# H \$515.00

### TRADEMARK ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Certificate of Transfer Pursuant to Section 390 of the Delaware General Corporation Law

### CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
StreamServe, Inc.		01/19/2011	CORPORATION: DELAWARE

### **RECEIVING PARTY DATA**

Name:	StreamServe (Luxembourg) S.a.r.l.
Street Address:	26, Boulevard Royal
City:	Luxembourg City
State/Country:	LUXEMBOURG
Postal Code:	L-2449
Entity Type:	LIMITED LIABILITY COMPANY: LUXEMBOURG

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Serial Number:	85052392	PERSUASION EXPRESS
Serial Number:	77417484	BRINGING DOCUMENTS TO LIFE
Serial Number:	85061724	
Serial Number:	85061716	
Registration Number:	3893503	ADDORO
Registration Number:	3893504	
Registration Number:	3628282	BRINGING DOCUMENTS TO LIFE
Registration Number:	3628283	BRINGING DOCUMENTS TO LIFE
Registration Number:	3177049	
Registration Number:	3192838	
Registration Number:	3192837	HOW DOES YOUR COMPANY PRESENT ITSELF?
Registration Number:	3177048	HOW DOES YOUR COMPANY PRESENT ITSELF?
Registration Number:	3332429	PERSUASION
Registration Number:	3192836	STREAMSERVE TRADEMARK

REEL: 004540 FRAME: 0244

Registration Number:	2550244	STREAMSERVE
Registration Number:	3177053	STREAMSERVE
Registration Number:	3192839	STREAMSERVE
Registration Number:	3854859	STREAMSHARE
Registration Number:	3854858	STREAMSHARE
Registration Number:	3332430	STREAMSTUDIO

#### **CORRESPONDENCE DATA**

Fax Number: (949)567-6710

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 212-506-5150

Email: ipprosecution@orrick.com

Correspondent Name: Bradford S. Breen c/o Orrick Herrington

Address Line 1: 4 Park Plaza, Suite 1600
Address Line 2: IP Prosecution Department

Address Line 4: Irvine, CALIFORNIA 92614-2558

ATTORNEY DOCKET NUMBER: 16488.6003

#### DOMESTIC REPRESENTATIVE

Name:

Address Line 1: Address Line 2: Address Line 3: Address Line 4:

NAME OF SUBMITTER:	Bradford S. Breen
Signature:	/Bradford Breen/
Date:	05/12/2011

#### Total Attachments: 20

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Delaware

### The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF TRANSFER OF "STREAMSERVE INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF JANUARY, A.D. 2011, AT 11:36 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE CORPORATION HAS FILED ALL DOCUMENTS AND PAID ALL FEES REQUIRED BY THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF TRANSFER IS THE TWENTY-FIRST DAY OF JANUARY, A.D. 2011, AT 11:59 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

0390

DATE: 01-20-11

AUTHENTICATION: 8506603

**TRADEMARK** REEL: 004540 FRAME: 0247

Jeffrey W Bullock, Secretary of State

2725508

110060933

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware Secretary of State Division of Corporations Delivered 11:36 AM 01/20/2011 FILED 11:36 AM 01/20/2011 SRV 110060933 - 2725508 FILE

# CERTIFICATE OF TRANSFER PURSUANT TO SECTION 390 OF THE DELAWARE GENERAL CORPORATION LAW

StreamServe Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Delaware General Corporation Law ("DGCL"),

### DOES HEREBY CERTIFY:

FIRST: That the present name of the Corporation is StreamServe Inc.;

SECOND: That the Corporation's original certificate of incorporation was filed with the Secretary of State of the State of Delaware on March 6, 1997 under the name of Intelligent Document Systems Inc.;

THIRD: That the Corporation shall be transferred to the foreign jurisdiction of the Grand Duchy of Luxembourg and the resulting entity shall be named StreamServe (Luxembourg) S.à r.l.;

