

FORM PTO-1595  
1-31-92



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

102169194

To the Honorable Commissioner of Patents and Trademarks, attached original documents or copy thereof.

1. Name and Address of Conveying Party(ies):  
Corel, Inc.  
1600 Carling Avenue  
Ottawa, Ontario K1Z 8R7  
CANADA  
Additional name(s) of conveying party(ies) attached?  
\_\_\_ Yes \_\_\_ X \_\_\_ No

07/24/02

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  Merger  
 Security Agreement  Change of Name  
 Other

Effective Date/Execution Date: 11/16/2001

Additional name(s) & address(es) attached?  Yes  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) 09/272,756  
Additional Numbers attached?  Yes  No

B. Patent No.(s)  
 Yes  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  
 Authorized to be charged to deposit account

8. Deposit account number:  
(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: 7/18/02

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:

07/25/2002 LMUELLER 00000176 09272756

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

State of Delaware  
Office of the Secretary of State

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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.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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010582525

AUTHENTICATION: 1452158

DATE: 11-16-01

PATENT  
REEL: 013115 FRAME: 0468

**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 12, 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 votes 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

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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."

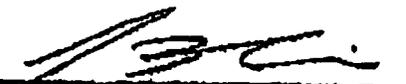
FOURTH: That the merger has been approved by the holders of at least a majority of the outstanding stock entitled to vote thereon of Corel, Inc. by written consent.

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.

By:   
Name: John Blaine  
Title: Secretary and Chief Financial Officer

November 16, 2001

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