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#### U.S. Patent and Trademark Office

Recordation Form Cover Sheet – Form PTO-1595 (01/31/92) Patents Only Page 2

(Attorney's Docket: 073030.0101)

#### Section 4 – Application number(s) or patent number(s):

#### B. Patent No.(s)

5,704,028

5,742,750

5,844,558

5,893,105

5,943,062

5,959,633

5,982,383

6,057,854

6,148,113

6,157,388 6,253,367B1

6,195,664B1

6,304,272B1

## State of Delaware

# Office of the Secretary of State

PAGE 1

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 OWNERSHIP, WHICH MERGES:

"COREL, INC.", A DELAWARE CORPORATION,

WITH AND INTO "COREL CORPORATION (USA)" UNDER THE NAME OF "COREL INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF NOVEMBER, A.D. 2001, AT 2 O'CLOCK P.M.

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



Warriet Smith Windson, Secretary of State

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AUTHENTICATION: 1452158

DATE: 11-16-01

#### CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

COREL, INC.

INTO

COREL CORPORATION (USA)

\*\*\*

Corel Inc., a corporation organized and existing under the laws of Delaware,

#### DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 22<sup>nd</sup> day of March, 1993, pursuant to the General Corporate Law of the State of Delaware.

SECOND: That this corporation owns at least 90% of the outstanding shares (of each class) of the stock of Corel Corporation (USA), a corporation incorporated on the 19<sup>th</sup> day of April, 1996, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That the directors of Corel, Inc., by the following resolutions of its Board of Directors, duly adopted by unanimous written consent of its members on November 22 2001, filed with the minutes of the Board, determined to merge itself into said Corel Corporation (USA):

RESOLVED, that Corel, Inc. merge into Corel Corporation (USA).

FURTHER RESOLVED, that the terms and conditions of the merger are as follows: the shares of common stock of Corel Corporation (USA) held by Corel, Inc. shall be distributed ratably with respect to the outstanding shares of common stock of Corel, Inc., which shall be surrendered and cancelled.

FURTHER RESOLVED, that the proposed merger shall be submitted to the stockholders of Corel. Inc. and upon receiving the affirmative vote of the holders of at least a majority of the outstanding stock entitled to vote thereon of Corel. Inc., the merger shall be approved; and

FURTHER RESOLVED, that the proper officer of this corporation be and he or she is hereby directed to make and execute a Certificate of Ownership and Merger

NY1:#3303ZZ5

setting forth a copy of the resolutions to merge itself into said Corel Corporation (USA), and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anyway necessary or proper to effect said merger; and

FURTHER RESOLVED, that the name of the surviving corporation be changed by changing Article First of the Certificate of Incorporation of the surviving corporation to read as follows:

"ARTICLE FIRST. The name of the corporation is Corel Inc."

FOURTH: That the merger has been approved by the holders of at least a majority of the outstanding stock entitled to vote thereon of Corel, Inc. by written consent.

FIFTH: Article First of the Certificate of Incorporation of Corel Corporation (USA) is amended to read in its entirety as follows:

"ARTICLE FIRST. The name of the corporation is Corel Inc."

SIXTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Corel, Inc. at any time prior to the time that this merger filed with the Secretary of State becomes effective.

COREL, INC.

Name: John Blaine

Title:

ry and

O Officer

November 16, 2001

NY1:#3303225

### **EXHIBIT A**

#### **ISSUED PATENTS**

Docket No.	Patent No.	Issue Date	Title
073030.0117	5,588,108	December 24, 1996	System and Method for Generating
			Graphics Charts
073030.0102	5,704,028	December 30, 1997	Graphics Systems and Method Having
			Data Fields and Shape Placement
			Control
073030.0105	5,742,750	April 21, 1998	System and Method for Automatically
			Inserting and Deleting an Object in a
			Graphics Chart
073030.0107	5,844,558	December 1, 1998	System and Method for Generating
			Graphics Charts
073030.0108	5,893,105	April 6, 1999	Executable Flowchart
073030.0104	5,943,062	August 24, 1999	System and Method for Automatically
			Routing a Line in a Graphics Chart
073030.0106	5,959,633	September 28, 1999	Method and System for Producing
		1 0 1000	Graphical Images
073030.0120	5,982,383	November 9, 1999	System and Method for Generating
		2 2000	Graphics Charts
073030.0119	6,057,854	May 2, 2000	System and Method of Providing
			Interactive Vector Graphics Over a
0700000101	(140.112	N 14 2000	Network  System for Simulating the Depth of
073030.0124	6,148,113	November 14, 2000	Field of an Image in Two Dimensional
			Space and Method of Operation
072020 0110	6 157 200	December 5, 2000	System and Method for Automatically
073030.0110	6,157,388	December 3, 2000	Inserting and Deleting an Object in a
			Graphics Chart
073030.0109	6,253,367B1	June 26, 2001	Method and System for Transforming
073030.0109	0,233,30711	June 20, 2001	Dynamic Content for Use on the
			Internet
073030.0103	6,195,664B1	February 27, 2001	Method and System for Controlling the
0/5050.0105	0,175,00 151	1 001001 1 2 7 , 2001	Conversation of a File From an Input
			Format to an Output Format
073030 0121	6.304.272B1	October 16, 2001	
075050.0121	0,50,,57	2 - 3 - 3 - 3 - 3 - 3 - 3 - 3 - 3 - 3 -	
073030.0121	6,304,272B1	October 16, 2001	Graphics System and Method Having Objects Conformed to a Template

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### FOREIGN PATENT APPLICATIONS

Docket No.	Application No.	Filing Date	<u>Title</u>
073030.0116	97951564	December 8, 1997	Graphics System and Method Having Objects conformed to a Template
073030.0127	97947384.0	November 10, 1997	Executable Flowchart

DAL01:661321.1

**RECORDED: 03/28/2002**