

PATENT ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT
CONVEYING PARTY DATA	
Name	Execution Date
Open Text Corporation	10/07/2011
RECEIVING PARTY DATA	
Name:	OPEN TEXT S.A.
Street Address:	26 Boulevard Royal L-2449 Luxembourg
City:	R.C. Luxembourg B 54.208
State/Country:	LUXEMBOURG
PROPERTY NUMBERS Total: 41	
Property Type	Number
Application Number:	08955569
Patent Number:	6223177
Patent Number:	6917962
Patent Number:	7299258
Patent Number:	7287055
Patent Number:	7320018
Patent Number:	7523162
Patent Number:	7734694
Application Number:	12768387
Application Number:	60228843
Patent Number:	7627810
Application Number:	12552937
Application Number:	13155270
Patent Number:	7085842
Application Number:	60576841
Application Number:	11145480

501716104

PATENT
REEL: 027187 FRAME: 0422

CH \$1640.00 08955569

Application Number:	60607388
Application Number:	10989259
Patent Number:	7707249
Application Number:	10989295
Application Number:	10989262
Patent Number:	7702730
Application Number:	12754024
Application Number:	12754039
Application Number:	13155875
Application Number:	13155852
Application Number:	13155927
Application Number:	13155287
Application Number:	60628287
Application Number:	60981759
Application Number:	12256342
Application Number:	12256369
Application Number:	12256363
Application Number:	13154318
Application Number:	13155246
Application Number:	13154260
PCT Number:	US0126917
PCT Number:	US0204138
PCT Number:	US0519433
PCT Number:	US0530982
PCT Number:	US0880781

CORRESPONDENCE DATA

Fax Number: (212)294-4700
Phone: 2122946635
Email: dkumar@winston.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: WINSTON & STRAWN LLP - Huu Nguyen
Address Line 1: 1700 K Street N.W.
Address Line 2: Patent Department
Address Line 4: Washington, DISTRICT OF COLUMBIA 200063817

ATTORNEY DOCKET NUMBER:	7663-OTC-OTC S.A.
-------------------------	-------------------

PATENT
REEL: 027187 FRAME: 0423

PATENT

source=Assignment-Opentext-Corp-to-Open-Text-SA#page53.tif
source=Assignment-Opentext-Corp-to-Open-Text-SA#page54.tif
source=Assignment-Opentext-Corp-to-Open-Text-SA#page55.tif
source=Assignment-Opentext-Corp-to-Open-Text-SA#page56.tif
source=Assignment-Opentext-Corp-to-Open-Text-SA#page57.tif
source=Assignment-Opentext-Corp-to-Open-Text-SA#page58.tif
source=Assignment-Opentext-Corp-to-Open-Text-SA#page59.tif
source=Assignment-Opentext-Corp-to-Open-Text-SA#page60.tif
source=Assignment-Opentext-Corp-to-Open-Text-SA#page61.tif
source=Assignment-Opentext-Corp-to-Open-Text-SA#page62.tif
source=Assignment-Opentext-Corp-to-Open-Text-SA#page63.tif
source=Assignment-Opentext-Corp-to-Open-Text-SA#page64.tif
source=Assignment-Opentext-Corp-to-Open-Text-SA#page65.tif
source=Assignment-Opentext-Corp-to-Open-Text-SA#page66.tif
source=Assignment-Opentext-Corp-to-Open-Text-SA#page67.tif

**ASSIGNMENT OF INTELLECTUAL PROPERTY
FROM OPEN TEXT CORPORATION TO
OPEN TEXT ULC
AND
OPEN TEXT S.A.**

This assignment agreement among OPEN TEXT CORPORATION, OPEN TEXT ULC, and OPEN TEXT S.A. is entered into as of the effective date set forth below.

WHEREAS, OPEN TEXT CORPORATION, a company having a place of business at 275 Frank Tompa Drive, Waterloo, ON, N2L 0A1 Canada, hereinafter referred to as ASSIGNOR, is the owner of the entire right, title and interest in the following patents and/or patent applications identified in the attached **Schedules A and B**.

WHEREAS, OPEN TEXT ULC, a Nova Scotia company having an address at c/o Open Text Corporation, 275 Frank Tompa Drive, Waterloo, ON, N2L 0A1 Canada, hereinafter referred to as ULC ASSIGNEE, is desirous of obtaining the right, title and interest in all intellectual property, including patents and patent applications and related rights under the laws of Canada for those applicable items listed in **Schedule B** and all rights to use any global intellectual property in Canada owned by ASSIGNOR and transferred pursuant to this agreement (collectively, "Canadian IP").

WHEREAS, OPEN TEXT S.A., a Luxembourg company having a place of business at 26 Boulevard Royal L-2449 Luxembourg, R.C. Luxembourg B 54.208, hereinafter referred to as SA ASSIGNEE, (and collectively with ULC ASSIGNEE, the ASSIGNEES) is desirous of obtaining the right, title and interest in all worldwide intellectual property, including patent and patent applications and related rights under the laws of countries other than Canada for those applicable items listed in **Schedule A** and all rights to use any global intellectual property outside of Canada owned by ASSIGNOR and transferred pursuant to this agreement, but in each case excluding any Canadian IP (collectively the "Non-Canadian IP").

WHEREAS, to the knowledge of ASSIGNOR, Eloquent Inc., a company having a place of business at 2000 Alameda De Las Pulgas, San Mateo, California, 94403, was assigned certain assets which include the intellectual property listed in **Schedules A and B** (which items associated with the Eloquent entities are more particularly identified in the schedules); and Eloquent Inc. changed its name to Eloquent Open Text Inc. on June 18, 2003 and then to Open Text Eloquent Inc. on June 18, 2003; and Open Text Eloquent Inc. assigned all of its rights, title and interest in that certain intellectual property to ASSIGNOR on May 27, 2004, the documentation, as applicable, of the conveyance of which is attached to **Schedule C**.

WHEREAS, to the knowledge of ASSIGNOR, Involv International Corp. a Barbados company having a place of business at Bridgetown, St. Michael's Bay House, Bay Street, West Indies, Barbados, wholly owned by Brokercom Inc., transferred its assets to Brokercom Inc., upon its dissolution on March 17, 2008, which include the intellectual property listed in **Schedules A and B** (which items associated with Involv International Corp. are more particularly identified in the schedules), the documentation, as applicable, of the dissolution of which is attached to **Schedule C**.

WHEREAS, to the knowledge of ASSIGNOR, Brokercom Inc. a Canadian company having a place of business at 155 Commerce Valley Drive E., Thornhill, Ontario, L3T 7R2 Canada was amalgamated into ASSIGNOR, whereby the assets which include intellectual property listed in **Schedules A and B** (which items associated with Brokercom Inc. are more particularly identified in the schedules), became, by operation of law, the assets of ASSIGNOR on July 1, 2008, the documentation, as applicable, of the amalgamation certificate of which is attached to **Schedule C**.

NOW, THEREFORE, in exchange for good and valuable consideration to the ASSIGNOR, the receipt and sufficiency of which is hereby acknowledged, the parties agree to the following:

1. ASSIGNOR on behalf of itself and all predecessors in interest has sold, assigned, transferred and set over, and by these presents does hereby sell, assign, transfer and set over, unto the said SA ASSIGNEE, its successors, legal representatives and assigns, (a) its entire right, title and interest in, to and under such intellectual property listed in **Schedule A**, including all Non-Canadian IP therein; (b) all patents or patent application, other than Canadian IP if any, claiming the benefit therefrom, including under 35 U.S.C. § 120, including all divisions, continuations, and continuations-in-part thereof; (c) all applications for industrial property protection, including, without limitation, all applications for patents, utility models, and designs which may hereafter be filed for said invention in any country or countries other than Canada, together with the right to file such applications and the right to claim for the same the priority rights derived from said patent application under the Patent Laws of the United States, the International Convention for the Protection of Industrial Property, or any other international agreement or the domestic laws of the country in which any such application is filed, as may be applicable; (d) all forms of industrial property protection, including, without limitation, patents, utility models, inventors' certificates and designs which may be granted for the invention in any country, other than Canada, and all extensions, renewals and reissues thereof, all of the foregoing items to be held and enjoyed by the SA ASSIGNEE, for its own use and behalf and the use and behalf of its successors, legal representatives, and assigns, to the full end of the term or terms for which Letters Patent or Patents may be granted as fully and entirely as the same would have been held and enjoyed by the ASSIGNOR had this sale and assignment not been made; (e) all income, royalties, damages and payments now and hereafter due or payable under or with respect to any of the foregoing, including damages and payments for past, present and future infringements of any of the foregoing; and (f) the right to sue for past, present and future infringements of any of the foregoing.
2. To the extent there exists any Non-Canadian IP related to any items listed in **Schedule B**, ASSIGNOR on behalf of itself and all predecessors in interest, has sold, assigned, transferred and set over, and by these presents does hereby sell, assign, transfer and set over, unto the said SA ASSIGNEE, its successors, legal representatives and assigns, its entire right, title and interest, in, to and under such Non-Canadian IP to SA ASSIGNEE, including all the rights described in Section 1(b)-1(f) above.
3. ASSIGNOR on behalf of itself and all predecessors in interest, has sold, assigned, transferred and set over, and by these presents does hereby sell, assign, transfer and set over, unto the said ULC ASSIGNEE, its successors, legal representatives and assigns, (a) its entire right, title and interest, in, to and under such intellectual property listed in **Schedule B**, including all Canadian IP therein; (b) all Canadian patents or patent application claiming the benefit therefrom, including all divisions, continuations, and continuations-in-part thereof; (c) all Canadian applications for industrial property protection, including, without limitation, all applications for patents, utility

models, and designs which may hereafter be filed for said invention, together with the right to file such applications and the right to claim for the same the priority rights derived from said patent application under, the International Convention for the Protection of Industrial Property, or any other international agreement or the domestic laws of the country in which any such application is filed, as may be applicable; (d) all forms of industrial property protection, including, without limitation, patents, utility models, inventors' certificates and designs which may be granted for the invention in Canada, and all extensions, renewals and reissues thereof, all of the foregoing items to held and enjoyed by the ULC ASSIGNEE, for its own use and behalf and the use and behalf of its successors, legal representatives, and assigns, to the full end of the term or terms for which Letters Patent or Patents may be granted as fully and entirely as the same would have been held and enjoyed by the ASSIGNOR had this sale and assignment not been made; (e) all income, royalties, damages and payments now and hereafter due or payable under or with respect to any of the foregoing, including damages and payments for past, present and future infringements of any of the foregoing; and (f) the right to sue for past, present and future infringements of any of the foregoing.

4. To the extent there exists any Canadian IP related to any items listed in **Schedule A**, ASSIGNOR on behalf of itself and all predecessors in interest, has sold, assigned, transferred and set over, and by these presents does hereby sell, assign, transfer and set over, unto the said ULC ASSIGNEE, its successors, legal representatives and assigns, its entire right, title and interest, in, to and under such Canadian IP to ULC ASSIGNEE, including all the rights described in Section 3(b)-3(f) above.
5. ASSIGNOR, on behalf of itself and all predecessors in interest, HEREBY authorizes and requests the Commissioner of Patents and Trademarks of the United States, the Canadian Intellectual Property Office, or other foreign authorities to issue the applicable intellectual property, to the applicable ASSIGNEES, its or their successors, legal representatives and assigns, in accordance with the terms of this instrument.