FOURTH: That the transfer has been approved in accordance with the provisions of Section 390 of the DGCL;

FIFTH: That (i) the existence of the Corporation as a corporation of the State of Delaware shall cease when this Certificate of Transfer becomes effective, and (ii) the Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Corporation arising while it was a corporation of the State of Delaware, and it irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding. The Secretary of State shall mail a copy of any such process to the Corporation at 275 Frank Tompa Drive, Waterloo, Ontario, Canada, N2L 0A1; and

SIXTH: That this Certificate of Transfer shall be deemed effective as of January 21, 2011 at 11:59:59 a.m.. its sole shareholder

IN WITNESS WHEREOF, the undersigned executes this Certificate of Transfer as of the 19th day of January, 2011.

VIGNETTE PARTNERSHIP, LP its sole stockholder

By: Open Text Canada Ltd., a Canadian corporation, as its general partner

By:	/s/ Gordon Davies
	Gordon Davies
Title:	Secretary

ATLANTA:5269512.5

### FIFTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

### STREAMSERVE INC.

StreamServe Inc., a Delaware corporation (the "Corporation"), does hereby certify that:

FIRST: The name of the Corporation is StreamServe Inc., StreamServe Inc., was originally incorporated under the name Intelligent Document Systems Inc. and the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on March 6, 1997, and the Certificate of Incorporation was amended and restated on February 24, 1999, and was further amended on March 17, 2000, June 9, 2005 and October 26, 2010.

SECOND: This Restated Certificate of Incorporation (the "Certificate") amends and restates in its entirety the present Certificate of Incorporation of the Corporation as amended. This Certificate has been duly adopted and approved by the Board of Directors of the Corporation in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware and by the stockholders of the Corporation by written consent in lieu of a meeting thereof in accordance with the provisions of Sections 228(a), 242 and 245 of the General Corporation Law of the State of Delaware.

THIRD: This Certificate shall become effective immediately upon its filing with the Secretary of State of the State of Delaware.

FOURTH: Upon the filing with the Secretary of State of the State of Delaware of this Certificate, the Certificate of Incorporation of the Corporation shall be amended and restated in its entirety to read as set forth on Exhibit A attached hereto.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by a duly authorized officer this 11th day of January, 2011 and hereby affirms that the facts stated herein are true.

STREAMSERVE INC.

By:

Name: Gordon Davies

Title: Director

### FIFTH AMENDED AND RESTATED

### CERTIFICATE OF INCORPORATION

OF

#### STREAMSERVE INC.

- 1. The name of the corporation is StreamServe Inc.
- 2. The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent at such address is The Corporation Trust Company.
- 3. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
- 4. The total number of shares of stock that the Corporation shall have authority to issue is 20,000, all of which shall be shares of common stock, \$1.00 par value per share. All such shares are of one class. The holders of the common stock are entitled to one vote for each share held at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting. Election of directors need not be by ballot.
- 5. The board of directors of the Corporation is authorized to make, alter or repeal the by-laws of the corporation.
- No director or officer of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director or officer except for (a) willful misconduct, (b) a crime, unless the director or officer had reasonable cause to believe that the act was lawful, (c) a transaction that resulted in an improper personal benefit of money, property, or service to the director or officer, or (d) an act or omission that is not in good faith and is beyond the scope of authority of the Corporation pursuant to the General Corporation Law of the State of Delaware or this Certificate of Incorporation. If the General Corporation Law of the State of Delaware is hereafter amended to permit a corporation to further eliminate or limit the liability of a director or officer of a corporation, then the liability of a director or officer of the Corporation, in addition to the circumstances in which a director or officer is not personally liable as set forth in the preceding sentence, shall, without further action of the directors, be further eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware as so amended. Neither any amendment, repeal, or modification of this Section 6, nor the adoption or amendment of any other provision of this Certificate of Incorporation or the By-Laws of the Corporation inconsistent with this Section 6 shall adversely affect any right or protection provided hereby with respect to any act or omission occurring prior to the date when such amendment, repeal, modification, or adoption became effective.
- 7. Each person who was or is a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit, proceeding or alternative dispute resolution procedure, whether (i) civil, criminal, administrative, investigative or otherwise,

