



To the Honorable Commissioner of Patents and Trademark

101578126

or copy thereof.

1. Name of conveying party(ies):
MicroStar Software Ltd. *MKS 12.12.01*
 Individual(s) Association
 General Partnership Limited Partnership
 Corporate - State: **Canada**

2. Name and address of receiving party(ies):

Name: **Open Text Corporation**
Internal Address:
Street Address: **185 Columbia Street**
City: **Waterloo - Ontario**

State: **Canada** Zip: **N2L 5Z5**

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporate - State: **Canada**
 Other

Additional name(s) of conveying party(ies) attached? Yes No

Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: **July 1, 2000**

4. Application number(s) or registration number(s): 5

A. Trademark Application Nos.:

B. Trademark Registration No.(s) **2040963**
1863593
1937541
2004610
1390567

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

Name: **Michelle R. Harbottle, Esq.**

Internal Address: **GRAY CARY WARE & FREIDENRICH**
400 Hamilton Avenue
Palo Alto, CA 94301-1823

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41) \$ 140.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: **07-1907**. Please debit any underpayment or credit any overpayment to the above deposit account.

GRAY CARY WARE & FREIDENRICH
(Attach duplicate of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

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

Allyn Taylor, Esq.
Name of Person Signing

Dec 11, 2000
Date

Total number of pages comprising cover sheet: [1]

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

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Ontario Corporation Number
Numéro de la compagnie en Ontario

1427821



Ministry of
Consumer and
Ontario Commercial Relations

Ministère de
la Consommation
et du Commerce

CERTIFICATE

This is to certify that these
articles are effective on

CERTIFICAT

Ceci certifie que les présents
statuts entrent en vigueur le

JULY 01 JULIET, 2000

Carl D. [Signature]
Director / Directeur

BUSINESS CORPORATIONS ACT / Loi sur les sociétés par actions

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

Form 4
Business
Corporations
Act

Formule
numéro 4
Loi sur les
compagnies

1. The name of the amalgamated corporation is: *Dénomination sociale de la compagnie issue de la fusion*

O	P	E	N	T	E	X	T	C	O	R	P	O	R	A	T	I	O	N
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

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

185 Columbia Street West

(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'édifice à bureaux, numéro du bureau)

Waterloo, Ontario

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

N | 2 | L | 5 | 2 | 5

(Postal Code / Code postal)

3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*

MINIMUM OF THREE (3); MAXIMUM OF FIFTEEN (15)

4. The director(s) is/are:

Administrateur(s):

First Name, initials and surname <i>Prénom, initiales et nom de famille</i>	Address for service, giving Street & No. or R.R. No., Municipality and Postal code <i>Domicile élu, y compris la rue et le numéro, le numéro de la R.R., ou le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No <i>Résident Canadien Oui/Non</i>
P. THOMAS JENKINS	315 BUSHWOOD COURT, WATERLOO, ONTARIO N2T 2E5	Y
RICHARD BLACK	38 OLD MILL ROAD, TORONTO, ONTARIO M6S 4J9	Y
STEPHEN SADLER	14800 YONGE STREET, AURORA, ONTARIO L4G 6S6	Y
RANDY FOWLIE	495 FOXHILL PLACE, WATERLOO, ONTARIO N2T 1X6	Y
KEN OLISA	18 GLEMORGAN ROAD, HAMPTON WICK, KINGSTON-ON-THAM, UNITED KINGDOM KT1 4MP	N

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Imprimé sur Papier Recyclé

The director(s) is/are:	Administrateur(s):	Resident Canadian State Yes or No Résident Canadien Oui/Non
First Name, initials and surname Prénom, initiales et nom de famille	Address for service, giving Street & No. or R.R. No., Municipality and Postal code Domicile élu, y compris la rue et le numéro, le numéro de la R.R., ou le nom de la municipalité et le code postal	
MICHAEL SLAUNWHITE	23 DAVIDSON DRIVE, GLOUCESTER, ONTARIO K1J 6L7	Y
PAUL STOYAN	127 ROSLIN AVENUE, TORONTO, ONTARIO M4N 1Z3	Y
JOHN SHACKLETON	2 BRIGHTON PLACE, BURRIDGE, ILLINOIS U.S.A., 60521	N
STANLEY STERN	185 COLUMBIA STREET WEST, WATERLOO ONTARIO, N2L 5Z5	Y

5. (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 compagnie qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les compagnies à la date mentionnée ci-dessous.

