



102368629

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)**

Corel, Inc. *1-30-03*

- 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 Inc.

Street Address: 1600 Carling Avenue *30 2003*

Ottawa, Ontario K1Z 8R7

CANADA

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

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

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)

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

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

(Attach duplicate copy of this page if paying by deposit account)

02/19/2003 6TON11 00000013 2280170

01 FC:8521 40.00 00

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.
Name of Person Signing

Thomas E. Zutic
Signature

01/30/2003
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: 002674 FRAME: 0270

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 SIXTEENTH 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

2615745 8100M

010582525

AUTHENTICATION: 1452158

DATE: 11-16-01

#4692 P.005

COREL

DEC.20.2002 17:52 6137252691

TRADEMARK
REEL: 002674 FRAME: 0271

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

NY1:43303225

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

NY1:43303225

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re the Application of:)
)
Corel Inc.)
)
Registration No.: 2,280,170)
)
Registration Date: September 21, 1999)
)
Mark: ACTIVE CGM)
)
Class: 9)

DESIGNATION OF DOMESTIC REPRESENTATIVE

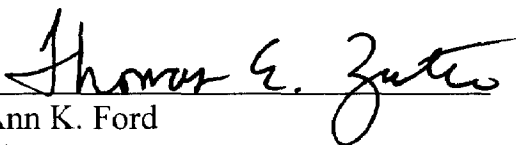
Registrant hereby appoints the law firm of PIPER RUDNICK LLP, whose postal address is 1200 Nineteenth Street, N.W., Washington, D.C. 20036-2412, and is hereby designated Registrant's Domestic Representative upon whom notices or process in proceedings affecting the mark may be served.

Please address all correspondence to:

Ann K. Ford, Esq.
PIPER RUDNICK LLP
1200 Nineteenth Street, N.W.
Washington, D.C. 20036-2412

COREL INC.

Dated: January 30, 2003

By: 

Attorney Ref. No.: 29829-90

Ann K. Ford
Thomas E. Zutic
PIPER RUDNICK LLP
1200 Nineteenth Street, N.W.
Washington, D.C. 20036-2412
(202) 861-3900

Counsel for Registrant