



R. L. Smith McKeithen
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November 6, 2002

*name
change
amend*


Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Ladies and Gentlemen:

Cadence Design Systems, Inc., a Delaware corporation, has been informed that Tality Corporation, a Delaware corporation, has proposed to amend its Application for Authorization to Transact Business in Florida to change the name of the corporation to "Cadence Design Foundry, Inc." Cadence Design Systems, Inc. hereby consents to the proposed name change and any subsequent use of the name Cadence Design Foundry, Inc. by Tality Corporation.

Very truly yours,

CADENCE DESIGN SYSTEMS, INC.


R. L. Smith McKeithen
Senior Vice President, General Counsel and Secretary

FILED
02 NOV - 9 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RR
11/15/02

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Tality Corporation
(Name of corporation)

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Heather M. Bell
(Name of person)

Gibson, Dunn & Crutcher LLP
(Name of firm/company)

One Montgomery Street
(Address)

San Francisco, CA 94104
(City/state and zip code)

For further information concerning this matter, please call:

Heather M. Bell at (415) 393-8332
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

FILED
02 NOV - 8 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

(Document number of corporation (if known))

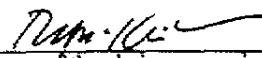
1. Tality Corporation
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. October 17, 2001
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? October 11, 2002
5. Cadence Design Foundry, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

R.L. Smith McKeithen
(Typed or printed name)

11-16-02
(Date)

Secretary
(Title)

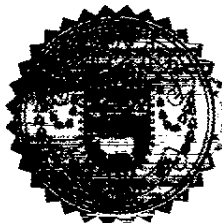
Delaware

PAGE 1

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 AMENDMENT OF "TALITY CORPORATION", CHANGING ITS NAME FROM "TALITY CORPORATION" TO "CADENCE DESIGN FOUNDRY, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF OCTOBER, A.D. 2002, AT 1 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3384020 8100

020632527

AUTHENTICATION: 2032335

DATE: 10-11-02

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
TALITY CORPORATION**

Tality Corporation (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify that:

I. The amendment to the Corporation's Certificate of Incorporation set forth below was duly adopted in accordance with the provisions of Section 242 and has been consented to in writing by the sole stockholder of the Corporation, in accordance with Section 228 of the General Corporation Law of the State of Delaware.

II. Article I of the Corporation's Certificate of Incorporation is amended to read in its entirety as follows:

"ARTICLE I

NAME OF CORPORATION

The name of the corporation is:

Cadence Design Foundry, Inc."

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by its authorized officer, on this 10 day of September, 2002.



R.L. Smith McKeithen
Secretary