

09-21-1998

EET

Docket No.: 218

1585/205



SEP 14 1998

LY

Tab settings → → → ▼

To the Honorable Commissioner of P.

100869552

ie attached original documents or copy thereof.

MS 9-14-98

1. Name of conveying party(ies):

BeSTspeech Products, Inc.

- Individual(s)
- General Partnership
- Corporation-State California
- Other _____

- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: March 27, 1998

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

Name: Lernout & Hauspie Speech Products USA, Inc.

Internal Address: _____

Street Address: 52 Third Avenue

City: Burlington State: MA ZIP: 01803

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,715,362

Additional numbers Yes No

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

Name: Lisa M. Tittlemore

Internal Address: BROMBERG & SUNSTEIN LLP

Street Address: 125 Summer Street

City: Boston State: MA ZIP: 02110

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:

19-4972

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 attached copy is a true copy of the original document.

Lisa M. Tittlemore

Name of Person Signing

Signature

September 9, 1998

Date

Total number of pages including cover sheet, attachments, and

TRADEMARK
REEL: 1789 FRAME: 0799

1998 JUNE 11 1998 JUN 11 1998 JUN 11 1998 JUN 11 1998

Fee OK

D0574244

State of California

SECRETARY OF STATE



3 pages

SEP 14 1998

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

JUL 23 1998



Bill Jones

Secretary of State

00574244



State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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:

"BESTSPEECH PRODUCTS, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "LERNOUT & HAUSPIE SPEECH PRODUCTS USA, INC." UNDER THE NAME OF "LERNOUT & HAUSPIE SPEECH PRODUCTS USA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF APRIL, A.D. 1998, AT 2:01 O'CLOCK P.M.

ENDORSED FILED
In the office of the Secretary of State
of the State of California

JUL 28 1993

BILL JONES, Secretary of State



Edward J. Freel, Secretary of State

2265862 8100M

AUTHENTICATION: 9205258

981280200

DATE: 07-20-98

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:01 PM 04/08/1998
981135561 - 2265862

CERTIFICATE OF OWNERSHIP AND MERGER

of

BESTSPEECH PRODUCTS, INC.

(A California Corporation)

into

LERNOUT & HAUSPIE SPEECH PRODUCTS USA, INC.

(A Delaware Corporation)

It is hereby certified that:

1. Lernout & Hauspie Speech Products USA, Inc., a Delaware corporation (the "Parent") is the owner of all the outstanding shares of Common Stock of BestSpeech Products, Inc., a California corporation (the "Subsidiary").
2. The merger of the Subsidiary with and into the Parent has been approved by the Board of Directors and the stockholders of the Parent in accordance with the laws of the State of Delaware. The Parent shall be the surviving corporation of such merger.
3. The merger of the Subsidiary with and into the Parent shall be effective upon the filing and acceptance of this Certificate in accordance with the applicable provisions of the laws of the States of Delaware and California, respectively.
4. Attached hereto as Exhibit 1 is a true and correct copy of the resolutions adopted by the sole stockholder and the Directors of the Parent with respect to the above-referenced merger.

Executed under the penalties of perjury by the undersigned duly authorized officer of the Corporation on March 27, 1998. .

LERNOUT & HAUSPIE SPEECH PRODUCTS USA, INC.

By: 
Lawrence M. Levy, Secretary

83235-1 - DOK776A - 89211.DOC - 142817

FROM CORPORATION TRUST-DOVER, DE 3026748340 (TUE) 4. 21 '98 15:30/ST. 15:29/NO. 4260103202 P 2

SEP 14 1998

Exhibit I

LERNOUT & HAUSPIE SPEECH PRODUCTS USA, INC.

**Written Joint Consent in Lieu of Special Meeting
of the Board of Directors and Stockholders**

The undersigned, being all of the Directors and the sole stockholder, respectively, of Lernout & Hauspie Speech Products USA, Inc., a Delaware corporation (the "Corporation"), do hereby consent, pursuant to Sections 141(f) and 228, respectively, of the Delaware General Corporation Law, to the adoption of the following votes with the same force and effect as if duly adopted at a special meeting of the Board of Directors and stockholders called for the purpose:

WHEREAS, the Corporation is the sole stockholder of BeSTspeech Products, Inc., a California corporation ("BeST"); and

WHEREAS, the sole stockholder and the Directors of the Corporation deem it advisable to merge BeST with and into the Corporation.

It is therefore:

VOI~~E~~D: That the proper officers of the Corporation be, and each acting singly hereby is, authorized in the name and on behalf of the Corporation to execute and deliver (i) an Agreement of Merger, in substantially the form attached hereto as Exhibit A, pursuant to which, among other things, BeST will be merged with and into the Corporation and (ii) a Certificate of Ownership and Merger and any other certificates or agreements as may be required by the laws of California or Delaware, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the State of Delaware and the State of California and in any other appropriate jurisdiction, necessary or proper to effect such merger.

EXECUTED, effective as of the date set forth below.

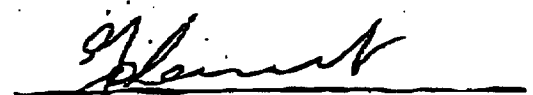
Dated: March 27, 1998

SOLE STOCKHOLDER:

L & H HOLDINGS USA, Inc.

By 
Gerard Bastinara, President

DIRECTORS:


Jo Lernout, Director


Vol Hauspie, Director

CALLING OF - 7282778 - FORM 1 (DEC. 1987)