Check A or B Cocher A ou B

(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 compagnie qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les compagnies 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

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OPEN TEXT CORPORATION

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des compagnies qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la compagnie en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
OPEN TEXT CORPORATION	1303625	JUNE 26, 2000
MICROSTAR SOFTWARE LTD.	1047999	JUNE 26, 2000
PSSOFTWARE SOLUTIONS LTD.	694205	JUNE 26, 2000
1345303 ONTARIO INC.	1345303	JUNE 26, 2000

DYE & DURHAM
Corporation
Forms-On-Disk

6. Restrictions, if any, concerning 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 compagnie.

None.

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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 compagnie est autorisée à émettre:

The Corporation is authorized to issue an unlimited number of common shares and an unlimited number of First Preference Shares.

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Corporation
Farms-On-Dek

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 is to 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:

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 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.

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

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(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 rateably 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 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.

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 restreinte. Les restrictions, s'il y a lieu, sont les suivantes:

None.

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10. Other provisions, (if any):

Autres dispositions, s'il y a lieu:

None.

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 compagnies 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".

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These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

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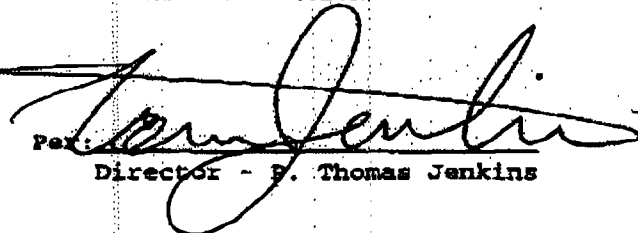
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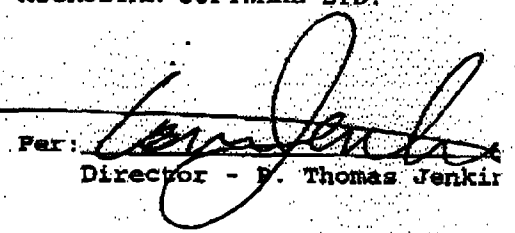
Names of the amalgamating corporations and
signatures and descriptions of office of their proper
officers.

Dénomination sociale des compagnies qui fusionnent,
signature et fonction de leurs dirigeants régulièrement
désignés.

OPEN TEXT CORPORATION

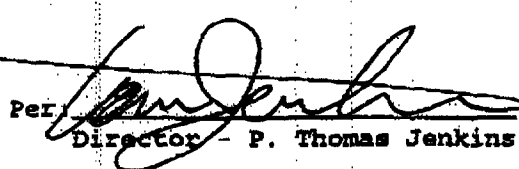
MICROSTAR SOFTWARE LTD.

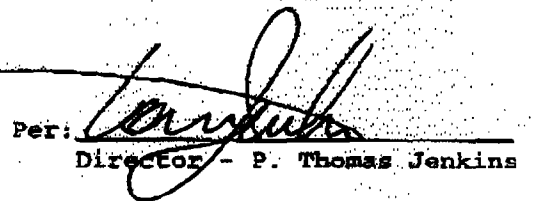
Per: 
Director - P. Thomas Jenkins

Per: 
Director - P. Thomas Jenkins

PSSOFTWARE SOLUTIONS LTD.

1345303 ONTARIO INC.

Per: 
Director - P. Thomas Jenkins

Per: 
Director - P. Thomas Jenkins

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