- (ii) formal or informal or (iii) by or in the right of the Corporation (collectively, a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, manager, officer, partner, director, employee or agent of another foreign or domestic corporation or of a foreign or domestic limited liability company, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as such a director, officer, employee or agent of the Corporation or in any other capacity while serving as such other director, manager, officer, partner, director, employee or agent, shall be indemnified and held harmless by the Corporation against all judgments, penalties and fines incurred or paid, and against all expenses (including attorneys' fees) and settlement amounts reasonably incurred or paid, in connection with any such proceeding, except in relation to acts, omissions and transactions described in the first sentence of Section 6 above. Until such time as there has been a final judgment to the contrary, a person shall be presumed to be entitled to be indemnified under this Section 7. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, either rebut such presumption or create a presumption that (i) the person is not entitled to indemnification under this Section 7 or (ii) the person was not successful on the merits or otherwise in defense of the proceeding or of any claim, issue or matter therein. If the General Corporation Law of the State of Delaware is hereafter amended to provide for indemnification rights broader than those provided by this Section 7, then the persons referred to in this Section 7 shall be indemnified and held harmless by the Corporation to the fullest extent permitted by the General Corporation Law of the State of Delaware as amended from time to time (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior to such amendment).
- 8. A determination as to whether a person who is a director or officer of the Corporation at the time of the determination is entitled to be indemnified and held harmless under Section 7 shall be made (i) by a majority vote of the directors who are not parties to such proceeding, even though less than a quorum, (ii) by a committee of such directors designated by majority vote of such directors, even though less than a quorum or (iii) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion. A determination as to whether a person who is not a director or officer of the Corporation at the time of the determination is entitled to be indemnified and held harmless under Section 7 shall be made by or as directed by the Board of Directors of the Corporation.
- 9. The right to indemnification conferred in Section 7 shall include the right to require the Corporation to pay the expenses (including attorneys' fees) reasonably incurred in defending any such proceeding in advance of its final disposition, provided, however, that, if the Board of Directors so determines, an advancement of expenses incurred by an indemnitee in his or her capacity as a director or officer of the Corporation (but not in any other capacity in which service was or is rendered by such indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such indemnitee, to repay all amounts so advanced if it shall be finally determined that such indemnitee is not entitled to be indemnified for such expenses under Section 7 or otherwise.

- 10. The right to indemnification and the advancement of expenses conferred in Section 7 shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, any provision of this Certificate of Incorporation or of any By-Law, agreement, or insurance policy or arrangement, or any vote of disinterested directors, or otherwise. The Board of Directors is expressly authorized to adopt and enter into indemnification agreements with, and obtain insurance for, directors and officers.
- 11. Neither any amendment, repeal, or modification of the foregoing Sections 6 through 10, nor the adoption or amendment of any other provision of this Certificate of Incorporation or the Bylaws of the Corporation inconsistent with anything set forth in Sections 6-10, shall adversely affect any right or protection provided hereby with respect to any act or omission occurring prior to the date when such amendment, repeal, modification, or adoption became effective. Notwithstanding anything in the foregoing to the contrary, the provisions of the foregoing Sections 6-10 shall not be applicable to any person who served as a director of any corporation which is merged into the Corporation on or before December 31, 2010.
- 12. In the event any provision (or portion thereof) of this Fifth Amended and Restated Certificate of Incorporation shall be found to be invalid, prohibited, or unenforceable for any reason, the remaining provisions (or portions thereof) of this Certificate of Incorporation shall be deemed to remain in full force and effect, and shall be construed as if such invalid, prohibited, or unenforceable provision had been stricken herefrom or otherwise rendered inapplicable, it being the intent of the Corporation that each such remaining provision (or portion thereof) of this Fifth Amended and Restated Certificate of Incorporation remain, to the fullest extent permitted by law, applicable and enforceable, notwithstanding any such finding.
- 13. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Fifth Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute and this Fifth Amended and Restated Certificate of Incorporation, and all rights conferred upon shareholders herein are granted subject to this reservation.

### WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF STREAMSERVE INC.

January 11, 2011

Pursuant to Sections 242, 245 and 141(f) of the Delaware General Corporation Law (the "DGCL"), the undersigned, being all of the members of the Board of Directors (the "Board of Directors"), of StreamServe Inc., a Delaware corporation (the "Corporation"), do hereby consent to and adopt the following resolutions by written consent in lieu of a meeting, and hereby waive any and all rights to notice of the time, place or purpose of the meeting to consider the action taken herein, and hereby direct that this instrument be filed with the minutes of the proceedings of the Corporation:

WHEREAS, the Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on March 6, 1997, and was subsequently amended on February 24, 1999, and was further amended on March 17, 2000, June 9, 2005 and October 26, 2010 (the "Certificate of Incorporation");

WHEREAS, the Board of Directors deems it to be advisable and in the best interest of the Corporation to amend and restate the Certificate of Incorporation of the Corporation in the form attached hereto as Exhibit A (the "Amended Certificate");

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby deems it advisable and in the best interests of the Corporation to amend and restate the Certificate of Incorporation, approves the Amended Certificate and directs that the stockholder of the Corporation (the "Stockholder") consider and adopt the Amended Certificate;

FURTHER RESOLVED, that upon approval by the Stockholder, the Amended Certificate shall be deemed to be adopted, and the appropriate officers and directors of the Corporation shall be authorized, empowered and directed to execute and file the Amended Certificate with the Secretary of State of the State of Delaware;

FURTHER RESOLVED, that any officer or director of the Corporation, be, and each of them hereby is, authorized, empowered and directed to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such further documents, certificates and instruments in the name and on behalf of the Corporation as such officer or director, in his sole discretion, may determine to be necessary, desirable or advisable to fulfill the intent of the foregoing resolutions, such determination to be conclusively evidenced by the taking of such action or the execution and delivery of any such further document; and

**FURTHER RESOLVED**, that the actions heretofore taken by the officers and directors of the Corporation in connection with the foregoing resolutions be, and they hereby are, ratified, confirmed and approved in all respects.

[SIGNATURES BEGIN ON NEXT PAGE]

IN WITNESS WHEREOF, the undersigned have caused this Consent to be executed on the date first above written.

### BOARD OF DIRECTORS

Part McFeeters

Gordon Davies

# EXHIBIT A SEE ATTACHED

### WRITTEN CONSENT OF THE SOLE STOCKHOLDER OF STREAMSERVE INC.

January 11, 2011

Pursuant to Sections 242, 245 and 228(a) of the Delaware General Corporation Law (the "<u>DGCL</u>"), the undersigned, being the sole stockholder (the "<u>Stockholder</u>") of StreamServe Inc., a Delaware corporation (the "<u>Corporation</u>"), does hereby consent to and adopt the following resolutions by written consent in lieu of a meeting, and hereby waives any and all rights to notice of the time, place or purpose of the meeting to consider the action taken herein, and hereby directs that this instrument be filed with the minutes of the proceedings of the Corporation:

WHEREAS, the Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on March 6, 1997, and was subsequently amended on February 24, 1999, and was further amended on March 17, 2000, June 9, 2005 and October 26, 2010 (the "Certificate of Incorporation");

WHEREAS, the board of directors of the Corporation (the "Board of Directors") has determined that it is advisable and in the best interest of the Corporation and the Stockholder to amend and restate the Certificate of Incorporation by delivering to the Secretary of State of the State of Delaware an Amended and Restated Certificate of Incorporation, substantially in the form attached hereto as Exhibit A (the "Amended Certificate");