(Signature page follows)

In witness whereof, the parties above have affixed their signatures below.

ASSIGNOR

OPEN TEXT CORPORATION

By: [Signature]
Name: Gordon Davies
Title: Chief Legal Officer and Corporate
Secretary of Open Text Corporation
Date: Oct 7, 2011

SA ASSIGNEE

OPEN TEXT S.A.

By: [Signature]
Name: _____
Title: Managing Director, Open Text S.A.
Date: Oct 7, 2011

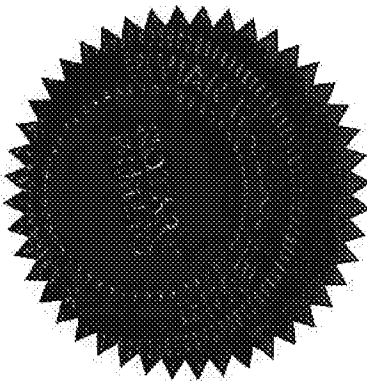
By: [Signature]
Name: _____
Title: Managing Director, Open Text S.A.
Date: Oct 17, 2011

ULC ASSIGNEE

OPEN TEXT ULC

By: [Signature]
Name: Gordon Davies
Title: Director, Open Text ULC
Date: Oct 7, 2011

On this 7th day of October, 2011, before me appeared Gordon Davies, to me known and known to me to be the person of that name, who signed the foregoing instrument on behalf of ASSIGNOR, Open Text Corporation.



[Signature]
Witness

[NOTARY SEAL]

SCHEDULE A

1. US PATENTS AND APPLICATIONS

Docket No.	Country	Application No.	Patent No.	Title	Filing Date	Status	Owner and/or Predecessors in Interest
007663-04000	US	08/955,569		SYSTEM AND METHOD FOR PROVIDING INTERNET-BASED GROUPWARE APPLICATION FUNCTIONALITY	10/22/1997	ABANDONED	OPEN TEXT CORP.
007663-04199	US	09/195,905	6,223,177	SYSTEM AND METHOD FOR PROVIDING INTERNET-BASED GROUPWARE APPLICATION FUNCTIONALITY	11/19/1998	ISSUED	INVOLV INTL. CORP., BROKERC OM INC., OPEN TEXT CORP.
007663-04098	US	09/590,099	6,917,962	WEB-BASED GROUPWARE SYSTEM	6/9/2000	ISSUED	INVOLV INTL. CORP., BROKERC OM INC., OPEN TEXT CORP.
007663-04100	US	10/898,132	7,299,258	WEB-BASED GROUPWARE SYSTEM	7/22/2004	ISSUED	INVOLV INTL. CORP., BROKERC OM INC., OPEN TEXT CORP.
007663-04200	US	10/898,131	7,287,055	WEB-BASED GROUPWARE SYSTEM	7/22/2004	ISSUED	INVOLV INTL. CORP., BROKERC OM INC., OPEN

Docket No.	Country	Application No.	Patent No.	Title	Filing Date	Status	Owner and/or Predecessors in Interest
							TEXT CORP.
007663-04300	US	10/898,133	7,320,018	WEB-BASED GROUPWARE SYSTEM	7/22/2004	ISSUED	INVOLV INTL. CORP., BROKERC OM INC., OPEN TEXT CORP.
007663-04097	US	11/044,830	7,523,162	WEB-BASED GROUPWARE SYSTEM	1/26/2005	ISSUED	INVOLV INTL. CORP., BROKERC OM INC., OPEN TEXT CORP.
007663-04399	US	12/037,679	7,734,694	WEB-BASED GROUPWARE SYSTEM	2/26/2008	ISSUED	INVOLV INTL. CORP., BROKERC OM INC., OPEN TEXT CORP.
007663-04398	US	12/768,387		WEB-BASED GROUPWARE SYSTEM	4/27/2010	PUBLISHED	INVOLV INTL. CORP., BROKERC OM INC., OPEN TEXT CORP.
007663-05088	US	60/228,853		METHOD, SYSTEM, APPARATUS, AND CONTENT MODEL FOR THE CREATION, MANAGEMENT, STORAGE, AND PRESENTATION OF DYNAMIC	8/29/2000	EXPIRED	INVOLV INTL. CORP., BROKERC OM INC., OPEN TEXT CORP.

Docket No.	Country	Application No.	Patent No.	Title	Filing Date	Status	Owner and/or Predecessors in Interest
				OBJECTS			
007663-05000	US	09/942,161	7,627,810	MODEL FOR CREATING, INPUTTING, STORING AND TRACKING MULTIMEDIA OBJECTS (as amended)	8/29/2001	ISSUED	OPEN TEXT CORP.
007663-05099	US	12/552,937		METHOD, SYSTEM, APPARATUS AND CONTENT MODEL FOR THE CREATION, MANAGEMENT, STORAGE, AND PRESENTATION OF DYNAMIC OBJECTS	9/2/2009	PUBLISHED	OPEN TEXT CORP.
007663-05098	US	13/155,270		METHOD, SYSTEM, APPARATUS AND CONTENT MODEL FOR THE CREATION, MANAGEMENT, STORAGE, AND PRESENTATION OF DYNAMIC OBJECTS	6/7/2011	PENDING	OPEN TEXT CORP.
007663-06000	US	09/782,172	7,085,842	LIVE NAVIGATION WEB-CONFERENCING SYSTEM AND METHOD	2/12/2001	ISSUED	OPEN TEXT CORP., ELOQUENT, INC.
007663-05188	US	60/576,841		DYNAMICALLY LOADED, CROSS PLATFORM, SECTION 508	6/2/2004	EXPIRED	OPEN TEXT CORP.

Docket No.	Country	Application No.	Patent No.	Title	Filing Date	Status	Owner and/or Predecessors in Interest
				COMPLAINT SYSTEM			
007663-05100	US	11/145,480		SYSTEMS AND METHODS FOR DYNAMIC MENUS	6/2/2005	PUBLISHED	OPEN TEXT CORP.
007663-07088	US	60/607,388		METHODS AND SYSTEMS FOR COLLABORATION	9/3/2004	EXPIRED	OPEN TEXT CORP.
007663-07099	US	10/989,259		SYSTEMS AND METHODS FOR COLLABORATION	11/15/2004	ABANDONED	OPEN TEXT CORP.
007663-07098	US	10/989,296	7,707,249	SYSTEMS AND METHODS FOR COLLABORATION	11/15/2004	ISSUED	OPEN TEXT CORP.
007663-07097	US	10/989,295		METHODS AND SYSTEMS FOR COLLABORATION	11/15/2004	ABANDONED	OPEN TEXT CORP.
007663-07096	US	10/989,262		SYSTEMS AND METHODS FOR COLLABORATION	11/15/2004	ABANDONED	OPEN TEXT CORP.
007663-07095	US	10/989,294	7,702,730	SYSTEMS AND METHODS FOR COLLABORATION	11/15/2004	ISSUED	OPEN TEXT CORP.
007663-07094	US	12/754,024		SYSTEMS AND METHODS FOR COLLABORATION	4/5/2010	PUBLISHED	OPEN TEXT CORP.
007663-07093	US	12/754,039		SYSTEMS AND METHODS FOR COLLABORATION	4/5/2010	PUBLISHED	OPEN TEXT CORP.
007663-07092	US	13/155,875		SYSTEMS AND METHODS FOR COLLABORATION	6/8/2011	PENDING	OPEN TEXT CORP.

Docket No.	Country	Application No.	Patent No.	Title	Filing Date	Status	Owner and/or Predecessors in Interest
007663-07091	US	13/155,852		SYSTEMS AND METHODS FOR COLLABORATION	6/8/2011	PENDING	OPEN TEXT CORP.
007663-07090	US	13/155,927		SYSTEMS AND METHODS FOR COLLABORATION	6/8/2011	PENDING	OPEN TEXT CORP.
007663-70099	US	13/155,287		SYSTEMS AND METHODS FOR COLLABORATION	6/7/2011	PENDING	OPEN TEXT CORP.
007663-08088	US	60/628,287		METHODS AND SYSTEMS FOR SEARCHING	11/15/2004	EXPIRED	OPEN TEXT CORP.
007663-04488	US	60/981,759		METHOD AND SYSTEM FOR MANAGING ENTERPRISE CONTENT	10/22/2007	EXPIRED	OPEN TEXT CORP.
007663-04400	US	12/256,342		METHOD AND SYSTEM FOR MANAGING ENTERPRISE CONTENT	10/22/2008	PUBLISHED	OPEN TEXT CORP.
007663-04499	US	12/256,369		METHOD AND SYSTEM FOR MANAGING ENTERPRISE CONTENT	10/22/2008	PUBLISHED	OPEN TEXT CORP.
007663-04498	US	12/256,363		METHOD AND SYSTEM FOR MANAGING ENTERPRISE CONTENT	10/22/2008	PUBLISHED	OPEN TEXT CORP.
007663-04497	US	13/154,318		METHOD AND SYSTEM FOR MANAGING ENTERPRISE CONTENT	6/6/2011	PENDING	OPEN TEXT CORP.
007663-04496	US	13/155,246		METHOD AND SYSTEM FOR MANAGING	6/7/2011	PENDING	OPEN TEXT CORP.

Docket No.	Country	Application No.	Patent No.	Title	Filing Date	Status	Owner and/or Predecessors in Interest
				ENTERPRISE CONTENT			
007663-04495	US	13/154,260		METHOD AND SYSTEM FOR MANAGING ENTERPRISE CONTENT	6/6/2011	PENDING	OPEN TEXT CORP.

2. FOREIGN PATENT AND APPLICATIONS

Docket No.	Country	Serial No.	Patent & Publication No.	Title	Filing Date	Status	Owner and/or Predecessors in Interest
007663-04007	AU	2001267199	2001267199	WEB-BASED GROUPWARE SYSTEM	6/ 8/2001	ISSUED 7/31/2008	OPEN TEXT CORP.
007663-04411	DE	N/A		METHOD AND SYSTEM FOR MANAGING ENTERPRISE CONTENT	10/22/2008	WITH-DRAWN	OPEN TEXT CORP.
007663-04002	EP	01944802.6	1287476	WEB-BASED GROUPWARE SYSTEM	6/ 8/2001	PUBLISHED	OPEN TEXT CORP.
007663-14002	EP	10183500.7		WEB-BASED GROUPWARE SYSTEM	6/ 8/2001	PENDING	OPEN TEXT CORP.
007663-05002	EP	01968235.0		METHOD, SYSTEM, APPARATUS, AND CONTENT MODEL FOR THE CREATION, MANAGEMENT, STORAGE, AND PRESENTATION OF DYNAMIC OBJECTS	8/29/2001	PENDING	OPEN TEXT CORP.
007663-	EP	11171754.2		METHOD,	8/29/2001	PENDING	OPEN TEXT

Docket No.	Country	Serial No.	Patent & Publication No.	Title	Filing Date	Status	Owner and/or Predecessors in Interest
15002				SYSTEM, APPARATUS, AND CONTENT MODEL FOR THE CREATION, MANAGEMENT, STORAGE, AND PRESENTATION OF DYNAMIC OBJECTS			CORP.
007663-06002	EP	02709491.1	1360566	LIVE NAVIGATION WEB-CONFERENCEING SYSTEM AND METHOD	2/12/2002	PUBLISHED	OPEN TEXT CORP., ELOQUENT, INC.
007663-16002	EP	11167162.4	2362576	LIVE NAVIGATION WEB-CONFERENCEING SYSTEM AND METHOD	2/12/2002	PUBLISHED	OPEN TEXT CORP., ELOQUENT, INC.
007663-05102	EP	05772174.8	1769319	SYSTEMS AND METHODS FOR DYNAMIC MENUS	6/ 2/2005	PUBLISHED	OPEN TEXT CORP.
007663-07002	EP	05793475.4	1789888	SYSTEMS AND METHODS FOR COLLABORATION	9/ 1/2005	PUBLISHED	OPEN TEXT CORP.
007663-04402	EP	08842845.3	2203877	METHOD AND SYSTEM FOR MANAGING ENTERPRISE CONTENT	10/22/2008	PUBLISHED	OPEN TEXT CORP.
007663-14402	EP	10175121.2	2270724	METHOD AND SYSTEM FOR MANAGING ENTERPRISE CONTENT	10/22/2008	PUBLISHED	OPEN TEXT CORP.
007663-24402	EP	10175123.8	2270725	METHOD AND SYSTEM FOR MANAGING	10/22/2008	PUBLISHED	OPEN TEXT CORP.

