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03-03-2000

Docket No.



101280981

ments or copy thereof.

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RECEIVED

To the Honorable Commissioner of Patents and Trademarks:

1. Name of conveying party(ies):

Carolian Systems Corporation

2110 FEB -1 PM 2:11
OPR/FINANCE

2. Name and address of receiving party(ies):

Name: **Softquad Inc.**

Internal Address: **12th Floor**

Street Address: **20 Eglinton Avenue West**

M4P 1J5

City: **Toronto**

State: **ON** ZIP:

CANADA

- Individual(s)
- General Partnership
- Corporation-State **Canada**
- Other
- Association
- Limited Partnership

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State **Canada**
- Other

Additional names(s) of conveying party(ies) Yes No

If assignee is not domiciled in the United States, a domestic designation is **attached** Yes N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: **February 28, 1997**

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2057803

Additional numbers Yes No

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

Name: **Anne F. Downey, Esq.**

Internal Address: **Jaekle Fleischmann & Mugal, LLP**

800 Fleet Bldg.

Street Address: **12 Fountain Plaza**

City: **Buffalo**

State: **NY** ZIP: **14202**

6. Total number of applications and registrations involved:.....

1

7. Total fee (37 CFR 3.41):.....\$ **\$40.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

if deficiency, charge 10-0223

03/02/2000 DN6UYEN 00000399 2057803

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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.

Anne F. Downey, Esq.

Name of Person Signing

Anne F. Downey
Signature

1-18-00

Date

Total number of pages including cover sheet, attachments, and

13

TRADEMARK

REEL: 002029 FRAME: 0485

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 société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

Check Cocher
A or B 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.

(B) Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

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

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

SOFTQUAD INC.

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
SOFTQUAD INC.	595331	February 10, 1997
CAROLIAN SYSTEMS CORPORATION	1014724	February 10, 1997

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 société.

The Corporation is not restricted by these articles of incorporation from carrying on any business or businesses or from exercising any power or powers.

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 société est autorisée à émettre:

The Corporation is authorized to issue:

- (a) an unlimited number shares without nominal or par value of a class designated as Class A shares (hereinafter called the "Class A Shares");
and
- (b) an unlimited number of shares without nominal or par value of a class designated as Class B shares (hereinafter called the "Class B 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 is to 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:

CLASS A SHARES

The rights, privileges, restrictions and conditions attaching to the Class A Shares as a class are as follows:

1. Dividends

Subject to the rights, privileges, restrictions and conditions attached to any class of shares from time to time ranking senior to the Class A Shares with respect to payment of dividends, including the rights of the holders of the Class B Shares hereinafter provided, the holders of the Class A Shares shall be entitled to receive and the Corporation shall pay thereon if, as and when declared by the board of directors of the Corporation, out of the monies of the Corporation properly applicable to the payment of dividends, such dividends as the board of directors may from time to time determine and all dividends which the directors may declare on the Class A Shares shall be declared and paid in equal amounts per share on all Class A Shares at the time outstanding. No dividends shall at any time be declared or paid or set apart for payment on the Class A Shares unless and until all dividends, if any, which have been declared on the Class B Shares have been paid or set aside for payment.

2. Participation in Assets on Dissolution

Subject to the rights, privileges, restrictions and conditions attaching to any class of shares from time to time ranking in priority to the Class A Shares with respect to participation in assets on a liquidation, winding up or other distribution of assets, including the rights of the holders of the Class B Shares, in the event of the dissolution of the Corporation or in the event of the liquidation, winding up or any other distribution of the assets of the Corporation for the purposes of winding up its affairs, whether voluntary or involuntary, all the property of the Corporation available for distribution to the holders of shares of the Corporation shall be paid or distributed in equal amounts per share on all Class A Shares and Class B Shares at the time outstanding, without preference, priority or distinction.

3. Voting Rights

The holders of the Class A Shares shall be entitled to one (1) vote for each Class A Share held by them respectively at any meeting of the shareholders of the Corporation other than meeting of the holders of another class of shares.

CLASS B SHARES

The rights, privileges, restrictions and conditions attaching to the Class B Shares of the Corporation are as follows:

1. Dividends

Subject to the rights, privileges, restrictions and conditions attached to any class of shares from time to time ranking senior to the Class B Shares with respect to payment of dividends, the holders of the Class B Shares shall be entitled to receive and the Corporation shall pay thereon if, as and when declared by the board of directors of the Corporation, out of the monies of the Corporation properly applicable to the payment of dividends, such dividends as the board of directors may from time to time determine and all dividends which the directors may declare on the Class B Shares shall be declared and paid in equal amounts per share on all Class B Shares at the time outstanding.