WHEREAS, in accordance with Sections 242 and 245 of the DGCL, the Board of Directors has proposed and recommended the Amended Certificate for submission to the Stockholder for its approval; and

WHEREAS, the Stockholder has determined that it is in the best interest of the Corporation to approve and adopt the Amended Certificate;

**NOW THEREFORE, BE IT RESOLVED**, that the Amended Certificate is hereby approved and adopted and the officers and directors of the Corporation shall be authorized, empowered and directed to execute and file the Amended Certificate with the Secretary of State of the State of Delaware:

FURTHER RESOLVED, that the officers and directors of the Corporation be, and each of them hereby is, authorized, empowered and directed to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such further documents, certificates and instruments in the name and on behalf of the Corporation as such officer or director, in his sole discretion, may determine to be necessary, desirable or advisable to fulfill the intent of the foregoing resolutions, such determination to be conclusively evidenced by the taking of such action or the execution and delivery of any such further document; and

FURTHER RESOLVED, that the actions heretofore taken by the officers and directors of the Corporation in connection with the foregoing resolutions be, and they hereby are, ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, the undersigned has caused this Consent to be executed on the date first above written.

### STOCKHOLDER:

### VIGNETTE PARTNERSHIP, LP

By: Open Text Canada Ltd., a Canadian corporation, as its general partner

Title: Secretary

# EXHIBIT A SEE ATTACHED

### ACTION BY UNANIMOUS WRITTEN CONSENT IN LIEU OF A MEETING OF THE BOARD OF DIRECTORS OF STREAMSERVE INC.

### **January 11, 2011**

Pursuant to Section 141(f) of the Delaware General Corporation Law (the "<u>DGCL</u>"), the undersigned, being all of the members of the Board of Directors (the "<u>Board</u>") of StreamServe Inc., a Delaware corporation (the "<u>Company</u>"), do hereby consent to and adopt the following resolutions by unanimous written consent (this "<u>Consent</u>") in lieu of a meeting, which actions shall have the same force and effect as if taken by an affirmative vote of the Board at a meeting at which the members of the Board were present and voting. By signing hereunder, the undersigned expressly waive all notice of a meeting at which the following resolutions would have been submitted to them for action and direct that this Consent be filed with the minutes and proceedings of the Board.

**WHEREAS**, the Board has determined that transfer of the Company, pursuant to a certificate of transfer to be filed with the Secretary of State of Delaware (the "<u>Certificate of Transfer</u>"), to the foreign jurisdiction of the Grand Duchy of Luxembourg, is in the best interests of the Company and its sole stockholder;

**WHEREAS**, the resulting entity in the Grand Duchy of Luxembourg is to be named StreamServe (Luxembourg) S.à r.l.; and

**WHEREAS**, pursuant to Section 390 of the DGCL, upon the filing of the Certificate of Transfer, the existence of the Company as a corporation of the State of Delaware shall, for all purposes of the laws of the State of Delaware, cease.

**NOW, THEREFORE, BE IT RESOLVED**, that the Board hereby approves and recommends that the sole stockholder of the Company approve the transfer of the Company to the jurisdiction of the Grand Duchy of Luxembourg, with the resulting entity in Luxembourg to be named Open Text (Luxembourg) S.à r.l.;

**FURTHER RESOLVED**, that the Board hereby approves the form of notarial deed, including the Articles of Association and related documents (the "<u>Migration Documents</u>") for the Company to effectuate its transfer in Luxembourg, attached hereto as <u>Exhibit A</u>; and

FURTHER RESOLVED, that any and all such actions heretofore taken by any officer or agent of the Company in accordance with these resolutions or to facilitate the actions contemplated by these resolutions are hereby approved, ratified, confirmed and adopted in all respects; and that the officers and agents of the Company are authorized to take and do such further acts and deeds, and to execute and deliver, for and in the name of the Company, such other documents, certificates and instruments as they deem necessary, appropriate, advisable or required to effectuate the purpose and intent of these resolutions, and the taking of any such actions, and the execution and delivery of any such documents, certificates and instruments are hereby ratified, confirmed, adopted and approved in all respects.