Docket No.	Country	Serial No.	Patent & Publication No.	Title	Filing Date	Status	Owner and/or Predecessors in Interest
				ENTERPRISE CONTENT			
007663-04412	FR	N/A		METHOD AND SYSTEM FOR MANAGING ENTERPRISE CONTENT	10/22/2008	WITH-DRAWN	OPEN TEXT CORP.
007663-04410	GB	N/A		METHOD AND SYSTEM FOR MANAGING ENTERPRISE CONTENT	10/22/2008	WITH-DRAWN	OPEN TEXT CORP.
007663-05001	WO	PCT/US01/26917		METHOD, SYSTEM, APPARATUS, AND CONTENT MODEL FOR THE CREATION, MANAGEMENT, STORAGE, AND PRESENTATION OF DYNAMIC OBJECTS	8/29/2001	EXPIRED	OPEN TEXT CORP.
007663-06001	WO	PCT/US02/04138		LIVE NAVIGATION WEB-CONFERENCING SYSTEM AND METHOD	2/12/2002	EXPIRED	OPEN TEXT CORP., ELOQUENT, INC.
007663-05101	WO	PCT/US05/19433		SYSTEMS AND METHODS FOR DYNAMIC MENUS	6/ 2/2005	EXPIRED	OPEN TEXT CORP.
007663-07001	WO	PCT/US05/30982	WO 2006/028850	SYSTEMS AND METHODS FOR COLLABORATION	9/ 1/2005	EXPIRED	OPEN TEXT CORP.
007663-04401	WO	PCT/US08/0781	WO 2009/055465	METHOD AND SYSTEM FOR MANAGING ENTERPRISE CONTENT	10/22/2008	PUBLISHED	OPEN TEXT CORP.

SCHEDULE B

CANADIAN PATENTS AND PATENT APPLICATIONS

Docket No.	Canadian Application No.	Patent No.	Title	Status	Filing Date/ Issue Date	Owner and/or Predecessors in Interest
007663-05004	CA 2,420,418		METHOD, SYSTEM, APPARATUS, AND CONTENT MODEL FOR THE CREATION, MANAGEMENT, STORAGE, AND PRESENTATION OF DYNAMIC OBJECTS	PENDING	8/29/2001	OPEN TEXT CORP.
007663-06004	CA 2,438,194		LIVE NAVIGATION WEB-CONFERENCEING SYSTEM AND METHOD	PENDING	2/12/2002	OPEN TEXT CORP., ELOQUENT, INC.
007663-04004	CA 2,221,026		SYSTEM AND METHOD FOR PROVIDING INTERNET-BASED GROUPWARE APPLICATION FUNCTIONALITY	ABANDONED	11/ 7/1997	INVOLV INTL. CORP., BROKERCOM INC., OPEN TEXT CORP.
007663-04084	CA 2,221,790	2,221,790	WEB-BASED GROUPWARE SYSTEM	ISSUED	11/19/1997 8/21/2007	INVOLV INTL. CORP., BROKERCOM INC., OPEN TEXT CORP.

SCHEDULE C

Documentation

[See Attached]

Patent Assignment Abstract of Title

*NOTE: Results display only for issued patents and published applications.
For pending or abandoned applications please consult USPTO staff.*

Total Assignments: 5

Patent #: 7085842 **Issue Dt:** 08/01/2006 **Application #:** 09782172 **Filing Dt:** 02/12/2001
Publication #: 20020112004 **Pub Dt:** 08/15/2002
Inventors: Clifford A. Reid, Murray Low, Charles R. Anderson, Neal Rutta, Kenneth R. Grant
Title: LIVE NAVIGATION WEB-CONFERENCING SYSTEM AND METHOD

Assignment: 1

Reel/Frame: 012414/0047 **Recorded:** 12/31/2001 **Pages:** 4
Conveyance: CORRECTION ON SERIAL NUMBER ON REEL 012026 FRAME 0077.
Assignors: REID, CLIFFORD A. **Exec Dt:** 07/23/2001

LOW, MURRAY **Exec Dt:** 07/24/2001

ANDERSON, CHARLES R. **Exec Dt:** 07/23/2001

RUTTA, NEAL **Exec Dt:** 07/23/2001

GRANT, KENNETH R. **Exec Dt:** 07/23/2001

Assignee: ELOQUENT, INC.
2000 ALAMEDA DE LAS PULGAS
SAN MATEO, CALIFORNIA 94403

Correspondent: MORRISON & FOERSTER LLP
MICHAEL MAURIEL
425 MARKET STREET
SAN FRANCISCO, CA 94105-2482

Assignment: 2

Reel/Frame: 012026/0077 **Recorded:** 07/30/2001 **Pages:** 3
Conveyance: ASSIGNMENT OF ASSIGNORS INTEREST (SEE DOCUMENT FOR DETAILS).
Assignors: REID, CLIFFORD A. **Exec Dt:** 07/24/2001

LOW, MURRAY **Exec Dt:** 07/24/2001

ANDERSON, CHARLES R. **Exec Dt:** 07/24/2001

RUTTA, NEAL **Exec Dt:** 07/24/2001

GRANT, KENNETH R. **Exec Dt:** 07/24/2001

Assignee: ELOQUENT, INC.
2000 ALAMEDA DE LAS PULGAS
SAN MATEO, CALIFORNIA 94403

Correspondent: MORRISON & FOERSTER, LLP
MICHAEL MAURIEL
425 MARKET STREET
SAN FRANCISCO, CALIFORNIA 94105-2482

Assignment: 3

Reel/Frame: 015533/0471 **Recorded:** 06/30/2004 **Pages:** 3

Conveyance: CHANGE OF NAME (SEE DOCUMENT FOR DETAILS).

Assignor: ELOQUENT INC.

Exec Dt: 06/18/2003

Assignee: ELOQUENT OPEN TEXT INC.

2000 ALAMEDA DE LAS PULGAS
SAN MATEO, CALIFORNIA 94403

Correspondent: WINSTON & STRAWN

JEFFREY M. SEARS
1400 L STREET, N.W.
PATENT DEPARTMENT
WASHINGTON, DC 20005-3502

Assignment: 4

Reel/Frame: 015533/0491

Recorded: 06/30/2004

Pages: 11

Conveyance: CHANGE OF NAME (SEE DOCUMENT FOR DETAILS).

Assignor: ELOQUENT OPEN TEXT INC.

Exec Dt: 06/18/2003

Assignee: OPEN TEXT ELOQUENT INC.

2000 ALAMEDA DE LAS PULGAS
SAN MATEO, CALIFORNIA 94403

Correspondent: WINSTON & STRAWN

JEFFREY M. SEARS
1400 L STREET, N.W.
PATENT DEPARTMENT
WASHINGTON, DC 20005-3502

Assignment: 5

Reel/Frame: 015533/0502

Recorded: 06/30/2004

Pages: 3

Conveyance: ASSIGNMENT OF ASSIGNORS INTEREST (SEE DOCUMENT FOR DETAILS).

Assignor: OPEN TEXT ELOQUENT INC.

Exec Dt: 05/27/2004

Assignee: OPEN TEXT CORPORATION

185 COLUMBIA STREET WEST
WATERLOO, ONTARIO, CANADA N2L5Z

Correspondent: WINSTON & STRAWN LLP

JEFFREY M. SEARS
425 MARKET STREET
SAN FRANCISCO, CA 94105-2482

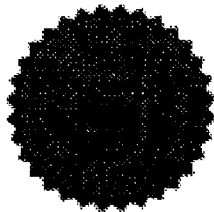
Delaware

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 "ELOQUENT OPEN TEXT INC.", CHANGING ITS NAME FROM "ELOQUENT OPEN TEXT INC." TO "OPEN TEXT ELOQUENT INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF JULY, A.D. 2003, AT 8:26 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

2490863 8100

AUTHENTICATION: 2512680

030443206

DATE: 07-07-03

PATENT
REEL: 027187 FRAME: 0442

**CERTIFICATE OF AMENDMENT OF CERTIFICATE OF
INCORPORATION
OF
ELOQUENT OPEN TEXT INC.**

ELOQUENT, INC. (the "Company"), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "General Corporation Law"),

DOES HEREBY CERTIFY:

1. That the name of the Company is Eloquent Open Text Inc., and the date of filing the original Certificate of Incorporation of the Company with the Secretary of State of the State of Delaware is March 29, 1995.

2. That the Board of Directors of the Company duly adopted resolutions proposing to amend the Company's Restated and Amended Certificate of Incorporation, declaring said amendment to be advisable and in the best interests of the Company and its stockholders, and authorizing the appropriate officers of the Company to solicit the consent of the stockholders therefor, which resolutions setting forth the proposed amendment is as follows:

RESOLVED, that Article I. of the Company's Certificate of Incorporation be amended and restated to read in its entirety as follows:

The name of the corporation is Open Text Eloquent Inc. (the "Company").

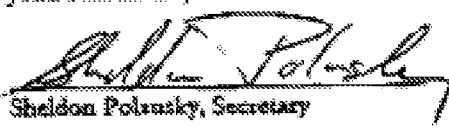
3. The foregoing amendment was approved by the holders of the requisite number of shares of the Company in accordance with Section 228 of the General Corporation Law.

4. That said amendment was duly adopted in accordance with the provisions of Sections 242 of the General Corporation Law.

IN WITNESS WHEREOF, this Certificate of Amendment has been executed by the Chairman and Secretary of the Company this 18 day of June, 2003, who affirms that the statements made herein are true and correct.

ELOQUENT OPEN TEXT INC.

John Shackleton, President


Sheldon Polinsky, Secretary

**CERTIFICATE OF AMENDMENT OF CERTIFICATE OF
INCORPORATION
OF
ELOQUENT OPEN TEXT INC.**

ELOQUENT, INC. (the "Company"), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "General Corporation Law"),

DOES HEREBY CERTIFY:

1. That the name of the Company is Eloquent Open Text Inc. and the date of filing the original Certificate of Incorporation of the Company with the Secretary of State of the State of Delaware is March 29, 1995.

