

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
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<b>NATURE OF CONVEYANCE:</b>	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Corel, Inc.		11/16/2001	CORPORATION: DELAWARE
Corel Corporation (USA)		11/16/2001	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
<b>Name:</b>	Corel Inc.
<b>Street Address:</b>	1600 Carling Avenue
<b>City:</b>	Ottawa, Ontario
<b>State/Country:</b>	CANADA
<b>Postal Code:</b>	K1Z 8R7
<b>Entity Type:</b>	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2493495	IGRAFX IDEF0

CORRESPONDENCE DATA	
<b>Fax Number:</b>	(202)223-2085
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Phone:</b>	202-861-3900
<b>Email:</b>	dctrademarks@piperrudnick.com
<b>Correspondent Name:</b>	Ann K. Ford, Esq. - PIPER RUDNICK LLP
<b>Address Line 1:</b>	1200 Nineteenth Street, NW
<b>Address Line 4:</b>	Washington, DISTRICT OF COLUMBIA 20036-2412

<b>ATTORNEY DOCKET NUMBER:</b>	29829-97
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DOMESTIC REPRESENTATIVE	
<b>Name:</b>	Ann K. Ford, Esq. - PIPER RUDNICK LLP
<b>Address Line 1:</b>	1200 Nineteenth Street, NW
<b>Address Line 4:</b>	Washington, DISTRICT OF COLUMBIA 20036-2412

OP \$40.00 2493495

NAME OF SUBMITTER:

Thomas E. Zutic, Esq.

Total Attachments: 3

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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

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AUTHENTICATION: 1452158

TRADEMARK

DATE: 11/16/01 REEL: 002904 FRAME: 0965

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**COREL, INC.**

**INTO**

**COREL CORPORATION (USA)**

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

**DOES HEREBY CERTIFY:**

**FIRST:** That this corporation was incorporated on the 22<sup>nd</sup> 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 19<sup>th</sup> 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 16, 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

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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