ATLANTA:5269527.3

This Consent may be executed in multiple counterparts (including by facsimile transmission), each of which shall be deemed an original and all of which, when taken together, shall constitute one and the same original.

(Signatures appear on the following page)

IN WITNESS WHEREOF, each of the undersigned has executed this Consent effective as of the date set forth above.

BOARD OF DIRECTORS:

Paul McFeeters

Gordon Davies

### Exhibit A

Migration Documents

See attached.

### WRITTEN CONSENT OF THE SOLE STOCKHOLDER OF STREAMSERVE INC.

### **January 11, 2011**

The undersigned, being the sole stockholder (the "Stockholder") of StreamServe Inc., a Delaware corporation (the "Company"), does hereby consent to and adopt the following resolutions by unanimous written consent in lieu of a meeting, which resolutions shall have the same force and effect as if taken by affirmative vote at a meeting of the Stockholder, duly called and held, and direct that this written consent be filed with the minutes of the proceedings of the Company. By signing hereunder, the Stockholder hereby expressly waives its right to all notice of a meeting and to receive any material that would have been required to be sent either by Delaware General Corporate Law, the certificate of incorporation of the Company, or the bylaws of the Company.

**WHEREAS**, the Company's Board of Directors, after careful review and consideration, has determined that it is in the best interests of the Company and the Stockholder for the Company to transfer from Delaware to the foreign jurisdiction of the Grand Duchy of Luxembourg pursuant to Section 390 of the Delaware General Corporation Law (the "<u>DGCL</u>"), and approved such transfer on January 11, 2011 and recommended it to the Stockholder;

**WHEREAS**, the resulting entity in the Grand Duchy of Luxembourg is to be named StreamServe (Luxembourg) S.à r.l.; and

**WHEREAS**, upon the filing of a certificate of transfer with the Delaware Secretary of State, the existence of the Company as a corporation of the State of Delaware shall, for all purposes of the laws of the State of Delaware, cease.

**NOW, THEREFORE, BE IT RESOLVED**, that the Stockholder hereby approves the transfer of the Company from Delaware to the jurisdiction of the Grand Duchy of Luxembourg, with the resulting entity in Luxembourg to be named Open Text (Luxembourg) S.à r.l.;

**FURTHER RESOLVED**, that the Stockholder hereby approves the form of notarial deed, including the Articles of Association and related documents (the "<u>Migration Documents</u>") for the Company to effectuate its transfer in Luxembourg, attached hereto as Exhibit A;

**FURTHER RESOLVED**, that the appropriate officers of the Company be, and each of them hereby is, authorized, empowered and directed in the name of and on behalf of the Company to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such further documents, certificates and instruments in the name of and on behalf of the Company as each such officer, in his sole discretion, may determine to be necessary, desirable or advisable to fulfill the intent of the foregoing resolutions, such determination to be conclusively evidenced by the taking of such action or the execution and delivery of any such further document, certificate or instrument; and

ATLANTA:5269525.4

FURTHER RESOLVED, that any and all acts of the appropriate officers of the Company, whether heretofore or hereafter done or performed, relating to the effectuation of the foregoing resolutions be, and the same hereby are, ratified, confirmed and approved in all respects.

(Signature appears on the following page)

IN WITNESS WHEREOF, this written consent of the sole stockholder of StreamServe Inc. is given as of the date first written above.

### VIGNETTE PARTNERSHIP, LP

Open Text Canada Ltd., a Canadian By: corporation, as its general partner

Name: Gordon Davies

Title: Secretary

### Exhibit A

Migration Documents

See attached.

**RECORDED: 05/12/2011**