2. That the Board of Directors of the Company duly adopted resolutions proposing to amend the Company's Restated and Amended Certificate of Incorporation, declaring said amendment to be advisable and in the best interests of the Company and its stockholders, and authorizing the appropriate officers of the Company to solicit the consent of the stockholders therefor, which resolutions setting forth the proposed amendment is as follows:

RESOLVED, that Article I. of the Company's Certificate of Incorporation be amended and restated to read in its entirety as follows:

The name of the corporation is Open Text Eloquent Inc. (the "Company").

3. The foregoing amendment was approved by the holders of the requisite number of shares of the Company in accordance with Section 228 of the General Corporation Law.

4. That said amendment was duly adopted in accordance with the provisions of Sections 242 of the General Corporation Law.

IN WITNESS WHEREOF, this Certificate of Amendment has been executed by the Chairman and Secretary of the Company this 18 day of June, 2003, who affirms that the statements made herein are true and correct.

ELOQUENT OPEN TEXT INC.


John Shackleton, President

Sheldon Polansky, Secretary

FROM CT WILMINGTON - 302_655_4236

(WED) 6.25'03 16:57/ST.16:56/NO.4260103875 P 2

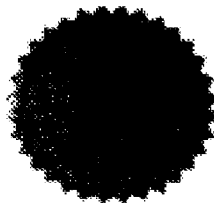
Delaware

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 "ELOQUENT, INC.", CHANGING ITS NAME FROM "ELOQUENT, INC." TO "ELOQUENT OPEN TEXT INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JUNE, A.D. 2003, AT 3:14 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

2490863 8100

AUTHENTICATION: 2494166

030416475

DATE: 06-25-03

**CERTIFICATE OF AMENDMENT OF CERTIFICATE OF
INCORPORATION
OF
ELOQUENT, INC.**

ELOQUENT, INC. (the "Company"), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "General Corporation Law"),

DOES HEREBY CERTIFY:

1. That the name of the Company is Eloquent, Inc., and the date of filing the original Certificate of Incorporation of the Company with the Secretary of State of the State of Delaware is March 29, 1995.

2. That the Board of Directors of the Company duly adopted resolutions proposing to amend the Company's Restated and Amended Certificate of Incorporation, declaring said amendment to be advisable and in the best interests of the Company and its stockholders, and authorizing the appropriate officers of the Company to solicit the consent of the stockholders therefor, which resolutions setting forth the proposed amendment is as follows:

RESOLVED, that Article I. of the Company's Certificate of Incorporation be amended and restated to read in its entirety as follows:

The name of the corporation is Eloquent Open Text Inc. (the "Company").

3. The foregoing amendment was approved by the holders of the requisite number of shares of the Company in accordance with Section 228 of the General Corporation Law.

4. That said amendment was duly adopted in accordance with the provisions of Sections 242 of the General Corporation Law.

IN WITNESS WHEREOF, this Certificate of Amendment has been executed by the Chairman and Secretary of the Company this 19th day of June 2003, who affirms that the statements made herein are true and correct.

ELOQUENT, INC.

/s/ John Shackleton
John Shackleton, President

/s/ Sheldon Polansky
Sheldon Polansky, Secretary

F7702122075.1

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:35 PM 06/24/2003
FILED 03:14 PM 06/24/2003
BY 030414475 - 2490863 FILE



Industry Canada

Industrie Canada

**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

OPEN TEXT CORPORATION

448220-4

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Richard G. Shaw
Director - Directeur

July 1, 2008 / le 1 juillet 2008

Date of Amalgamation - Date de fusion

Canada



Industry Canada
Canada Business
Corporations Act

Industrie Canada
Loi canadienne sur les
sociétés par actions

FORM 9
ARTICLES OF AMALGAMATION
(SECTION 185)

FORMULE 9
STATUTS DE FUSION
(ARTICLE 185)

1- Name of the Amalgamated Corporation
OPEN TEXT CORPORATION

2- The province or territory in Canada where the registered office is to be situated
Ontario

3- The classes and any maximum number of shares that the corporation is authorized to issue
The Schedule 1 annexed hereto is incorporated in this form.

4- Restrictions, if any, on share transfers
None

5- Number (or minimum and maximum number) of directors
Minimum of 3; maximum of 15

6- Restrictions, if any, on business the corporation may carry on
None

7- Other provisions, if any
The Schedule 2 annexed hereto is incorporated in this form.

8- The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows

☐ 183 ☒ 184(1) ☐ 184(2)

Name of the amalgamating corporations Dénomination sociale des sociétés fusionnantes	Corporation No. N° de la société	Signature	Date	Title Titre	Tel. No. N° de tél.
Open Text Corporation	434350-6	<i>[Signature]</i>	Jun 17, 2008	Officer/Director	905-762-6121
Hummingbird Ltd.	438632-9	<i>[Signature]</i>	Jun 17, 2008	Director/Officer	905-762-6121
Brokerscom Inc.	447932-7	<i>[Signature]</i>	Jun 17, 2008	Director/Officer	905-762-6121

FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT

4482204

IC 5180 (2007/08)

Canada

Documents prepared using Fast Company, by De Process Software Ltd., Toronto, Ontario (416) 332-6111 or (800) 567-7848

RECEIVED TIME JUN. 23. 2:43PM

PATENT
REEL: 027187 FRAME: 0448

SCHEDULE 1

AUTHORIZED CAPITAL

The Corporation is authorized to issue an unlimited number of First Preference Shares and an unlimited number of Common Shares. The rights, privileges, restrictions and conditions attaching to each class is set out below:

1. FIRST PREFERENCE SHARES**1.1 Issuable in Series:**

The First Preference shares may, at any time and from time to time, be issued in one or more series, each series to consist of such number of shares as may, before the issue thereof, be fixed by the directors of the Corporation. The directors of the Corporation may, before issuance and subject as hereinafter provided, determine the designation, rights, privileges, restrictions and conditions attaching to the First Preference Shares of each series including, without limiting the generality of the foregoing:

- (a) the rate, amount or method of calculation of any dividends, whether cumulative, non-cumulative or partially cumulative, and whether such rate, amount or method of calculation shall be subject to change or adjustment in the future, the currency or currencies of payment, the date or dates and place or places of payment thereof and the date or dates from which any such dividends shall accrue;
- (b) any right of redemption and/or purchase and the redemption or purchase prices and terms and conditions of any such right;
- (c) any right of retraction vested in the holders of the First Preference Shares of such series and the prices and terms and conditions of any such rights and whether any other rights of retraction may be vested in such holders in the future;
- (d) any voting rights;
- (e) any conversion rights;
- (f) any rights upon dissolution, liquidation or winding-up of the Corporation;
- (g) any sinking fund or purchase fund;
- (h) any purchase obligation; and
- (i) any other provisions attaching to any such series of First Preference Shares.

110910.1

RECEIVED TIME JUN. 23. 2:43PM

PATENT
REEL: 027187 FRAME: 0449

- 2 -

1.2 Priority:

The First Preference Shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank on a parity with the First Preference Shares of every other series and be entitled to preference over the Common Shares and over any other shares of the Corporation ranking junior to the First Preference Shares. In addition to and without limiting the generality of the foregoing, if any amount:

(a) of cumulative dividends, whether or not declared, or declared non-cumulative dividends; or

(b) payable on return of capital in the event of the liquidation, dissolution or winding up of a Corporation.

In respect of shares of a series is not paid in full, the shares of the series shall participate ratably with the shares of all other series of the same class in respect of,

(c) all accumulated cumulative dividends, whether or not declared, and all declared non-cumulative dividends; or

(d) all amounts payable on return of capital in the event of the liquidation, dissolution or winding up of the Corporation.

as the case may be.

2. COMMON SHARES

2.1 The holders of the Common Shares are entitled to receive:

(a) such dividends as the directors in their discretion may declare, regardless of whether dividends are declared on any other class of shares;

(b) the holders of the Common Shares are entitled to receive notice of and to attend all meetings of the shareholders of the Corporation, except meetings at which holders of another specified class of shares are exclusively entitled to vote, and are entitled to one vote for each Common Share held on all votes taken at such meetings; and

(c) any remaining property of the Corporation on liquidation, dissolution or wind-up of the Corporation, whether voluntary or involuntary, after payment of any amount required to redeem or retract the issued and outstanding First Preference Shares in accordance with the terms of their Issuance.

118921011

RECEIVED TIME JUN. 23. 2:43PM

PATENT
REEL: 027187 FRAME: 0450

SCHEDULE 2

OTHER PROVISIONS

Authorization to Appoint Additional Directors

The directors may, within the maximum number permitted by the articles, appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of the shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.

115143.1

RECEIVED TIME JUN. 23. 2:43PM

PATENT
REEL: 027187 FRAME: 0451



Industry Canada Industrie Canada
Corporations Canada Corporations Canada

Form 2

Initial Registered Office Address and First Board of Directors

(To be filed with Articles of Incorporation, Amalgamation and Continuance)
(Sections 19 and 106 of the Canada Business Corporations Act (CBCA))

Changes to the registered office or the board of directors are to be made by filing Form 3 — Change of Registered Office Address or Form 6 — Changes Regarding Directors.

Instructions

1 At least 25 per cent of the directors of a corporation must be Canadian residents. If a corporation has four directors or less, at least one director must be a Canadian resident (subsection 105(3) of the Canada Business Corporations Act (CBCA)).

If the corporation is a "distributing" corporation, there must be at least three directors.

However, the board of directors of corporations operating in uranium mining, book publishing and distribution, book sale or film and video distribution must be comprised of a majority of Canadian residents (subsection 105(3.1) of the CBCA). If the space available is insufficient, please attach a schedule to the form.

Declaration

In the case of an incorporation, the form must be signed by the incorporator. In the case of an amalgamation or a continuance, this form must be signed by a director or an officer of the corporation (subsection 262(2) of the CBCA).

General

The information you provide in this document is collected under the authority of the CBCA and will be stored in personal information bank number IC/PPU-049. Personal information that you provide is protected under the provisions of the Privacy Act. However, public disclosure pursuant to section 266 of the CBCA is permitted under the Privacy Act.

If you require more information, please consult our web-site at www.corporationscanada.gc.ca or contact us at 613-941-9042 (Ontario region), toll-free at 1-866-333-5556 or by email at corporationscanada@ic.gc.ca.

