

10-30-2003
102588099

To the Honorable Commissione.

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): **Corel, Inc.**
10-1-03
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 Inc.
Street _____
Address: 1600 Carling Avenue
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)
2,449,722

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

10/29/2003 6TOM11 00000129 2449722
01 FC:8521 40.00 OP

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)

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 10/01/2003
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

State of Delaware
Office of the Secretary of State

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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

AUTHENTICATION: 1452158

010582525

DATE: 11-16-01

TRADEMARK
REEL: 002853 FRAME: 0893

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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TRADEMARK