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January 2, 2002

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida
USA 32399

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Dear Sir/Madam,

Please find enclosed an application for Corel Inc. to conduct business in the State of Florida composed of the following documents:

1. Transmittal Letter
2. Application by Foreign Corporation for Authorization to Transact Business in Florida
3. Certificate of Existence for Corel Inc.
4. Check in the amount of \$87.50 for filing fee, certificate of status and certified copy

If you have any questions about the foregoing, please call the undersigned directly at (613)728-0826, extension 5458.

Sincerely,

Debra Henke
Corporate Counsel
Corel Corporation
1600 Carling Avenue
Ottawa, Ontario
Canada K1Z 8R7
(613)728-0826 x5458
fax: (613)725-2691

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TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: COREL INC
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

DIENNA HENKE
(Name of Person)
COREL CORPORATION
(Firm/Company)
1600 CARLING AVENUE
(Address)
OTTAWA, ONTARIO K1Z 8R7 CANADA
(City/State and Zip code)

For further information concerning this matter, please call:

DIENNA HENKE at (613) 728 0826 Ext. 558
(Name of Person) (Area Code & Daytime Telephone Number)

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STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. CORTEL INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELAWARE 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 22nd APRIL 1996 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 8144 WALNUT HILL LANE, SUITE 1050 DALLAS 75233 TX.
(Principal office address)

AS ABOVE
(Current mailing address)

8. Sale of software and related products and services
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T CORPORATION SYSTEM

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

Robert L. Lewis
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: DEREK BONEY (SOLE DIRECTOR)
Address: COREL CORPORATION, 1600 CARLING AVENUE
OTTAWA, ONTARIO, K1Z 8R7 CANADA

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: DEREK BONEY
Address: (AS ABOVE)

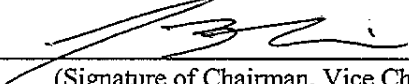
Vice President: _____
Address: _____

Secretary: JOHN BLAINE
Address: COREL CORPORATION, 1600 CARLING AVE, OTTAWA, ONT K1Z8R7
CANADA

Treasurer: JOHN BLAINE
Address: (AS ABOVE)

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John Blaine
Corel Inc.
(Typed or printed name and capacity of person signing application)
Secretary, Treasurer, Chief Financial Officer and Controller

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COREL INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 2001.

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1470175

DATE: 11-29-01