

09-12-2003

RECC



SHEET OFFICE OF PUBLIC RECORDS

2003 SEP -9 PM 3:07

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

FINANCE SECTION

1. Name of conveying party(ies): 9-9-03
Open Text Corporation, Base4 Inc. and Open Image Systems Inc.
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: Open Text Corporation (a corporation based on the laws of Canada)
Internal Address:

3. Nature of conveyance:
 Assignment dated Merger
 Security Agreement Change of Name
 Other - Articles of Amalgamation
Execution Date: June 25, 2002

Street Address: 185 Columbia Street West
City: Waterloo State: Ontario
Country: Canada ZIP: N2L 5Z5
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)
If this document is being filed together with a new application, the execution date of the application is _____

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1737819

Additional numbers attached? Yes No

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

Monica B. Richman, Esq.
BROWN RAYSMAN MILLSTEIN FELDER & STEINER LLP
900 Third Avenue
New York, New York 10022
(212) 895-2000

6. Total number of applications and registrations involved: 1

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

8. Deposit account number: 502312
(Attach duplicate copy of this page by deposit account)
Please charge any additional fees required, or credit any overpayment, to the above 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

Monica B. Richman, Esq.
Name of Person Signing

Monica B. Richman
Signature

August 28, 2003
Date

Total number of pages including cover sheet, attachments and document:
Mail documents to be recorded with required cover sheet information to:

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

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TRADEMARK
REEL: 002823 FRAME: 0051

1.
 - a. Michael Slaunwhite
 - b. 23 Davidson Drive
Gloucester, Ontario K1J 6L7
 - c. Yes

- a. Paul Stoyan
- b. 127 Roslin Avenue
Toronto, Ontario M4N 1Z3
- c. Yes

- a. John Shackleton
- b. 2 Brighton Place, Burr ridge
Illinois 60521, USA
- c. No

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.
The articles of amalgamation in substance contain the provisions of the articles of incorporation of

(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.
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

Form 4
Business
Corporations
Act

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compagnies

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	1427821	June 25, 2002
Base4 Inc.	1225933	June 25, 2002
Open Image Systems Inc.	1377394	June 25, 2002

6. Restrictions, if any, on business 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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numéro 4
Loi sur les
compagnies

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.

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 may 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:

See 2 in Schedule

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compagnies*

2. 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 of 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 the 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

(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 the 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".

DYE & DURHAM
Corporation
Forms-On-Disk

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

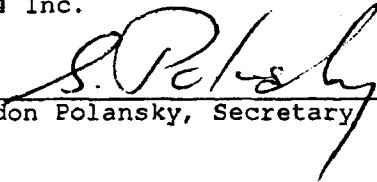
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Business
Corporations
Act

Formule
numéro 4
Loi sur les
compagnies

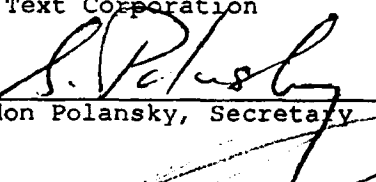
Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.

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

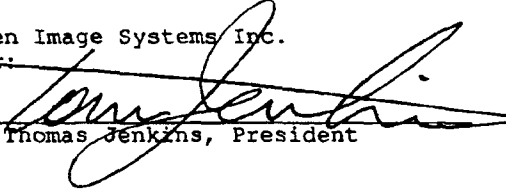
Base4 Inc.
Per:


Sheldon Polansky, Secretary

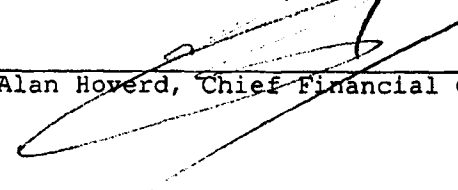
Open Text Corporation
Per:


Sheldon Polansky, Secretary

Open Image Systems Inc.
Per:


P. Thomas Jenkins, President

Alan Hovard, Chief Financial Officer



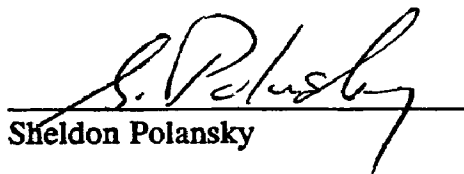
SCHEDULE "A"

OFFICER'S STATEMENT

I, Sheldon Polansky , of the City of Toronto, in the Province of Ontario, state as follows:

1. I am the Secretary of Open Text Corporation (the "Corporation") and as such have personal knowledge of the matters hereinafter stated.
2. The Corporation desires to amalgamate with Base4 Inc. and Open Image Systems Inc. and continue as one corporation under the name of Open Text Corporation.
3. There are reasonable grounds for believing that:
 - a. each of the amalgamating corporations is and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - b. the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.
5. No creditor has notified the Corporation that he objects to the amalgamation.
6. For the reasons set out in paragraphs 4 and 5 above it is unnecessary for the Corporation to comply with the notice provisions contained in paragraph 178(2)(d) of the *Business Corporations Act* (Ontario).

