

04-22-1999

U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK



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### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

#### Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_
- Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
- Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

#### Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other \_\_\_\_\_

Effective Date  
Month Day Year  
3/2/99

4/13/99

#### Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year  
3/2/99

Name Visioneer, Inc.

Formerly \_\_\_\_\_

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization Delaware

#### Receiving Party

Mark if additional names of receiving parties attached

Name ScanSoft, Inc.

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 9 Centennial Drive, Peabody, Massachusetts 01960

Address (line 2) \_\_\_\_\_

Address (line 3) \_\_\_\_\_

City

State/Country

Zip Code

- Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation  Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization Delaware

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Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

REEL: 1886 FRAME: 0170

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments. #

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

**Number of Properties**

Enter the total number of properties involved. #

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed  Deposit Account

**Deposit Account**

(Enter for payment by deposit account or if additional fees can be charged to the account.)

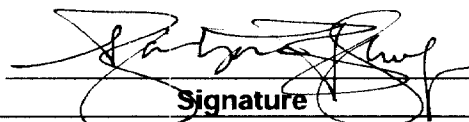
Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Barbara R. Shufro  
Name of Person Signing

  
Signature

Apr. 13, 1999  
Date Signed

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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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 MERGER, WHICH MERGES:

"SCANSOFT, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "VISIONEER, INC." UNDER THE NAME OF "SCANSOFT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF MARCH, A.D. 1999, AT 8:01 O'CLOCK A.M.

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



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

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AUTHENTICATION: 9603935

DATE: 03-02-99

TRADEMARK

REEL: 1886 FRAME: 0172

CERTIFICATE OF MERGER  
MERCING  
SCANSOFT, INC.,  
a Delaware Corporation  
WITH AND INTO  
VISIONEER, INC.,  
a Delaware Corporation  
(PURSUANT TO SECTION 251  
OF THE GENERAL CORPORATION LAW OF DELAWARE)

Visioneer, Inc., a corporation existing under the General Corporation law of the State of Delaware, hereby certifies:

1. The name and state of incorporation of each of the constituent corporations to the merger are:

<u>Name</u>	<u>State</u>
Visioneer, Inc.	Delaware
ScanSoft, Inc.	Delaware

2. The Agreement and Plan of Merger between ScanSoft, Inc. and Visioneer, Inc., dated as of December 2, 1998 (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation law of the State of Delaware.

3. The surviving entity is Visioneer, Inc. As a result of the Merger and effective upon the filing of this Certificate, Visioneer's name will be changed to ScanSoft, Inc. (the "Surviving Corporation").

4. In connection with the merger, the Amended and Restated Certificate of Incorporation of Visioneer, Inc. shall be amended so that Article I of such Amended and Restated Certificate of Incorporation shall read in its entirety as follows:

"ARTICLE I

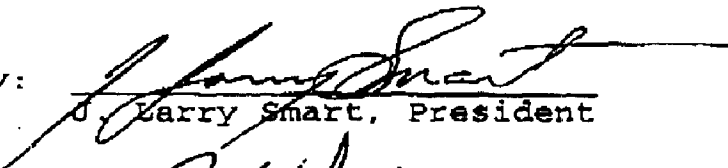
The name of this corporation is ScanSoft, Inc."

5. The executed Merger Agreement is on file at the office of the Surviving Corporation located at 9 Centennial Drive, Peabody, Massachusetts 01960.

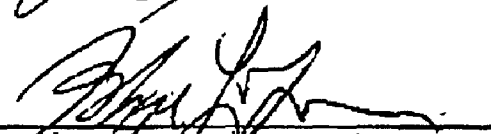
6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be signed by its President and attested by its Secretary, this 2<sup>nd</sup> day of MARCH, 1999, and the President does hereby affirm, under penalty of perjury, that the statements contained herein have been examined by him and are true and correct.

VISIONEER, INC.,  
a Delaware Corporation

By:   
J. Larry Smart, President

ATTEST:

By:   
Joshua L. Green, Secretary

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