

05-02-2002

FORM PTO-1500
1-31-92U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of

102075097

I have recorded the attached original documents or copy thereof.

1. Name and Address of Conveying Party(ies):

Image2web, Inc.
1600 Carling Avenue
Ottawa, Ontario K1Z 8R7
CANADA

Additional name(s) of conveying party(ies) attached?

___ Yes ___ X ___ No

2. Name and Address of receiving Party(ies):

Name: Corel Corporation (USA)
Internal Address:
Street Address: 1600 Carling Avenue
City: Ottawa
State: Ontario Zip: K1Z 8R7 CANADA

3. Nature of conveyance:

Assignment

X

Merger

Security Agreement

Change of Name

Other

Effective Date/Execution Date: 10/30/2001

Additional name(s) & address(es)
attached?

___ Yes

X ___ No

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s) 09/658,258

B. Patent No.(s)

Additional Numbers attached?

___ Yes

X ___ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Barton E. Showalter.

Internal Address: Baker Botts L.L.P.

Street Address: 2001 Ross Avenue, Suite 600

City: Dallas

State: Texas

Zip: 75201-2980

6. Total number of applications and patents involved: 1

7. Total Fee (37 CFR 3.41): \$40.00

Enclosed

X

Authorized to be charged to deposit account

8. Deposit account number:

02-0384

(Attach Duplicate Copy of this page if paying by deposit account)

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9. Statement and signature.

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*Barton E. Showalter
Name of Person Signing

Signature

Date

4/4/02

Total number of pages including cover sheet

4

OMB No. 0651-0011 (exp.4/94)

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Mail documents to be recorded with required cover sheet information:

05/02/2002 TDIAZ1 00000042 020384 09658258

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Commissioner of Patent and Trademarks
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Washington, D.C. 20231

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U.S. Patent and Trademark Office

PATENT
REEL: 012840 FRAME: 0126

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 MERGER, WHICH MERGES:

"IMAGE2WEB, INC.", A DELAWARE CORPORATION,

"INTERCAP GRAPHICS SYSTEMS, INC.", A DELAWARE CORPORATION,

"MICROGRAFX INTERACTIVE, INC.", A DELAWARE CORPORATION,

WITH AND INTO "COREL CORPORATION (USA)" UNDER THE NAME OF "COREL CORPORATION (USA)", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF OCTOBER, A.D. 2001, AT 12:31 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

2615745 8100M

010553337

AUTHENTICATION: 1425812

DATE: 11-02-01

PATENT
REEL: 012840 FRAME: 0127

CERTIFICATE OF MERGER**OF****INTERCAP GRAPHICS SYSTEMS, INC.****(a Delaware corporation)****MICROGRAFX INTERACTIVE, INC.****(a Delaware corporation)****AND****IMAGE2WEB, INC.****(a Delaware corporation)****INTO****COREL CORPORATION (USA)****(a Delaware corporation)****(Pursuant to Section 251 of the Delaware General Corporate Law)***********

Pursuant to the provisions of Section 251 of the General Corporate Law of the State of Delaware (the "GCL"), Corel Corporation (USA), a corporation organized and existing under the laws of Delaware, **DOES HEREBY CERTIFY:**

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are Corel Corporation (USA), a Delaware corporation ("Corel USA"), InterCAP Graphics Systems, Inc., a Delaware corporation ("InterCAP"), Micrografx Interactive, Inc., a Delaware corporation ("Interactive") and Image2Web, Inc., a Delaware corporation ("Image2Web"). Each of Corel USA, InterCAP, Interactive and Image2Web are sometimes hereinafter referred to as the "constituent corporations".

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 251 of the GCL.

THIRD: That the name of the surviving corporation of the merger is Corel Corporation (USA), a Delaware corporation.

FOURTH: That the Certificate of Incorporation of Corel Corporation (USA), which is the surviving corporation, shall be the Certificate of Incorporation.

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:31 PM 10/30/2001
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FIFTH: That the executed Agreement and Plan of Merger is on file at an office of the surviving corporation, the address of which is 1600 Carling Avenue, Ottawa, Ontario, Canada, K1Z 8R7.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the merger contemplated hereby and by the Agreement and Plan of Merger shall become effective as of the date of filing of this Certificate of Merger.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate of Merger to be executed on behalf of the undersigned corporation by John Blaine, Chief Financial Officer this 30th day of October, 2001.

COREL CORPORATION (USA)

By 

Name: John Blaine

Title: Chief Financial Officer