DATED the 25th day of June, 2002.


Sheldon Polansky

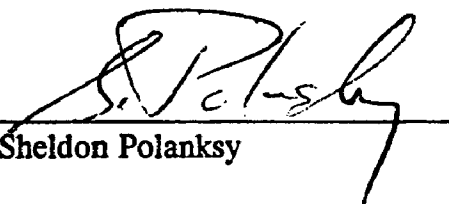
SCHEDULE "A"

OFFICER'S STATEMENT

I, Sheldon Polansky, of the City of Toronto, in the Province of Ontario, state as follows:

1. I am the Secretary of Base4 Inc. (the "Corporation") and as such have personal knowledge of the matters hereinafter stated.
2. The Corporation desires to amalgamate with Open Text Corporation and Open Image Systems Inc. and continue as one corporation under the name of Open Text Corporation.
3. There are reasonable grounds for believing that:
 - a. each of the amalgamating corporations is and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - b. the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.
5. No creditor has notified the Corporation that he objects to the amalgamation.
6. For the reasons set out in paragraphs 4 and 5 above it is unnecessary for the Corporation to comply with the notice provisions contained in paragraph 178(2)(d) of the *Business Corporations Act* (Ontario).

DATED the 25th day of June, 2002.


Sheldon Polansky

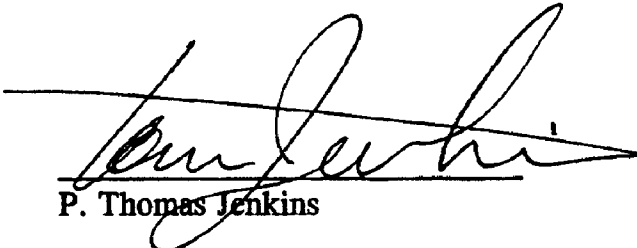
SCHEDULE "A"

OFFICER'S STATEMENT

I, P. Thomas Jenkins, of the City of Waterloo, in the Province of Ontario, state as follows:

1. I am the President and Secretary of Open Image Systems Inc. (the "Corporation") and as such have personal knowledge of the matters hereinafter stated.
2. The Corporation desires to amalgamate with Open Text Corporation and Base4 Inc. and continue as one corporation under the name of Open Text Corporation.
3. There are reasonable grounds for believing that:
 - a. each of the amalgamating corporations is and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - b. the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.
5. No creditor has notified the Corporation that he objects to the amalgamation.
6. For the reasons set out in paragraphs 4 and 5 above it is unnecessary for the Corporation to comply with the notice provisions contained in paragraph 178(2)(d) of the *Business Corporations Act* (Ontario).

DATED the 25th day of June, 2002.


P. Thomas Jenkins

OPEN TEXT CORPORATION

The undersigned, being all of the directors of OPEN TEXT CORPORATION (the "Corporation"), sign the following resolutions:

AMALGAMATION WITH BASE4 INC. AND OPEN IMAGE SYSTEMS INC.

RECITALS:

- A. the Corporation owns all of the issued and outstanding shares of Base4 Inc. and Open Image Systems Inc.;
- B. the Corporation desires to amalgamate with Base4 Inc. and Open Image Systems Inc. and to continue as one corporation pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

RESOLVED that:

1. The Corporation amalgamate with Base4 Inc. and Open Image Systems Inc. and continue as one Corporation under the name of Open Text Corporation (the "Amalgamated Corporation").
2. Upon the Articles of Amalgamation becoming effective, all shares of the capital of Base4 Inc. and Open Image Systems Inc., including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof.
3. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Corporation.
4. The Articles of Amalgamation of the Amalgamated Corporation shall be the same as the Articles of the Corporation.
5. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation.
6. Any officer or director of the Corporation is authorized to sign the statement, in the form required by subsection 178(2) of the Act, which statement is to be attached to the Articles of Amalgamation.

7. Any officer or director of the Corporation is authorized to do all things and sign all documents necessary or desirable to implement the foregoing.