File documents online
(except for Articles of Amalgamation):
Corporations Canada Online Filing Centre:
www.corporationscanada.gc.ca

Or send documents by mail
**Director General,
Corporations Canada
Jean Edmonds Tower South
9th Floor
385 Laurier Ave. West
Ottawa ON K1A 0G8**

By Facsimile
613-941-0999

1 Corporation name

OPEN TEXT CORPORATION

2 Address of registered office (must be a street address, a P.O. Box is not acceptable)

275 FRANK TOMPA DRIVE

NUMBER AND STREET NAME

WATERLOO

ONTARIO

N2L 0A1

CITY

PROVINCE/TERRITORY

POSTAL CODE

3 Mailing address (if different from the registered office)

SAME AS ABOVE ☒

ATTENTION OF

NUMBER AND STREET NAME

CITY

PROVINCE/TERRITORY

POSTAL CODE

4 Members of the board of directors

FIRST NAME	LAST NAME	RESIDENTIAL ADDRESS (must be a street address, a P.O. Box is not acceptable)	CANADIAN RESIDENT (Y/N)
P. Thomas	Jenkins	315 Bushwood Court Waterloo, Ontario N2T 2E5	Yes
Stephen	Sadler	14088 Leslie Street Aurora, Ontario L4G 7C2	Yes
Randy	Fowle	495 Foxhill Place Waterloo, Ontario N2T 1X6	Yes
Ken	Olisa	18 Glamorgan Road, Hampton Wick Kingstree-on-Tham, Surrey, UNITED KINGDOM KT1 4MP	No
Michael	Slaunwhite	23 Davidson Drive Gloucester, Ontario K1J 6L7	Yes

CONTINUED ON SCHEDULE "A"

5 Declaration

I hereby certify that I have relevant knowledge and that I am authorized to sign and submit this form

SIGNATURE

Paul McFeeters

PRINT NAME

(465) 762-6121

TELEPHONE NUMBER

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Canada

IC 2904 (2008/12)

Document prepared using Fast Company, by Da Process Software Ltd., Toronto, Ontario (416) 322-6111 or (866) 367-7648

RECEIVED TIME JUN. 25. 4:29PM

PATENT
REEL: 027187 FRAME: 0452

SCHEDULE "A"

Page 1 of Schedule to

INITIAL REGISTERED OFFICE ADDRESS AND FIRST BOARD OF DIRECTORS
OPEN TEXT CORPORATION

4 Members of the board of directors			
FIRST NAME	LAST NAME	RESIDENTIAL ADDRESS (provide full residential address & P.O. Box if not incorporated)	CONVENE RESIDENT Transfer
John	Shackleton	2 Brighton Place Burr Ridge, Illinois, USA 60521	No
Brian	Jackman	284 Donlea Road Barrington Hills, Illinois, U.S.A. 60010	No
Gail	Hamilton	512 N. River Hills Road Austin, Texas, U.S.A. 78733	No

RECEIVED TIME JUN. 25. 4:29PM

PATENT
REEL: 027187 FRAME: 0453

Thomas, Gerry

To: Fung, Teresa

Subject: RE: Open Text Corporation # 83,374

Hi Teresa,

Attached are the following:

- 1) Certified copy of the Articles of Continuance dated December 29, 2005. (3 sets)
- 2) Certificate of Compliance (2) dated November 7, 2006.

Gerry Thomas

November 7, 2006.

From: Fung, Teresa

Sent: Wednesday, November 01, 2006 3:57 PM

To: Thomas, Gerry

Subject: FW: Open Text Corporation # 83,374

Gerry:

Sorry, the file no. should be 82,374. Thanks.



Teresa Fung
Corporate Law Clerk
Suite 3100, Scotia Plaza, 40 King St. W.
Toronto, ON Canada M5H 3Y2
T 416 865 6614 F 416 865 6636
E tfung@gardiner-roberts.com
www.gardiner-roberts.com

From: Fung, Teresa

Sent: Wednesday, November 01, 2006 10:15 AM

To: Thomas, Gerry

Subject: Open Text Corporation # 83,374

Hi Gerry:

Can you please arrange to obtain a certificate of good standing and a certified copy of the Certificate and Articles of Continuance.

Thanks,
Teresa



Teresa Fung
Corporate Law Clerk
Suite 3100, Scotia Plaza, 40 King St. W.
Toronto, ON Canada M5H 3Y2
T 416 865 6614 F 416 865 6636
E tfung@gardiner-roberts.com
www.gardiner-roberts.com

11/7/2006

PATENT
REEL: 027187 FRAME: 0454



Industry Canada

Industrie Canada

**Certificate
of Continuance**

**Canada Business
Corporations Act**

**Certificat
de prorogation**

**Loi canadienne sur
les sociétés par actions**

BROKERCOM INC.

447932-7

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation was continued under section 187 of the *Canada Business Corporations Act*, as set out in the attached articles of continuance.

Je certifie que la société susmentionnée a été prorogée en vertu de l'article 187 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de prorogation ci-jointes.

Richard G. Shaw
Director - Directeur

June 6, 2008 / le 6 juin 2008

Date of Continuance - Date de la prorogation

Canada

**PATENT
REEL: 027187 FRAME: 0455**



Industry Canada Industrie Canada
Canada Business Corporations Act Loi canadienne sur les sociétés par actions

FORM 11
ARTICLES OF CONTINUANCE
(SECTION 187)

FORMULAIRE 11
CLAUSES DE PROROGATION
(ARTICLE 187)

1 -- Name of the Corporation BROKERCOM INC.		Dénomination sociale de la société		2 -- Taxation Year End Fin de l'année d'imposition M D - J 06 30	
3 -- The province or territory in Canada where the registered office is to be situated Ontario		La province ou le territoire au Canada où se situera le siège social			
4 -- The classes and the maximum number of shares that the corporation is authorized to issue The Corporation is authorized to issue an unlimited number of common shares.		Catégories et le nombre maximal d'actions que la société est autorisée à émettre			
5 -- Restrictions, if any, on share transfers See Schedule "A"		Restrictions sur le transfert des actions, s'il y a lieu			
6 -- Number (or minimum and maximum number) of directors Minimum of 1, maximum of 10		Nombre (ou nombre minimal et maximal) d'administrateurs			
7 -- Restrictions, if any, on business the corporation may carry on None		Limites imposées à l'activité commerciale de la société, s'il y a lieu			
8 -- (1) If change of name effected, previous name N/A (2) Details of incorporation Certificate and Articles of Amalgamation dated July 1, 2007.		(1) S'il y a changement de dénomination sociale, indiquer la dénomination sociale antérieure (2) Détails de la constitution			
9 -- Other provisions, if any The Corporation shall be entitled to a lien on a share registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation.		Autres dispositions, s'il y a lieu			
Signature 	Printed Name - Nom en lettres moulées John Shackleton	10 -- Capacity of - En qualité de Director/Officer		11 -- Tel. No. - N° de tél. 847 267 9330	

FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT

Schedule "A"

The right to transfer shares of the Corporation shall be restricted in that no shares shall be transferred without either:

- (a) the consent of the directors expressed by resolution passed by the board of directors at a meeting of directors or by instrument or instruments signed by a majority of directors, which consent may be given either prior or subsequent to the time of transfer of such shares; or
- (b) the consent of the holders of a majority of the outstanding shares entitled to vote of the Corporation expressed by resolution passed at a meeting of the shareholders or by an instrument or instruments signed by the holders of a majority of such shares, which consent may be given either prior or subsequent to the time of transfer of such shares.

S:\86\86470\Continuance of Brokercom\Sch A to the Articles.doc



Initial Registered Office Address and First Board of Directors

(To be filed with Articles of Incorporation, Amalgamation and Continuance)
(Sections 19 and 106 of the *Canada Business Corporations Act (CBCA)*)

Form 2

Changes to the registered office or the board of directors are to be made by filing Form 3 — Change of Registered Office Address or Form 6 — Changes Regarding Directors.

Instructions

4 At least 25 per cent of the directors of a corporation must be Canadian residents. If a corporation has four directors or less, at least one director must be a Canadian resident (subsection 105(3) of the *Canada Business Corporations Act (CBCA)*).

If the corporation is a "distributing" corporation, there must be at least three directors.

However, the board of directors of corporations operating in uranium mining, book publishing and distribution, book sale or film and video distribution must be comprised of a majority of Canadian residents (subsection 105(3.1) of the CBCA). If the space available is insufficient, please attach a schedule to the form.

5 Declaration

In the case of an incorporation, this form must be signed by the incorporator. In the case of an amalgamation or a continuance, this form must be signed by a director or an officer of the corporation (subsection 262.(2) of the CBCA).

General

The information you provide in this document is collected under the authority of the CBCA and will be stored in personal information bank number IC/PPU-049. Personal information that you provide is protected under the provisions of the *Privacy Act*. However, public disclosure pursuant to section 266 of the CBCA is permitted under the *Privacy Act*.

If you require more information, please consult our web-site at www.corporationscanada.ic.gc.ca or contact us at 613-941-9042 (Ottawa region), toll-free at 1-866-333-5556 or by email at corporationscanada@ic.gc.ca.

File documents online
(except for Articles of Amalgamation):
**Corporations Canada Online
Filing Centre:**
www.corporationscanada.ic.gc.ca

Or send documents by mail:
**Director General,
Corporations Canada
Jean Edmonds Tower South
9th Floor
365 Laurier Ave. West
Ottawa ON K1A 0C8**

By Facsimile:
613-941-0999

1 Corporation name

BROKERCOM INC.

2 Address of registered office (must be a street address, a P.O. Box is not acceptable)

275 Frank Tompa Drive

NUMBER AND STREET NAME

Waterloo

Ontario

N2L 0A1

CITY

PROVINCE/TERRITORY

POSTAL CODE

3 Mailing address (if different from the registered office)

SAME AS ABOVE ☒

ATTENTION OF

NUMBER AND STREET NAME

CITY

PROVINCE/TERRITORY

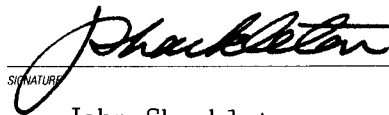
POSTAL CODE

4 Members of the board of directors

FIRST NAME	LAST NAME	RESIDENTIAL ADDRESS (must be a street address, a P.O. Box is not acceptable)	CANADIAN RESIDENT (Yes/No)
Paul	McFeeters	53 Lee Avenue, Toronto, Ontario M4E 2P1	Yes
John	Shackleton	2 Brighton Place, Burr Ridge, Illinois USA 60521	No

5 Declaration

I hereby certify that I have relevant knowledge and that I am authorized to sign and submit this form.



SIGNATURE

John Shackleton

PRINT NAME

(847) 267 9330

TELEPHONE NUMBER

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

**** RECEIPT/REÇU ****

INDUSTRY CANADA / INDUSTRIE CANADA
CORPORATIONS CANADA
365 LAURIER WEST / OUEST
TOUR JEAN EDMONDS TOWER SOUTH / SUD
9TH / 9IEME, OTTAWA, ON. K1A 0C8

06-Jun-2008 11:48 PAHWAM

BATCH: 2522 TRAN: 364474
RECEIPT ISSUED TO / REÇU ÉMIS À:

GARDINER ROBERTS LLP

4479327	CONTINUANCE CBCA
KC359 1 @ \$200.00	\$200.00

TOTAL	\$200.00	TOTAL
-------	----------	-------

CHEQUE / CHÈQUE:	\$200.00	
CHEQUE NUMBER / NUMÉRO DU CHÈQUE:	065341	

CHANGE DUE \$0.00 MONNAIE

- d) a civil, criminal or administrative action or proceeding pending by or against the corporation may be continued to be prosecuted by or against the body corporate; and
la personne morale remplace la société dans les poursuites civiles, pénales ou administratives intentées par ou contre celle-ci;
- e) a conviction against the corporation may be enforced against the body corporate or a ruling, order or judgement in favour of or against the corporation may be enforced by or against the body corporate.
toute décision judiciaire ou quasi judiciaire rendue en faveur de la société ou contre elle est exécutoire à l'égard de la personne morale.

6. Mark (X) in the box beside the one statement that applies:

Cocher (X) la case correspondant à l'énoncé approprié :

- ☒ The corporation is applying to continue under the laws of another Canadian jurisdiction.
La société présente une demande de maintien en vertu des lois d'une autre autorité législative au Canada.
- ☐ The corporation is applying to continue under the laws of a jurisdiction outside Canada, and this application is accompanied by a legal opinion to the effect that the laws of the other jurisdiction meet the requirements set out in 181(9) of the Act.
La société présente une demande de maintien en vertu des lois d'une autorité législative à l'extérieur du Canada et la demande est accompagnée d'un avis juridique stipulant que les lois de l'autre autorité législative répondent à toutes les exigences énoncées au paragraphe 181(9) de la Loi.