2. Participation in Assets on Dissolution

Subject to the rights, privileges, restrictions and conditions attaching to any class of shares from time to time ranking in priority to the Class B Shares with respect to participation in assets on a liquidation, winding up or other distribution of assets, in the event of the dissolution of the Corporation or in the event of the liquidation, winding up or any other distribution of the assets of the Corporation for the purposes of winding up its affairs, whether voluntary or involuntary, the holders of the Class B shares shall be entitled to receive in priority to the holders of the Class A Shares from the property of the Corporation, for each Class B Share held by them, respectively, an amount equal to \$0.01 per share, and all of the property of the Corporation available for distribution to the holders of shares of the Corporation available for distribution to the holders of shares of the Corporation after payment of such amounts to the holders of the Class B Shares shall be paid or distributed in equal amounts per share on all Class A Shares and Class B Shares at the time outstanding, without preference, priority or distinction.

3. Voting Rights

The holders of the Class B Shares shall be entitled to two (2) votes for each Class B Share held by them respectively at any meeting of the shareholders of the Corporation other than meeting of the holders of another class of shares.

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 restreint. Les restrictions, s'il y a lieu, sont les suivantes:

No shareholder of the Corporation shall be entitled to transfer any share or shares of the Corporation without the consent of the directors of the Corporation expressed by a resolution passed by the votes of a majority of the directors of the Corporation at a meeting of the board of directors of the Corporation or by a resolution in writing signed by all the directors of the Corporation or by an instrument or instruments in writing signed by a majority of directors of the Corporation.

10. Other provisions, if any, are:

Autres dispositions, s'il y a lieu:

See page 5(A) attached hereto.

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 sociétés par actions 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".

The following provisions apply to the Corporation:

- (a) The directors of the Corporation may, without authorization of the shareholders of the Corporation,
- (i) borrow money upon the credit of the Corporation;
 - (ii) issue, reissue, sell or pledge debt obligations of the Corporation,
 - (iii) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
 - (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

The directors may by resolution delegate any one or all of the powers referred to in this clause to a director, a committee of directors or an officer of the Corporation.

- (b) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after termination of that employment to be, shareholders of the Corporation, is hereby limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.
- (c) Any invitation to the public to subscribe for securities of the Corporation is prohibited.
- (d) The holders of shares of a class or of a series of the Corporation are not entitled to vote separately as a class or series and are not entitled to dissent, upon a proposal to amend the articles to,
- (i) increase or decrease any maximum number of authorized shares of such class or series, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to the shares of such class or series;
 - (ii) effect an exchange, reclassification or cancellation of the shares of such class or series; or
 - (iii) subject to the exceptions contained in the Business Corporations Act, create a new class or series of shares equal or superior to the shares of such class or series.

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

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

SOFTQUAD INC.

CAROLIAN SYSTEMS CORPORATION

By: Michael Cooperman
Michael Cooperman - Secretary

By: Michael Cooperman
Michael Cooperman - Secretary


SCHEDULE "A"

STATEMENT OF DIRECTOR OR
OFFICER PURSUANT TO SUBSECTION
178(2) OF THE BUSINESS CORPORATIONS ACT

I, Michael Cooperman, being the Secretary of SOFTQUAD INC. ("SOFTQUAD") and CAROLIAN SYSTEMS CORPORATION ("CAROLIAN"), the amalgamating corporations in the attached Articles of Amalgamation, hereby state that:

1. I am the Secretary and a director of SOFTQUAD and CAROLIAN and as such have knowledge of their affairs.
2. I have conducted such examinations of the books and records of SOFTQUAD and CAROLIAN as are necessary to enable me to make the statements hereinafter set forth.
3. There are reasonable grounds for believing that:
 - (a) SOFTQUAD and CAROLIAN and the amalgamated corporation, namely **SOFTQUAD INC.**, 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.

THIS STATEMENT made this 10th day of ^{February}~~January~~, 1997.



Michael Cooperman

SCHEDULE "B"

SOFTQUAD INC.

