, on the 22nd day of March, A.D. 2007, did resolve and order that the location of the Registered Office of this Corporation within this State be, and the same hereby is 160 Greentree Drive, Suite 101, in the City of Dover, County of Kent, Zip Code 19904.

The name of the Registered Agent therein and in charge thereof upon whom process against this Corporation may be served, is National Registered Agents, Inc.

The Corporation does hereby certify that the foregoing is a true copy of a resolution adopted by the Board of Directors at a meeting held as herein stated.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, the 28th day of March, A.D., 2007.

By: 
Authorized Officer

Name: Richard M. Foehr
Print or Type

Title: Vice President, Assistant Secretary
and Assistant General Counsel