7. This application has been authorized by a special resolution.

La présente demande a été autorisée par résolution spéciale.

8. This application is accompanied by consent from the Minister of Finance.

La présente demande est accompagnée du consentement émanant du ministère des Finances.

9. Mark (X) in the box beside the one statement that applies:

Cocher (X) la case correspondant à l'énoncé approprié :

- ☐ The corporation is offering securities to the public within the meaning of subsection 1(6) of the *Business Corporations Act* and consent from the Ontario Securities Commission accompanies this application.
La société offre des valeurs mobilières au public au sens du paragraphe 1(6) de la Loi sur les sociétés par actions et la demande est accompagnée du consentement écrit de la Commission des valeurs mobilières de l'Ontario.
- ☒ The corporation is not offering securities to the public within the meaning of subsection 1(6) of the *Business Corporations Act*.
La société n'offre pas de valeurs mobilières au public au sens du paragraphe 1(6) de la Loi sur les sociétés par actions.

The authorization of the Director for an application for continuance, if provided, expires six months after the date of endorsement of the authorization unless, within the six-month period, the corporation is continued under the laws of the other jurisdiction.

L'autorisation de la demande de maintien à l'extérieur de l'Ontario accordée par le directeur, le cas échéant, devient caduque six mois après la date de l'apposition de l'autorisation sur la demande, sauf si, au cours de cette période, la société est maintenue en vertu des lois de l'autre compétence législative.

The corporation shall file with the Director a copy of the instrument of continuance issued to it by the other jurisdiction within sixty days after the date of issuance.

Dans les soixante jours de la date d'émission, la société doit déposer auprès du directeur un exemplaire de l'acte de maintien émis par l'autre compétence législative.

This application is signed in duplicate.

La présente demande est signée en double exemplaire.

BROKERCOM INC.

Name of Corporation / Dénomination sociale de la société

By/Par :


Signature / Signature

Director/Officer

Description of Office / Fonction

1737472



 Ministry of
Consumer and
Ontario Business Services
CERTIFICATE
This is to certify that these articles
are effective on

Ministère des Services
aux consommateurs
et aux entreprises
CERTIFICAT
Ceci certifie que les présents statuts
entrent en vigueur le

JULY 01 JUILLET, 2007

[Signature]
Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société issue de la fusion (écrire en LETTRES MAJUSCULES SEULEMENT):

[illegible]

2. The address of the registered office is:
Adresse du siège social :

275 Frank Tompa Drive

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro, ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

Waterloo, Ontario

Ontario	N 2 L 0 A 1
---------	-------------

(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)

(Postal Code /
Code postal)

3. Number of directors is/are: or minimum and maximum number of directors is/are:
 Nombre d'administrateurs: ou nombres minimum et maximum d'administrateurs :
 Number or minimum and maximum
 Nombre ou minimum et maximum

	1	'10
--	---	-----

4. The director(s) is/are:
Administrateur(s) :

First name, middle names
and surname
*Prénom, autres prénoms et nom
de famille*

Address for service, giving Street & No. or R.R. No.,
Municipality, Province, Country and Postal Code
*Domicile élu, y compris la rue et le numéro ou le
numéro de la R.R., le nom de la municipalité, la
province, le pays et le code postal*

Resident Canadian
State 'Yes' or 'No'
Résident canadien
Oui/Non

Paul McFeeters

53 Lee Avenue, Toronto, Ontario M4E 2P1

Yes

John Shackleton

2 Brighton Place, Burr Ridge, Illinois, USA 60521

No

5. Check A or B
 Cocher A ou B

☐

A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.

A) Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

or
ou

☒

B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.

B) Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
 Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

2015603 ONTARIO LIMITED

and are more particularly set out in these articles.
 et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation Year / année Month / mois Day / jour
2015603 Ontario Limited	2015603	2007/06/15
Brokercom Inc.	1338128	2007/06/15
Involv Corporation	1328287	2007/06/15

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None

7. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre:

The Corporation is authorized to issue an unlimited number of common shares;

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:

Not applicable

9. The issue, transfer or ownership of shares is ~~is not~~ restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

The right to transfer shares of the Corporation shall be restricted in that no shares shall be transferred without either:

- (a) the consent of the directors expressed by resolution passed by the board of directors at a meeting of directors or by instrument or instruments signed by a majority of directors, which consent may be given either prior or subsequent to the time of transfer of such shares;
or
- (b) the consent of the holders of a majority of the outstanding shares entitled to vote of the Corporation expressed by resolution passed at a meeting of the shareholders or by an instrument or instruments signed by the holders of a majority of such shares, which consent may be given either prior or subsequent to the time of transfer of such shares.

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

The Corporation shall be entitled to a lien on a share registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.

12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.
Dénomination sociale des sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

2015603 ONTARIO LIMITED

Per: 

Paul McFeeters (Director)

BROKERCOM INC.

Per: 

Paul McFeeters (Director)

INVOLV CORPORATION

Per: 

Paul McFeeters (Director)

SCHEDULE "A"
STATEMENT OF DIRECTOR

I, PAUL MCFEETERS, of the City of Toronto, in the Province of Ontario, state as follows:

1. I am a director of 2015603 Ontario Limited (the "Corporation") and as such have personal knowledge of the matters hereinafter stated.
2. The Corporation desires to amalgamate with Brokercom Inc. and Involv Corporation and continue as one corporation under the name of **BROKERCOM INC.**
3. There are reasonable grounds for believing that:
 - a. each of the amalgamating corporations is and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - b. the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.
5. No creditor has notified the Corporation that he objects to the amalgamation.
6. For the reasons set out in paragraphs 4 and 5 above it is unnecessary for the Corporation to comply with the notice provisions contained in paragraph 178(2)(d) of the *Business Corporations Act* (Ontario).

DATED the 15th day of June, 2007.



PAUL MCFEETERS

SCHEDULE "A"

STATEMENT OF DIRECTOR

I, PAUL MCFEETERS, of the City of Toronto, in the Province of Ontario, state as follows:

1. I am a director of Brokercom Inc. (the "Corporation") and as such have personal knowledge of the matters hereinafter stated.
2. The Corporation desires to amalgamate with 2015603 Ontario Limited and Involv Corporation and continue as one corporation under the name of **BROKERCOM INC.**
3. There are reasonable grounds for believing that:
 - a. each of the amalgamating corporations is and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - b. the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.
5. No creditor has notified the Corporation that he objects to the amalgamation.
6. For the reasons set out in paragraphs 4 and 5 above it is unnecessary for the Corporation to comply with the notice provisions contained in paragraph 178(2)(d) of the *Business Corporations Act* (Ontario).

DATED the 15th day of June , 2007.



PAUL MCFEETERS

SCHEDULE "A"
STATEMENT OF DIRECTOR

I, PAUL MCFEETERS, of the City of Toronto, in the Province of Ontario, state as follows:

1. I am a director of Involv Corporation (the "Corporation") and as such have personal knowledge of the matters hereinafter stated.
2. The Corporation desires to amalgamate with Brokercom Inc. and 2015603 Ontario Limited and continue as one corporation under the name of **BROKERCOM INC.**
3. There are reasonable grounds for believing that:
 - a. each of the amalgamating corporations is and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - b. the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.
5. No creditor has notified the Corporation that he objects to the amalgamation.
6. For the reasons set out in paragraphs 4 and 5 above it is unnecessary for the Corporation to comply with the notice provisions contained in paragraph 178(2)(d) of the *Business Corporations Act* (Ontario).

DATED the 15th day of June, 2007.



PAUL MCFEETERS

Schedule "B"

2015603 ONTARIO LIMITED

The undersigned, being all of the directors of 2015603 ONTARIO LIMITED (the "Corporation"), sign the following resolution:

AMALGAMATION WITH BROKERCOM INC. AND INVOLV CORPORATION

RECITALS:

- A. the Corporation owns all of the issued and outstanding shares of Brokercom Inc. ("Brokercom");
- B. Brokercom, a wholly owned subsidiary of the Corporation, owns all of the issued and outstanding shares of Involv Corporation ("Involv");
- C. the Corporation desires to amalgamate with Brokercom and Involv and to continue as one corporation pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

RESOLVED THAT:

- 1. The Corporation amalgamate with Brokercom and Involv and continue as one Corporation under the name of **BROKERCOM INC.** (the "Amalgamated Corporation").
- 2. Upon the Articles of Amalgamation becoming effective, all shares in the capital of Brokercom and Involv, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof.
- 3. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Corporation.
- 4. The Articles of Amalgamation of the Amalgamated Corporation shall be the same as the Articles of the Corporation.
- 5. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation.
- 6. Any officer or director of the Corporation is authorized to sign the statement, in the form required by subsection 178(2) of the Act, which statement is to be attached to the Articles of Amalgamation.
- 7. Any officer or director of the Corporation is authorized to do all things and sign all documents necessary or desirable to implement the foregoing.

DATED the 15th day of June, 2007.



PAUL MCFEETERS



JOHN SHACKLETON

Schedule "B"

BROKERCOM INC.

The undersigned, being all of the directors of **BROKERCOM INC.** (the "Corporation"), sign the following resolution:

AMALGAMATION WITH 2015603 ONTARIO LIMITED AND INVOLV CORPORATION

RECITALS:

- A. The Corporation is a wholly-owned subsidiary of 2015603 Ontario Limited ("201").
- B. Involv Corporation ("Involv") is a wholly-owned subsidiary of the Corporation.
- C. The Corporation desires to amalgamate with 201 and Involv and to continue as one corporation pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

RESOLVED THAT:

- 1. The Corporation amalgamate with 201 and Involv and continue as one Corporation under the name of **BROKERCOM INC.** (the "Amalgamated Corporation");
- 2. Upon the Articles of Amalgamation becoming effective, all shares of the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
- 3. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of 201;
- 4. The Articles of Amalgamation of the Amalgamated Corporation shall be the same as the Articles of 201;
- 5. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation;
- 6. Any officer or director of the Corporation is authorized to sign the statement, in the form required by subsection 178(2) of the Act, which statement is to be attached to the Articles of Amalgamation; and
- 7. Any officer or director of the Corporation is authorized to do all things and sign all documents necessary or desirable to implement the foregoing.

DATED the 15th day of June, 2007.



PAUL MCFEETERS



JOHN SHACKLETON

Schedule "B"

INVOLV CORPORATION

The undersigned, being all of the directors of INVOLV CORPORATION (the "Corporation"), sign the following resolution:

AMALGAMATION WITH 2015603 ONTARIO LIMITED AND BROKERCOM INC.

RECITALS:

- A. The Corporation is a wholly-owned subsidiary of Brokercom Inc. ("Brokercom").
- B. Brokercom is a wholly-owned subsidiary of 2015603 Ontario Limited ("201").
- C. The Corporation desires to amalgamate with Brokercom and 201 and to continue as one corporation pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

RESOLVED THAT:

- 1. The Corporation amalgamate with 201 and Brokercom and continue as one Corporation under the name of **BROKERCOM INC.** (the "Amalgamated Corporation");
- 2. Upon the Articles of Amalgamation becoming effective, all shares of the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
- 3. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of 201;
- 4. The Articles of Amalgamation of the Amalgamated Corporation shall be the same as the Articles of 201;
- 5. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation;
- 6. Any officer or director of the Corporation is authorized to sign the statement, in the form required by subsection 178(2) of the Act, which statement is to be attached to the Articles of Amalgamation; and
- 7. Any officer or director of the Corporation is authorized to do all things and sign all documents necessary or desirable to implement the foregoing.

