

02-05-2003

FORM PTO-1594 (modified)

RECC



U.S. DEPARTMENT OF COMMERCE

U.S. Patent and Trademark Office

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

102357040

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

1. Name of conveying party(ies): 1-30-03

InterCAP Graphics Systems, Inc.
Image2Web, Inc.
Micrografx Interactive, Inc.
Corel Corporation (USA)

Individual(s) Association
 General Partnership Limited Partnership
 Corporations - State: DELAWARE
 Other: _____

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

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

Name: Corel Corporation (USA)
Street _____
Address: 1600 Carling Avenue
Ottawa, Ontario K1Z 8R7
CANADA

Individual(s) citizenship: _____
 Association _____
 General Partnership of: _____
 Limited Partnership of: _____
 Corporation-State: DELAWARE
 Other: _____

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name

Execution Date: October 30, 2001

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,280,170

Additional numbers attached Yes No

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

Name: Ann K. Ford, Esq.
Firm: PIPER RUDNICK LLP
Address: 1200 Nineteenth Street, NW
City: Washington State: DC ZIP: 20036

02/04/2003 6TDM11 00000077 2280170
01 FC:852 40.00 CP

6. Total number of applications and registrations involved: 1

7. Total fee (37 C.F.R. § 3.41). \$ 40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 501150

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.

Thomas E. Zutic, Esq. Thomas E. Zutic 01/30/2003
Name of Person Signing Signature Date

Total no. of pages incl. cover sheets, attachments, and document: **6**

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments - Washington, D.C. 20231

TRADEMARK
REEL: 002664 FRAME: 0887

CERTIFICATE OF MERGER

OF

INTERCAP GRAPHICS SYSTEMS, INC.
(a Delaware corporation)

MICROGRAFX INTERACTIVE, INC.
(a Delaware corporation)

AND

IMAGE2WEB, INC.
(a Delaware corporation)

INTO

COREL CORPORATION (USA)
(a Delaware corporation)

(Pursuant to Section 251 of the Delaware General Corporate Law)

Pursuant to the provisions of Section 251 of the General Corporate Law of the State of Delaware (the "GCL"), Corel Corporation (USA), a corporation organized and existing under the laws of Delaware, **DOES HEREBY CERTIFY:**

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are Corel Corporation (USA), a Delaware corporation ("Corel USA"), InterCAP Graphics Systems, Inc., a Delaware corporation ("InterCAP"), Micrografx Interactive, Inc., a Delaware corporation ("Interactive") and Image2Web, Inc., a Delaware corporation ("Image2Web"). Each of Corel USA, InterCAP, Interactive and Image2Web are sometimes hereinafter referred to as the "constituent corporations".

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 251 of the GCL.

THIRD: That the name of the surviving corporation of the merger is Corel Corporation (USA), a Delaware corporation.

FOURTH: That the Certificate of Incorporation of Corel Corporation (USA), which is the surviving corporation, shall be the Certificate of Incorporation.

NY12030235-0

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:31 PM 10/30/2001
010553337 - 2615745

#4692 P.1

COREL

DEC.20.2002 17:52 6137252691

FIFTH: That the executed Agreement and Plan of Merger is on file at an office of the surviving corporation, the address of which is 1600 Carling Avenue, Ottawa, Ontario, Canada, K1Z 8R7.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the merger contemplated hereby and by the Agreement and Plan of Merger shall become effective as of the date of filing of this Certificate of Merger.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate of Merger to be executed on behalf of the undersigned corporation by John Blaine, Chief Financial Officer this 30th day of October, 2001.

COREL CORPORATION (USA)

By 
Name: John Blaine
Title: Chief Financial Officer

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 MERGER, WHICH MERGES:

"IMAGE2WEB, INC.", A DELAWARE CORPORATION,

"INTERCAP GRAPHICS SYSTEMS, INC.", A DELAWARE CORPORATION,

"MICROGRAFX INTERACTIVE, INC.", A DELAWARE CORPORATION,

WITH AND INTO "COREL CORPORATION (USA)" UNDER THE NAME OF "COREL CORPORATION (USA)", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF OCTOBER, A.D. 2001, AT 12:31 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

2615745 8100M

AUTHENTICATION: 1425812

010553337

DATE: 11-02-01

2001 P. 2694#

COREL

DEC.20.2002 17:52 6137252691