This resolution may be signed by the directors in as many counterparts as may be necessary, originally or by telecopier facsimile signature, each of which so signed shall be deemed to be an original, and such counterparts together shall constitute one and the same instrument and notwithstanding the date of execution shall be deemed to bear the date first written below.

DATED the 25th day of June, 2002.



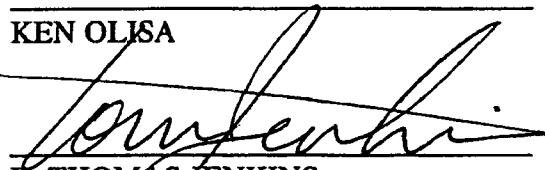
PAUL STOYAN

STEPHEN SADLER

RANDY FOWLIE

KEN OLISA

MICHAEL SLAUNWHITE



P. THOMAS JENKINS

RICHARD BLACK



JOHN SHACKLETON

7. Any officer or director of the Corporation is authorized to do all things and sign all documents necessary or desirable to implement the foregoing.

This resolution may be signed by the directors in as many counterparts as may be necessary, originally or by telecopier facsimile signature, each of which so signed shall be deemed to be an original, and such counterparts together shall constitute one and the same instrument and notwithstanding the date of execution shall be deemed to bear the date first written below.

DATED the 25th day of June, 2002.

PAUL STOYAN



RANDY FOWLE

STEPHEN SADLER

KEN OLISA

MICHAEL SLAUNWHITE

P. THOMAS JENKINS

RICHARD BLACK

JOHN SHACKLETON

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7. Any officer or director of the Corporation is authorized to do all things and sign all documents necessary or desirable to implement the foregoing.

This instrument may be signed by the instrument in its original or by facsimile signature, each of which so signed shall be deemed to be an original, and such counterparts together shall constitute one and the same instrument and notwithstanding the date of execution shall be deemed to bear the date first written below.

DATED the 25th day of June, 2002.

PAUL STOYAN

STEPHEN NADLER

RANDY FOWLE

KEN OLISA

Richard Black
RICHARD BLACK

JOHN SHACKLETON

RICHARD BLACK

JOHN SHACKLETON

NOTARIAL PUBLIC

Jun. 24 2002 07:39PM P1

PHONE NO. : 011297861870

FROM : SBU

7. Any officer or director of the Corporation is authorized to do all things and sign all documents necessary or desirable to implement the foregoing.

This resolution may be signed by the directors in as many counterparts as may be necessary, originally or by telecopier facsimile signature, each of which so signed shall be deemed to be an original, and such counterparts together shall constitute one and the same instrument and notwithstanding the date of execution shall be deemed to bear the date first written below.

DATED the 25th day of June, 2002.

PAUL STOYAN



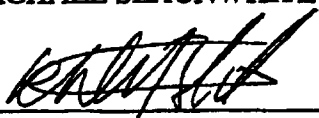
STEPHEN SADLER

RANDY FOWLIE

KEN OLISA

MICHAEL SLAUNWHITE

P. THOMAS JENKINS



RICHARD BLACK

JOHN SHACKLETON

7. Any officer or director of the Corporation is authorized to do all things and sign all documents necessary or desirable to implement the foregoing.

This resolution may be signed by the directors in as many counterparts as may be necessary, originally or by telecopier facsimile signature, each of which so signed shall be deemed to be an original, and such counterparts together shall constitute one and the same instrument and notwithstanding the date of execution shall be deemed to bear the date first written below.

DATED the 25th day of June, 2002.

PAUL STOYAN

STEPHEN SADLER

RANDY FOWLIE


KEN OLISA

MICHAEL SLAUNWHITE

P. THOMAS JENKINS

RICHARD BLACK

JOHN SHACKLETON

BASE4 INC.

The undersigned, being all of the directors of **BASE4 INC.** (the "**Corporation**"), sign the following resolutions:

AMALGAMATION WITH OPEN TEXT CORPORATION AND OPEN IMAGE SYSTEMS INC.

WHEREAS the Corporation is a wholly-owned subsidiary of Open Text Corporation;

AND WHEREAS the Corporation desires to amalgamate with Open Text Corporation and Open Image Systems Inc. and to continue as one corporation pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "**Act**").

RESOLVED that:

1. The Corporation amalgamate with Open Text Corporation and Open Image Systems Inc. and continue as one Corporation under the name of Open Text Corporation (the "**Amalgamated Corporation**").
2. Upon the Articles of Amalgamation becoming effective, all shares of the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof.
3. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of Open Text Corporation;
4. The Articles of Amalgamation of the Amalgamated Corporation shall be the same as the Articles of Open Text Corporation.
5. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation.
6. Any officer or director of the Corporation is authorized to sign the statement, in the form required by subsection 178(2) of the Act, which statement is to be attached to the Articles of Amalgamation.