DATED the 15th day of June, 2007.


PAUL MCFEETERS


JOHN SHACKLETON



FORM 24

COMPANY NO. 10484

COMPANIES ACT OF BARBADOS

CERTIFICATE OF DISSOLUTION

INVOLV INTERNATIONAL CORPORATION

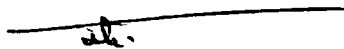
Name of Company


I hereby certify that the Articles of the above-mentioned company was dissolved under the Companies Act pursuant to:

☒ Section 363, 364 or 366 as set out in the attached Articles of Dissolution.

☐ Section 371.

☐ Section 372 or 373 in accordance with the attached court order.



 Registrar of Companies

June 23rd, 2008

Date of Dissolution

PATENT

REEL: 027187 FRAME: 0474



COMPANIES ACT OF BARBADOS
(Section 363 to 370)

ARTICLES OF DISSOLUTION

1. Name of Company
INVOLV INTERNATIONAL CORPORATION

Company Number
10484

2. The Company


has not issued any shares ☐

has no property and no liabilities ☒

has voluntarily resolved to liquidate and dissolve ☐

3. Documents and records of the company shall be kept for six years from date of dissolution by:

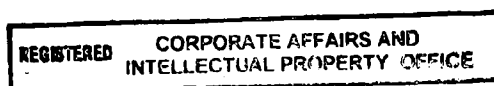
Name	Trevor A. Carmichael of Chancery Corporate Services Limited
Address:	Chancery House, High Street, Bridgetown, Barbados
Occupation	Attorney-at-Law

Date:	March 17 / 2008	Signature:	 John Shackleton	Title:	Director
Date:		Signature:		Title:	
Date:		Signature:		Title:	

For Ministry use only

Company Number: 10484

Filed: 2008-06-23



INVOLV INTERNATIONAL CORPORATION
CERTIFIED SHAREHOLDER'S RESOLUTION

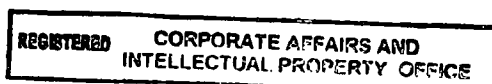
DISSOLUTION:

RESOLVED: That

1. As a special resolution in accordance with section 364 of the Companies Act, the Company be dissolved, in accordance with the Companies Act of Barbados, and the directors be authorised and directed to prepare Articles of Dissolution in the appropriate form.
2. The directors and officers of the Company and each of them be authorised to do all things necessary to complete the liquidation of the Company in accordance with this Special Resolution including, without limitation, the filing of Articles of Dissolution, and such further documents necessary under the Companies Act, the securing of all permissions necessary from any regulatory authority having jurisdiction over the Company and the execution of all documents of whatever nature to give effect to the foregoing.
3. Any one officer or director of the Company is authorised and directed to execute and deliver Articles of Dissolution, in duplicate, in the prescribed form to the appropriate authorities under the Companies Act (Barbados) and to sign and execute all documents and do all things necessary in connection with this resolution.
4. **Trevor A. Carmichael** of Chancery Corporate Services Inc. Chancery House, High Street, Bridgetown, Barbados, be authorised to retain the records of the Company in accordance with the requirements of the Companies Act.
5. The Board of Directors of the Company is hereby authorised to revoke this Special Resolution without approval of the Shareholder of the Company at any time before it is acted upon.

**GENERAL
AUTHORITY:**

RESOLVED: that all actions and decisions, without limitation, taken by the directors and officers of the Company in giving effect to the above referenced transactions be confirmed and ratified; and



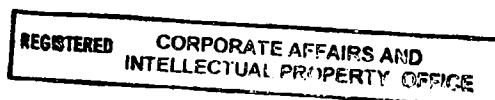
INVOLV INTERNATIONAL CORPORATION

the directors and officers and each of them, is granted every power, discretion or authority to complete the liquidation of the Company and the dissolution of the Company pursuant to the Companies Act and all applicable laws.

I, **John Shackleton**, do hereby certify that I am a Director of INVOLV INTERNATIONAL CORPORATION, a Company incorporated and existing under the laws of Barbados, and that the above is a true and correct copy of a special resolution of the Shareholders of the Company, duly adopted in accordance with the laws of Barbados on 17th day of March, 2008 and that such resolution is now in full force and effect.

Dated this 17th day of March, 2008.


John Shackleton
Director



~~DRAWN AND PREPARED BY~~

TREVOR A. CARMICHAEL
Attorney - at - Law
Chancery Chambers,
High Street
Bridgetown

COMPANIES ACT CAP. 308

DECLARATION

INVOLV INTERNATIONAL CORPORATION

I, John Shackleton of Lincolnshire, Illinois, a director of INVOLV INTERNATIONAL CORPORATION hereby DECLARE to the best of my knowledge and belief that:

1. the Company has ceased to transact business;
2. the sole Shareholder of the Company has duly passed a Special Resolution authorising the dissolution of the Company pursuant to Section 364 of the Companies Act (Barbados);
3. the Company has no remaining assets and liabilities as of the date hereof.

DECLARED by the said
John Shackleton of Lincolnshire, Illinois,
this 17th day of March 2008.

John Shackleton

Before me:


Notary Public



REGISTERED CORPORATE AFFAIRS AND
INTELLECTUAL PROPERTY OFFICE



FORM 6

COMPANY NO. 10484

COMPANIES ACT OF BARBADOS

CERTIFICATE OF AMENDMENT

INVOLV INTERNATIONAL CORPORATION

Name of Company

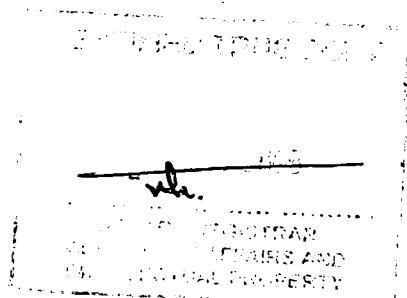
I hereby certify that the Articles of the above-mentioned company were amended.

- ☐ Under Section 15 of the Companies Act in accordance with the attached notice;
- ☐ Under Section 33 of the Companies Act as set out in the attached Articles of Amendment designating a series of shares;
- ☒ Under Section 203 of the Companies Act as set out in the attached Articles of Amendment/~~Re-organisation/Arrangement/Order~~.

Dy. Registrar of Companies^(sg)

May 18th, 1999

Date of Amendment





(13) \$25
48072
FORM 5

COMPANIES ACT OF BARBADOS
(Sections 33 and 203)

ARTICLES OF AMENDMENT

1. Name of Company

2. Company No.

CHANGEPOINT INTERNATIONAL CORPORATION

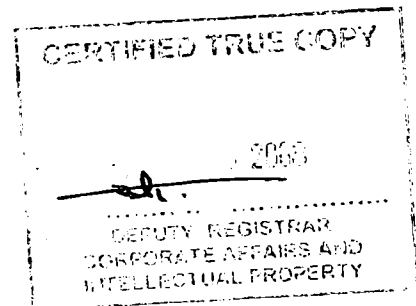
10484

3. The articles of the above named company are amended as follows:

Pursuant to Section 197(1)(a) of the Companies Act Cap. 308 the Articles of Incorporation of the Company be amended as follows:

To change the name of the Company to :

INVOLV INTERNATIONAL CORPORATION



Date	Signature	Title
APRIL 19, 1999	 William Peter Douglas	Director

For Ministry use only

REGISTERED

DEPUTY REGISTRAR AND
INTELLECTUAL PROPERTY OFFICE

PATENT

Company No 10484

Filed 29-11-98

REEL: 027187 FRAME: 0480

COMPANIES ACT OF BARBADOS
(Sections 33 and 203)

SCHEDULE TO ARTICLES OF AMENDMENT

Name of Society	Company No.
CHANGEPOINT INTERNATIONAL CORPORATION	10484

NOTICE IS HEREBY GIVEN that on the 16th day of April, 1999 the following resolution was passed as a Special Resolution of the shareholders of **Changepoint International Corporation**, an International Business Company:

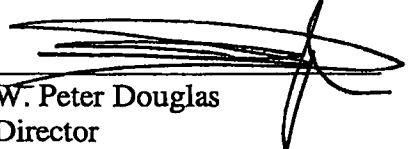
" BE IT RESOLVED: -

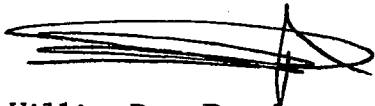
1. THAT the Articles of Incorporation of the Company be amended, pursuant to Section 197(1)(a) of the Companies Act of Barbados, Cap. 308 to change the name of the Company to the following:

INVOLV INTERNATIONAL CORPORATION

2. THAT the directors and officers of the Company, or any one of them be and are hereby authorized and directed, on behalf of the Company, to sign and file with the Registrar of Companies Articles of Amendment, in the prescribed form, and to deliver all other documents and to do all things necessary to effect the said amendment to the Articles."

Certified as a true extract of the special resolution.


W. Peter Douglas
Director

Date	Signature	Title
APRIL 19, 1999	 William Peter Douglas	Director

REGISTERED CORPORATE AFFAIRS AND
INTELLECTUAL PROPERTY OFFICE

PATENT
REEL: 027187 FRAME: 0481



FORM 33

COMPANIES ACT OF BARBADOS
REQUEST FOR NAME SEARCH AND NAME RESERVATION

1. Name, Address and telephone number of person making request:

Hastings Business Services Limited
Hastings, Christ Church
BARBADOS

Telephone No. 437-7478/79

2. Proposed name or names in order of preference:

- (a) ... INVOLV INTERNATIONAL CORPORATION
(b)
(c)

3. Main types of business the company carries on or proposes to carry on:

- (a) ... International Business Company
(b) ... Investing in real estate and/or corporate securities
(c)

4. Derivation of Name:

5. First available name to be reserved: Yes ☒ No ☐

6. Name is for: Change of Name

7. If for a change of name, state present name of company:

CHANGEPOINT INTERNATIONAL CORPORATION

8. If for an amalgamation, state names of amalgamating companies:

Not applicable

For Ministry use only

APPROVED

Names reserved until (specify date)

99-07-15

1-☐ 2-☐ 3-☐

For Director

See attached letter if name not reserved

REGISTERED

COMPANIES ACTS AND
INTELLECTUAL PROPERTY OFFICE

Date received

Request received by

99-04-16

PATENT

CAUTION

REEL: 027187 FRAME: 0482



FORM 6

COMPANY NO. 10484

COMPANIES ACT OF BARBADOS

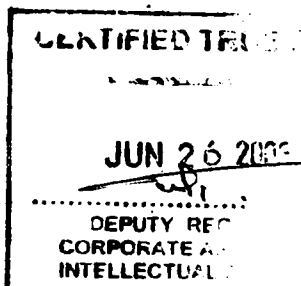
CERTIFICATE OF AMENDMENT

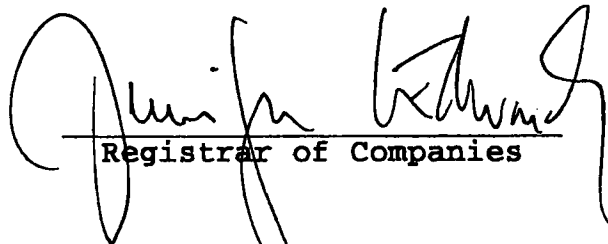
CHANGEPOINT INTERNATIONAL CORPORATION

Name of Company

I hereby certify that the Articles of the above-mentioned company were amended.

