

02-04-2002

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



1-18-02

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

1. Name of conveying party(ies):
COREL CORPORATION (USA)

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State of Delaware
 Other _____

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

2. Name and address of receiving party(ies):
Name: COREL INC.
Internal Address: _____
Street Address: 1600 Carling Avenue
City: Ottawa State: Ontario ZIP: Canada K1Z 8R7

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

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

Execution Date: November 16, 2001

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
76/060,945

Additional numbers attached? Yes No

B. Trademark registration No.(s)

RECEIVED
JAN 18 2002

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: P. Weston Musselman, Jr.
Jenkins & Gilchrist, P.C.
 Internal Address: _____
 Street Address: 1445 Ross Avenue, Ste. 3200
 City: Dallas State: Texas Zip: 75202-2799

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00
 Enclosed
 Authorized to be charged to deposit account.

(If check is not received with this correspondence or additional fees are required, please charge to deposit account 10-0447.)

8. Deposit Account number: _____
 (Attach duplicate copy 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.

P. Weston Musselman, Jr. P. Weston Musselman, Jr. Nov. 20, 2001
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 4

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State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"COREL, INC.", A DELAWARE CORPORATION,

WITH AND INTO "COREL CORPORATION (USA)" UNDER THE NAME OF "COREL INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTE DAY OF NOVEMBER, A.D. 2001, AT 2 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1452158

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DATE: 11-16-01

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

COREL, INC.

INTO

COREL CORPORATION (USA)

Corel Inc., a corporation organized and existing under the laws of Delaware.

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 22nd day of March, 1993, pursuant to the General Corporate Law of the State of Delaware.

SECOND: That this corporation owns at least 90% of the outstanding shares (of each class) of the stock of Corel Corporation (USA), a corporation incorporated on the 19th day of April, 1996, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That the directors of Corel, Inc., by the following resolutions of its Board of Directors, duly adopted by unanimous written consent of its members on November 14, 2001, filed with the minutes of the Board, determined to merge itself into said Corel Corporation (USA):

RESOLVED, that Corel, Inc. merge into Corel Corporation (USA).

FURTHER RESOLVED, that the terms and conditions of the merger are as follows: the shares of common stock of Corel Corporation (USA) held by Corel, Inc. shall be distributed ratably with respect to the outstanding shares of common stock of Corel, Inc., which shall be surrendered and cancelled.

FURTHER RESOLVED, that the proposed merger shall be submitted to the stockholders of Corel, Inc. and upon receiving the affirmative vote of the holders of at least a majority of the outstanding stock entitled to vote thereon of Corel, Inc., the merger shall be approved; and

FURTHER RESOLVED, that the proper officer of this corporation be and he or she is hereby directed to make and execute a Certificate of Ownership and Merger

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setting forth a copy of the resolutions to merge itself into said Corel Corporation (USA), and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anyway necessary or proper to effect said merger, and

FURTHER RESOLVED, that the name of the surviving corporation be changed by changing Article First of the Certificate of Incorporation of the surviving corporation to read as follows:

"ARTICLE FIRST. The name of the corporation is Corel Inc."

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

FIFTH: Article First of the Certificate of Incorporation of Corel Corporation (USA) is amended to read in its entirety as follows:

"ARTICLE FIRST. The name of the corporation is Corel Inc."

SIXTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Corel, Inc. at any time prior to the time that this merger filed with the Secretary of State becomes effective.

COREL, INC.

By: 

Name: John Blaine

Title: Secretary and Chief Financial Officer

November 16, 2001

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