

07-27-2000

RECORD THIRD

TRADE



SHEET

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6.28.00

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



Subject: Recording Assignment
Our Ref: 1028-1

Dear Sir or Madam:

Attached for recording against 17 U.S. Application/Registrations identified in Schedule A attached hereto is a **Certificate of Ownership and Merger of PC DOCS, Inc. and PC DOCS I.P., Inc. with and into PC DOCS Holdings, Inc.** which was executed **October 6, 1999.**

From: PC DOCS, Inc., a Delaware Corporation
25 Burlington Mall Road
Burlington, MA 01803

1602053

To: PC DOCS Holdings, Inc., a Florida Corporation
25 Burlington Mall Road
Burlington, MA 01803

A check in the amount of **\$440.00** for recording against **6** applications and **11** registrations is enclosed. In addition, the Commissioner is hereby authorized to charge any deficiency in the fee(s) filed, or asserted to be filed, or which should have been filed herewith (or with any paper hereafter filed in connection with this application by this firm) to our Account No. 14-1140.

Please address all correspondence regarding this document to:

Duane M. Byers
Nixon & Vanderhye PC
1100 North Glebe Road - Eighth Floor
Arlington, Virginia 22201
Tel: (703) 816-4009

To the best of my knowledge and belief, the attached document is true and correct and any attached copy is a true copy of the original document.

Respectfully submitted,

Date: June 28, 2000

Duane M. Byers

Total number of pages and attachments [7 pages and one check]

07/26/2000 DNGUYEN 00000107 1602053

01 FC:481
02 FC:482

40.00 OP
400.00 OP

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Schedule A

MARK	REG/SER NO.	DATE
PC DOCS & Design	1,602,053	06/19/1990
DOCS DESIGNER	1,954,049	02/06/1996
DOCS OPEN	2,004,733	10/01/1996
DOCS INTERCHANGE	2,035,995	02/04/1997
DOCS UNPLUGGED	2,133,133	01/27/1998
CYBERDOCS	2,163,111	06/09/1998
DOCS	2,173,518	07/14/1998
DOCS ROUTING	2,211,526	12/15/1998
DOCS IMAGING	2,213,289	12/22/1998
POWERDOCS	2,224,753	02/15/1999
SMARTDOCS	75/272,690	04/10/1997
DOCSFUSION	2,286,150	10/12/1999
DOCSFUSION ROUTING	75/540,433	08/21/1998
DOCS ESQ.	75/443,257	03/02/1998
DOCSACTIVATOR	75/549,503	09/08/1998
CYBERDOCS ROUTING	75/597,138	11/30/1998
DOCSSITE	75/719,990	06/03/1999

PC DOCS, Inc. (DE Corp.)

434605

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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"PC DOCS, INC.", A DELAWARE CORPORATION,

"PC DOCS I.P., INC.", A DELAWARE CORPORATION,

WITH AND INTO "PC DOCS HOLDINGS, INC." UNDER THE NAME OF "PC DOCS HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF FLORIDA, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF OCTOBER, A.D. 1999, AT 2 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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991422498

AUTHENTICATION: 0012592

DATE: 10-06-99

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**CERTIFICATE OF OWNERSHIP AND MERGER
 OF
 PC DOCS, INC. AND PC DOCS I.P., INC.
 WITH AND INTO
 PC DOCS HOLDINGS, INC.**

Pursuant to Section 253 of the General
 Corporation Law of the State of Delaware

PC DOCS HOLDINGS, Inc., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Corporation owns all of the outstanding shares of stock of each of PC DOCS I.P., Inc., a Delaware corporation, and PC DOCS, Inc., a Delaware corporation.
2. On October 6, 1999, the Board of Directors of the Corporation adopted the resolutions set forth in Annex I hereto to merge PC DOCS I.P., Inc. and PC DOCS, Inc. with and into the Corporation.
3. The name of the surviving corporation is PC DOCS Holdings, Inc.
4. The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of the State of Delaware, as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to the provisions of §262 of the General Corporation Law of the State of Delaware. The surviving corporation irrevocably appoints the Secretary of State of Delaware as its agent for service of process in any such suits or proceedings. The address to which the Secretary of State of Delaware shall mail any service of process received for the surviving corporation is 25 Burlington Mall Road, Burlington, Mass. 01803.

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 02:00 PM 10/06/1999
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5. The effective time of the Merger shall be 2:00 p.m. on October 6, 1999.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed in its corporate name this 6th day of October, 1999.

PC DOCS HOLDINGS, INC.

By: /s/ Inder P.S. Duggal

Name: Inder P.S. Duggal

Title: Secretary

ANNEX 1

RESOLUTIONS ADOPTED BY THE DIRECTORS

OF

PC DOCS HOLDINGS, INC.

BY WRITTEN CONSENT DATED

OCTOBER 6, 1999

RESOLVED, that the Corporation's wholly owned subsidiaries, PC DOCS, Inc., a Delaware corporation and PC DOCS I.P., Inc., a Delaware corporation (each, a "Subsidiary" and together the "Subsidiaries"), be merged with and into the Corporation, which shall be the surviving corporation (the "Surviving Corporation"), pursuant to Section 253 of General Corporation Law of the State of Delaware (the "DGCL") and Section 607.1104 of the Florida Business Corporation Act (the "FBCA");

FURTHER RESOLVED, that the Plan of Merger attached hereto as Appendix A (the "Plan of Merger"), is adopted in all respects;

FURTHER RESOLVED, that the President or any Vice-President or the Secretary or the Assistant Secretary of the Corporation be, and he hereby is, authorized and directed to execute and acknowledge in the name and on behalf of the Corporation a Certificate of Ownership and Merger setting forth, among other things, a copy of these resolutions and the date of their adoption; and that such officer of the Corporation be, and he hereby is, authorized and directed to cause such executed Certificate to be filed in the Office of the Secretary of State of Delaware in accordance with Sections 103 and 253 of the DGCL;

FURTHER RESOLVED, that the President or any Vice-President or the Secretary or the Assistant Secretary of the Corporation be, and he hereby is, authorized and directed to execute and acknowledge in the name and on behalf of the Corporation Articles of Merger setting forth, among other things, the Plan of Merger; and that such officer of the Corporation be, and he hereby is, authorized and directed to cause such executed Articles to be filed with the Florida Department of State in accordance with Sections 607.1105 and 607.0120 of the FBCA;

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FURTHER RESOLVED, that the Merger shall become effective and the corporate existence of the Subsidiary shall cease at the date and time set forth in such Certificate of Ownership and Merger filed with the Secretary of State of Delaware in accordance with Sections 103 and 253 of the DGCL and in the Articles of Merger filed with the Florida Department of State in accordance with Sections 607.1105 and 607.0120 of the FBCA; and

FURTHER RESOLVED, that the Corporation, as sole stockholder of each of PC DOCS, Inc. and P.C. DOCS I.P., Inc. does hereby waive the requirement of Section 607.1104(2) of the FBCA, that the Plan of Merger be mailed to it; and

FURTHER RESOLVED, that the President or any Vice-President or the Secretary or the Assistant Secretary of the Corporation be, and he hereby is, authorized and directed to take or cause to be taken all such further actions and to execute and deliver or cause to be delivered all such further instruments and documents in the name and on behalf of the Corporation, and to incur all such fees and expenses as in his judgement shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolutions and each of them.