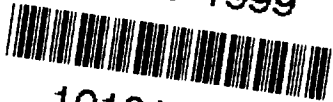


04-22-1999



101017653

57

FORM PTO-1596
1-31-92

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Docket No.: 47898-032

TRADEMARKS ONLY

OFFICIAL NOTICE

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereto:

1. Name of Conveying Party(ies):
Applied Language Technologies, Inc.
Additional name(s) of conveying party(ies) attached? Yes

2. Name and address of receiving party(ies):
Name: Speechworks International, Inc.
Internal Address: _____
Street Address: 695 Atlantic Avenue
Third Floor
City: Boston State/Country MA ZIP: 02201
Additional name(s) & address(es) attached? Yes

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Merger and Change of Name
Execution Date: November 20, 1998

4-6-99


4. Application number(s) or trademark number(s):
If the document is being filed together with a new application, the execution date of the application is: _____
A. Trademark Application No(s).
75/550,755 filed 9/10/98
B. Trademark No(s).
Additional numbers attached? Yes

6. Total number of applications and trademarks involved: 1
7. Total fee (37 CFR 3.41) \$40.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
50-0385

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: MCDERMOTT, WILL & EMERY
Internal Address: _____
Street Address: 600 13th Street, N.W.
City: Washington State: DC Zip: 20005-3096

04/21/1999 DMGUYEN 00000316 500385 75550755
01 FC:481 40.00 CH

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 any attached copy is a true copy of the original document.
Christopher J. Palermo, Reg. No. 42,056  April 13, 1999

Name and Registration No. of Person Signing Signature Date
Total number of pages comprising cover sheet: 1

CMB No. 0851-0011 (exp. 4/94) CERTIFICATE OF MAILING

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Assistant Commissioner for Patents, Washington, DC 20231

on 4-13-99 by  TRADEMARK

REEL: 1887 FRAME: 0009

APPLIED LANGUAGE TECHNOLOGIES, INC.

Action by Directors
Without a Meeting

November 20, 1998

Pursuant to Section 141(f) of Title 8, Chapter 1 of the Delaware General Corporation Law, the undersigned, being all of the Directors of Applied Language Technologies, Inc. (the "Corporation"), do hereby consent to the following action which shall constitute a special meeting of the Board of Directors of the Corporation.

The adoption of the following resolutions:

RESOLVED: That Speechworks International, Inc. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of Speechworks International, Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Speechworks International, Inc. in its name.

RESOLVED: That this Corporation shall assume all of the obligations of Speechworks International, Inc.

RESOLVED: That this Corporation shall cause to be executed and filed and/or recorded the documents presented by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction.

RESOLVED: That this Corporation shall change its corporate name to Speechworks International, Inc.

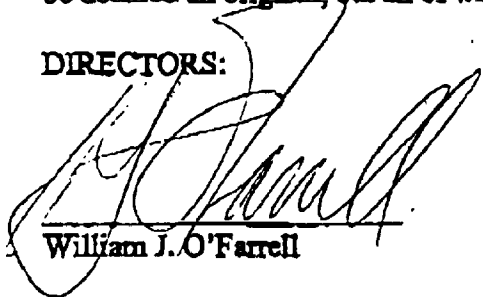
RESOLVED: That the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time when the merger therein provided for, shall become effective shall be December 1, 1998.

RESOLVED: That the authorized officers of the Corporation be, and each acting singly hereby is, authorized, empowered and directed for and on behalf of and in the name of the Corporation to execute and deliver such further instruments, documents, certificates and filings, with such changes in the terms and provisions thereof as the officer executing the same shall deem necessary and appropriate, and to do and perform such acts and deeds as they or any of them deem necessary or appropriate in order to effectuate the purposes and intents of the foregoing resolutions, the taking of any such actions or the execution or delivery of any such

documents by such officer or officers to be conclusive evidence that the same were authorized by this resolution.

This written consent may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same document.

DIRECTORS:



William J. O'Farrell

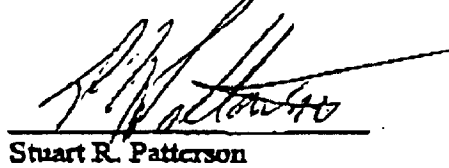
Axel Bichara

Michael S. Phillips

Paul Yovovich

David B. Weinberg

Richard Burnes



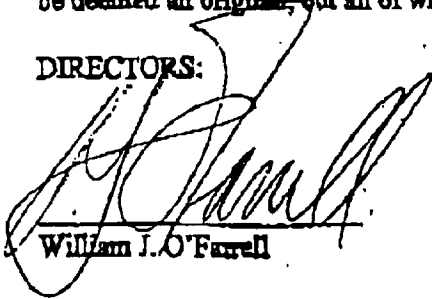
Stuart R. Patterson

TRADOCs: 1147113.1 (149011.doc)

documents by such officer or officers to be conclusive evidence that the same were authorized by this resolution.

This written consent may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same document.

DIRECTORS:

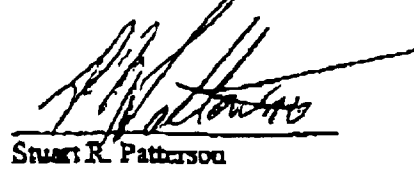


William J. O'Farrell



Michael S. Phillips

David B. Weinberg



Stuart R. Patterson

Axel Bichera

Paul Yovovich

Richard Burns

TRADOC: 1147113.1 (149011.doc)

documents by such officer or officers to be conclusive evidence that the same were authorized by this resolution.

This written consent may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same document.

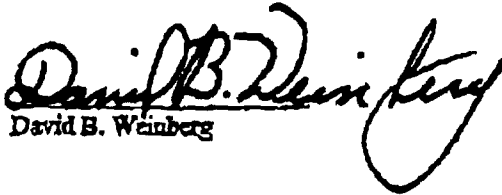
DIRECTORS:

William J. O'Farrell

Axel Bichara

Michael S. Phillips

Paul Yovovich



David B. Weinberg

Richard Barnes

Stuart R. Paterson

TRADOC3: 1147113.1 (J4901 Law)

documents by such officer or officers to be conclusive evidence that the same were authorized by this resolution.

This written consent may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same document.

DIRECTORS:

William J. O'Farrell



Axel Bichara

Michael S. Phillips

Paul Yovovich

David B. Weinberg

Richard Burnes

Stuart R. Patterson

TRADOCs: 11-7113.1 (J49011.doc)

documents by such officer or officers to be conclusive evidence that the same were authorized by this resolution.

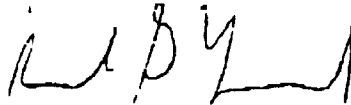
This written consent may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same document.

DIRECTORS:

William J. O'Farrell

Axel Bichara

Michael S. Phillips



Paul Yovovich

David B. Weinberg

Richard Burnes

Stuart R. Patterson

TRADGCS:1147111.1 (149011.doc)

documents by such officer or officers to be conclusive evidence that the same were authorized by this resolution.

This written consent may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same document.

DIRECTORS:

William J. O'Farrell

Axel Bichara

Michael S. Phillips

Paul Yovovich

David B. Weinberg


Richard Burnes

Stuart R. Patterson

TRADOCs: 1147113.1 (149011.doc)