"AMALGAMATION"

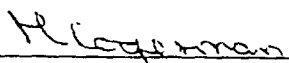
RESOLVED THAT:

1. The amalgamation of SOFTQUAD INC. ("SOFTQUAD") and its affiliate, CAROLIAN SYSTEMS CORPORATION ("CAROLIAN") under the Act pursuant to subsection 177(2) thereof, be and the same is hereby approved;
2. The articles of amalgamation of the amalgamated corporation shall be the same as the articles of SOFTQUAD;
3. The by-laws of the amalgamated corporation shall be the same as the by-laws of SOFTQUAD;
4. Upon the issuance of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, and without affecting the validity of the incorporation and existence of CAROLIAN under its articles of incorporation and of any act done thereunder, all shares of the capital of CAROLIAN, including all shares which have been issued and are outstanding at the date hereof, be and the same are hereby cancelled without any repayment of capital in respect thereof;
5. Subject to the endorsement of such Certificate of Amalgamation, the stated capital of CAROLIAN shall be added to the stated capital of SOFTQUAD; and
6. Any director or officer of SOFTQUAD is hereby authorized to do and perform all acts and things, including the execution of documents, necessary or desirable to give effect to the foregoing resolution."

* * * * *

The undersigned hereby certifies that the foregoing is a true and complete copy of a resolution of all of the directors of SOFTQUAD INC. which was duly passed on the 10th day of ~~January~~ ~~February~~ February, 1997 and that a true copy of the said resolution remains in full force and effect unamended, at the date of this certificate.

DATED this 10th day of February, 1997.



Michael Cooperman - Secretary

SCHEDULE "B"

CAROLIAN SYSTEMS CORPORATION

"AMALGAMATION"

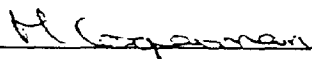
RESOLVED THAT:

1. The amalgamation of CAROLIAN SYSTEMS CORPORATION ("CAROLIAN") and its affiliate, SOFTQUAD INC ("SOFTQUAD") under the Act pursuant to subsection 177(2) thereof, be and the same is hereby approved;
2. The articles of amalgamation of the amalgamated corporation shall be the same as the articles of SOFTQUAD;
3. The by-laws of the amalgamated corporation shall be the same as the by-laws of SOFTQUAD;
4. Upon the issuance of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, and without affecting the validity of the incorporation and existence of CAROLIAN under its articles of incorporation and of any act done thereunder, all shares of the capita of CAROLIAN, including all shares which have been issued and are outstanding at the date hereof, be and the same are hereby cancelled without any repayment of capital in respect thereof;
5. Subject to the endorsement of such Certificate of Amalgamation, the stated capital of CAROLIAN shall be added to the stated capital of SOFTQUAD; and
6. Any director or officer of CAROLIAN is hereby authorized to do and perform all acts and things, including the execution of documents, necessary or desirable to give effect to the foregoing resolution."

* * * * *

The undersigned hereby certifies that the foregoing is a true and complete copy of a resolution of all of the directors of CAROLIAN SYSTEMS CORPORATION which was duly passed on the 10th day of ~~January~~^{February}, 1997 and that a true copy of the said resolution remains in full force and effect unamended, at the date of this certificate.

DATED this 10th day of February, 1997.


Michael Cooperman - Secretary

DESIGNATION OF DOMESTIC REPRESENTATIVE

Application/Registrant: SoftQuad Software Inc.
(formerly known as 1308870 Ontario Inc.)

Address of Applicant/Registrant: Suite 400
161 Eglinton Avenue West
Toronto, Ontario
CANADA M4P 1Y5

Trademarks:

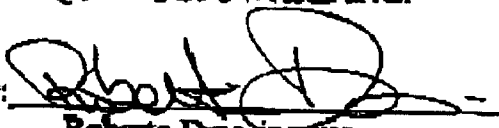
XMETAL	App. 75/452,208	- filed March 18, 1998
SOFTQUAD	App. 75/507,163	- filed June 23, 1998
SOFTQUAD HOTMETAL PRO	Reg. 2,047,382	- registered March 25, 1997
SMARTALERT	Reg. 2,057,803	- registered April 29, 1997
HOTMETAL	Reg. 2,233,826	- registered March 23, 1999
	(App. 75/400,724	- filed December 5, 1997)

Designation:

Applicant/Registrant hereby appoints Jaecle Fleischmann & Mugal, LLP, 12 Fountain Plaza, Buffalo, NY 14202-2292, as Applicant's/Registrant's domestic representative upon whom notices or process affecting the Trademarks may be served.

DATED: December 20 1999

SOFTQUAD SOFTWARE INC.

By: 
Roberto Drassinower
President and CEO

SSR62B