7. Any officer or director of the Corporation is authorized to do all things and sign all documents necessary or desirable to implement the foregoing.

This resolution may be signed by the directors in as many counterparts as may be necessary, originally or by telecopier facsimile signature, each of which so signed shall be deemed to be an original, and such counterparts together shall constitute one and the same instrument and notwithstanding the date of execution shall be deemed to bear the date first written below.

DATED the 25th day of June, 2002.

MARTIN SUMNER-SMITH

ALAN HOVERD

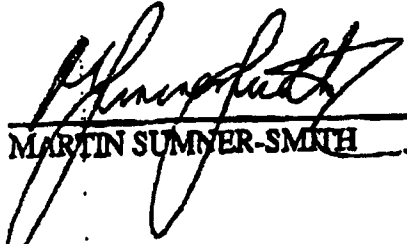
P. THOMAS JENKINS

JOHN SHACKLETON

- 7. Any officer or director of the Corporation is authorized to do all things and sign all documents necessary or desirable to implement the foregoing.

This resolution may be signed by the directors in as many counterparts as may be necessary, originally or by telecopier facsimile signature, each of which so signed shall be deemed to be an original, and such counterparts together shall constitute one and the same instrument and notwithstanding the date of execution shall be deemed to bear the date first written below.

DATED the 25th day of June, 2002.



 MARTIN SUMNER-SMITH

 ALAN HOVERD

 P. THOMAS JENKINS

 JOHN SHACKLETON

OPEN IMAGE SYSTEMS INC.

The undersigned, being the sole director of OPEN IMAGE SYSTEMS INC. (the "Corporation"), signs the following resolutions:

AMALGAMATION WITH OPEN TEXT CORPORATION AND BASE4 INC.

WHEREAS the Corporation is a wholly-owned subsidiary of Open Text Corporation;

AND WHEREAS the Corporation desires to amalgamate with Open Text Corporation and Base4 Inc. and to continue as one corporation pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

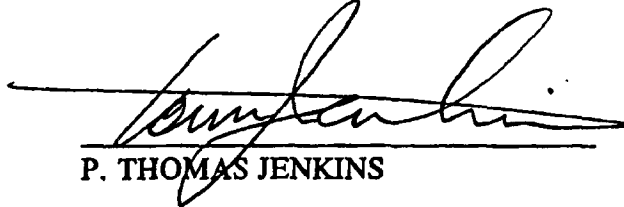
RESOLVED that:

1. The Corporation amalgamate with Open Text Corporation and Base4 Inc. and continue as one Corporation under the name of Open Text Corporation (the "Amalgamated Corporation").
2. Upon the Articles of Amalgamation becoming effective, all shares of the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof.
3. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of Open Text Corporation;
4. The Articles of Amalgamation of the Amalgamated Corporation shall be the same as the Articles of Open Text Corporation.
5. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation.
6. Any officer or director of the Corporation is authorized to sign the statement, in the form required by subsection 178(2) of the Act, which statement is to be attached to the Articles of Amalgamation.

7. Any officer or director of the Corporation is authorized to do all things and sign all documents necessary or desirable to implement the foregoing.

This resolution may be signed by the director by telecopier facsimile signature, which so signed shall be deemed to be an original, and notwithstanding the date of execution shall be deemed to bear the date first written below.

DATED the 25th day of June, 2002.



P. THOMAS JENKINS

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September 9, 2003

VIA EXPRESS MAILCommissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231Re: Articles of Amalgamation from Open Text Corporation,
Base4 Inc. and Open Image Systems Inc. to Open Text Corporation
Mark: OPEN IMAGE
Registration No.: 1,737,819
Our Docket No.: 30054/2

Dear Sir/Madam:

We enclose Articles of Amalgamation to be filed in the United States Patent and Trademark Office, which conveys all trademark rights, interests and title in and to the referenced trademark registration from Open Text Corporation, Base4 Inc. and Open Image Systems Inc. to Open Text Corporation.

We also enclose:

1. a Recordation Form Cover Sheet; and
2. a Designation of Domestic Representative for the trademark registration

The Commissioner is authorized to charge \$40.00 for the cost of recording the Certificate of Amendment and any deficiencies in the fees or to credit any overpayment to our Deposit Account No. 502312.

The Commissioner is authorized to charge any deficiencies in the fees or to credit any overpayment to our Deposit Account No. 502312.

Very truly yours,



Monica B. Richman

MBR/lam
Enclosures