- ☐ Under Section 15 of the Companies Act in accordance with the attached notice;
- ☐ Under Section 33 of the Companies Act as set out in the attached Articles of Amendment designating a series of shares;
- ☐ Under Section 203 of the Companies Act as set out in the attached Articles of Amendment/Re-organisation/Arrangement/Order.




Registrar of Companies

April 21st, 1997

Date of Amendment



COMPANIES ACT OF BARBADOS
(Sections 33 and 203)

ARTICLES OF AMENDMENT

FORM 5

1. Name of Company

2. Company No.

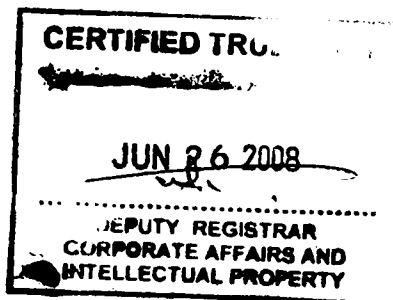
ISLAND BELLS INVESTMENTS LIMITED

10484

3. The articles of the above named company are amended as follows:

Pursuant to Section 197 1 (a) of the Companies Act, Cap. 308 the Articles of Incorporation of the Company dated February 23, 21995 shall be amended to change the name of the Company to:-

CHANGEPOINT INTERNATIONAL CORPORATION



Date	Signature	Title
April 21, 1997	 By: Mary Ellen M. Bourque	Secretary
For Ministry use only	REGISTERED CORPORATE AFFAIRS AND INTELLECTUAL PROPERTY OFFICE	PATENT

REEL: 027187 FRAME: 0484

BARBADOS

ISLAND BELLS INVESTMENTS LIMITED

WHEREAS the Company was incorporated on February 23, 1995;
and

WHEREAS it is proposed to change the name of the Company to
"CHANGEPOINT INTERNATIONAL CORPORATION", and

WHEREAS it is hereby determined that the proposed change of
name shall not breach Section 11 (a) and (b) of the Companies Act,
Cap. 308.

IT IS RESOLVED THAT

The Articles of the Company be amended to change the name of
the Company to "CHANGEPOINT INTERNATIONAL CORPORATION", and that
the Secretary of the Company is hereby authorized and directed to
file Articles of Amendment in the prescribed form with the
Registrar of Companies, and to do any and all things necessary to
give full effect to this resolution.

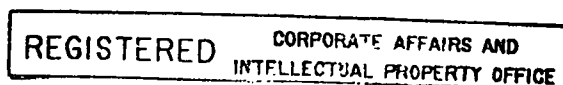
I, Mary Ellen M. Bourque of The Corporate Secretary
Limited, Secretary of ISLAND BELLS INVESTMENTS LIMITED, a company
organized and existing under the Laws of Barbados, do hereby
certify that the above is a true and correct copy of a special
resolution duly adopted by the Shareholder thereof, and that such
resolution is now in full force and effect.

IN WITNESS WHEREOF, I have affixed my name as Secretary
this 21st day of April, 1997.



The Corporate Secretary Limited
Secretary

By: Mary Ellen M. Bourque





FORM 3

10484

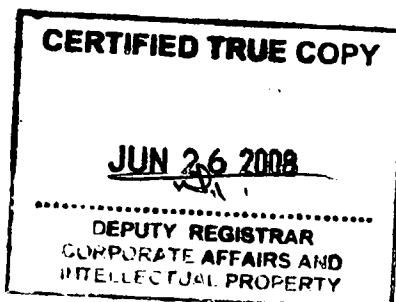
Company No.

COMPANIES ACT OF BARBADOS
CERTIFICATE OF INCORPORATION

ISLAND BELLS INVESTMENTS LIMITED

Name of Company

I hereby certify that the above-mentioned Company, the Articles of Incorporation of which are attached, was incorporated under the Companies Act of Barbados.




Registrar of Companies

95/02/23

Date of Incorporation



\$30.00
1994-12-12
#09755
FORM 33

COMPANIES ACT OF BARBADOS
REQUEST FOR NAME SEARCH AND NAME RESERVATION

77

Name, Address and telephone number of person making request:

Mary Ellen M. Bourque
Cartrust Corporation Limited
'Whitepark House'
White Park Road
Bridgetown, Barbados

Telephone No. 427 8617

2. Proposed name or names in order of preference:

(a) ISLAND BELLS INVESTMENTS LIMITED

(b)

(c)

3. Main types of business the company carries on or proposes to carry on:

(a) INTERNATIONAL BUSINESS COMPANY -- INVESTING IN REAL ESTATE

(b) AND/OR CORPORATE SECURITIES

(c)

4. Derivation of Name: NAME DERIVED FROM CLIENTS IMAGINATION

5. First available name to be reserved: Yes ☒ No ☐

6. Name is for: INCORPORATION OF A COMPANY

7. If for a change of name, state present name of company:

N/A

8. If for an amalgamation, state names of amalgamating companies:

N/A

For Ministry use only

APPROVED

CORPORATE AFFAIRS AND
INTELLECTUAL PROPERTY OFFICE

Names reserved until (specify date)

For Director

1995-03-12
1- ☐ 2- ☐ 3- ☐

See attached letter if name not reserved

Date received

Request received by

REGISTERED

CAUTION

PATENT

Name Reservations are granted in accordance with the conditions on the REEL: 027187 FRAME: 0487



FORM 4

COMPANIES ACT OF BARBADOS

(Section 169(1) and (2))

**NOTICE OF ADDRESS
OR
NOTICE OF CHANGE OF ADDRESS
OF REGISTERED OFFICE**

1. Name of Company

ISLAND BELLS INVESTMENTS LIMITED

2. Company No.

10484

3. Address of Registered Office

c/o The Corporate Secretary Limited
Whitepark House
White Park Road
Bridgetown, Barbados

4. Mailing Address

Same as above

5. If change of address, give previous address of Registered Office.

N/A

6. Date	Signature	Title
February 23, 1995	<i>L deCaires</i> Christie L. deCaires	Incorporator

For Ministry use only

REGISTERED

CORPORATE AFFAIRS AND
INTELLECTUAL PROPERTY OFFICE

Company No.

10484

Filed

1995-02-23

PATENT

REEL: 027187 FRAME: 0488



COMPANIES ACT OF BARBADOS

(Sections 66 & 74)

NOTICE OF DIRECTORS

OR

NOTICE OF CHANGE OF DIRECTORS

1. Name of Company ISLAND BELLS INVESTMENTS LIMITED	2. Company No. 10484
---	--------------------------------

3. Notice is given that on the _____ day of _____ 19____,
the following person(s) was/were appointed director(s):

Name	Mailing Address	Occupation
N/A		

4. Notice is given that on the _____ day of _____ 19____,
the following person(s) ceased to hold office as director(s):

Name	Mailing Address
N/A	

5. The directors of the company as of this date are:

Name	Mailing Address	Occupation
Cartrust Corporation Limited	"Whitepark House"	Director
	White Park Road	
	Bridgetown, Barbados	
6. Date February 23, 1995	Signature <i>deCaires</i> Christie L. deCaires	Incorporator

REGISTERED

CORPORATE AFFAIRS AND
INTELLECTUAL PROPERTY OFFICE

REEL: 027187 FRAME: 0489

COMPANIES ACT CAP. 308 OF THE LAWS OF BARBADOS

Section 4 (3)

DECLARATION

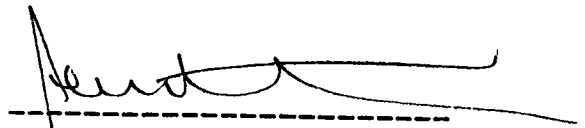
NAME OF COMPANY

ISLAND BELLS INVESTMENTS LIMITED

I, VERE P. BRATHWAITE, of Hampton Chambers, 6 Glenda House, Roebuck Street, Bridgetown, Barbados, Attorney at law, DECLARE that to the best of my knowledge and belief no signatory to the Articles of Incorporation of the above-named Company is an individual described in Section 4 (2) of the Companies Act, Cap. 308 of the Laws of Barbados.

The name of the signatory to the said Articles of Incorporation is Christie L. deCaires.

DECLARED by the said VERE P.)
BRATHWAITE at Bridgetown)
this 23rd day of February 1995)



Before me:


JUSTICE OF THE PEACE

REGISTERED

CORPORATE AFFAIRS AND
INTELLECTUAL PROPERTY OFFICE

PATENT

REEL: 027187 FRAME: 0490



1995-02-23

01830

FORM 1

\$750.00

COMPANIES ACT OF BARBADOS
(Section 5)

ARTICLES OF INCORPORATION

Name of Company

ISLAND BELLS INVESTMENTS LIMITED

Company No:

10484

2. The classes and any maximum number of shares that the Company is authorized to issue

The Company is authorized to issue an unlimited number of shares designated as common shares without nominal or par value.

3. Restriction if any on share transfers

THE ANNEXED SCHEDULE 1 IS INCORPORATED IN THIS FORM.

4. Number (or minimum and maximum number) of Directors

There shall be a minimum of one and a maximum of five directors of the Company.

5. Restrictions if any on business the Company may carry on

The company shall not engage in any business other than international business as defined in the International Business Companies, Act, 1991 - 24.

6. Other provisions if any

THE ANNEXED SCHEDULE 2 IS INCORPORATED IN THIS FORM.

CERTIFIED TRUE COPY

JUN 26 2008

DEPUTY REGISTRAR
CORPORATE AFFAIRS AND
INTELLECTUAL PROPERTY

7. Incorporators

Date February 23, 1995

Names	Address	Signature
Christie L. deCaires	22 Durants	
	Golf Course	
	Christ Church	
	Barbados	

REGISTERED

For Ministry use only

SIGNATURE _____
DATE 95-02-23

Company No. 10484 Filed 1995

CORPORATE PATENT
REEL: 027187 FRAME: 0491

COMPANIES ACT OF BARBADOS
SCHEDULE TO ARTICLES OF INCORPORATION

NAME OF COMPANY: ISLAND BELLS INVESTMENTS LIMITED	COMPANY NO: 10484
--	--------------------------

Schedule 1

No share in the capital of the Company shall be transferred without the approval of the Directors of the Company or of a committee of such Directors evidenced by resolution and the Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any share.

Schedule 2

(a) No more than one-tenth of the sums which, on a liquidation of the company would be recoverable by holders of its share or loan capital would be recoverable directly or indirectly by or for the benefit of persons resident in the Caricom region who are holders of its share capital and who do not carry on an international business;

(b) No more than one-tenth of the assets which, on a liquidation thereof, would be available for distribution after the payment of creditors would be available directly or indirectly for distribution to or for the benefit of individuals resident in the Caricom region;

(c) more than one-tenth

of the interest payable on its loans and loan capital, if any; and

of the dividends payable on its preference shares, if any; and

of the dividends payable on any ordinary share of the company,

which shall be paid directly or indirectly to or for the benefit of individuals resident in the Caricom region.

Any invitation to the public to subscribe for shares or debentures of the Company is prohibited.

Name	Address	Signature
Christie	22 Durants, Golf	
aires	Course, Christ Church	
	Barbados	<i>Loe Aires</i>