



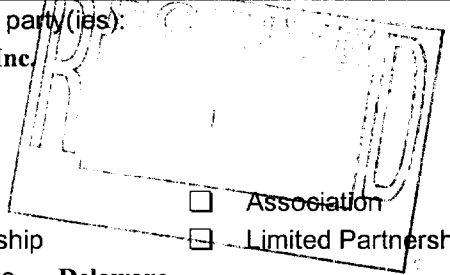
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MM
12/17/99

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

1. Name of conveying party(ies):

EV International, Inc



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

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

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

Name: Telex Communications, Inc.

Internal Address: _____

Street Address: 9600 Aldrich Avenue South

City: Minneapolis State: MN ZIP: 55420

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

3. Nature of conveyance:

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

Execution Date: February 2, 1998

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

A. Trademark Application No.(s)

75/438,570

Additional numbers

B. Trademark Registration No.(s)

Yes No

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

Name: Gregory P. Kaihoi

Internal Address: Fredrikson & Byron, P.A.

1100 International Centre

Street Address: 900 Second Avenue South

City: Minneapolis State: MN ZIP: 55402

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

One

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

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

06-1910

12/28/1999 JSHABAZZ 00000017 75438570

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40.00

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.

Gregory P. Kaihoi

Name of Person Signing

Greg Kaihoi
Signature

12/14/99
Date

Total number of pages including cover sheet, attachments, and

9

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:

"TELEX COMMUNICATIONS, INC.", A DELAWARE CORPORATION, WITH AND INTO "EV INTERNATIONAL, INC." UNDER THE NAME OF "TELEX COMMUNICATIONS, 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 FEBRUARY, A.D. 1998, AT 1:20 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9795023

DATE: 06-09-99

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REEL: 002003 FRAME: 0653

CERTIFICATE OF MERGER

Merging

TELEX COMMUNICATIONS, INC.

Into

EV INTERNATIONAL, INC.

EV INTERNATIONAL, INC. ("the Corporation"), a corporation organized and existing under the laws of the State of Delaware, HEREBY CERTIFIES:

FIRST: That the Corporation was incorporated on July 12, 1967 under the name Gull Company of Buchanan, Inc. pursuant to the General Corporation Law of the State of Delaware (the "DGCL").

SECOND: That Telex Communications, Inc. ("Telex") was incorporated on April 18, 1989 pursuant to the DGCL.

THIRD: That an Agreement and Plan of Merger, dated as of January 29, 1998, between the Corporation and Telex (the "Agreement"), providing for Telex to be merged into and survived by the Corporation (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the Corporation and Telex in accordance with Section 251 of the DGCL.

FOURTH: That the Corporation shall be the surviving corporation (the "Surviving Corporation") of the Merger.

FIFTH: That the Certificate of Incorporation of the Corporation as in effect immediately prior to the Merger shall be amended to read in its entirety as set forth in Exhibit A hereto, and as so amended shall be the Certificate of Incorporation of the Surviving Corporation;

SIXTH: That the By-Laws of Telex shall be the By-Laws of the Surviving Corporation;

SEVENTH: That the directors and officers of Telex shall be the directors and officers, respectively, of the Surviving Corporation, each to hold such office until his or her successor shall be elected or appointed and qualified or until his or her earlier death, resignation or removal.

EIGHTH: That the Merger has been approved by the written consent Telex Communications Group, Inc., the holder of all the issued and outstanding shares of common stock of Telex and the Corporation, in accordance with Section 228(a) of the DGCL.

NINTH: That the executed Agreement is on file at an office of the Corporation at 602 Cecil Street, Buchanan, Michigan 49107.

TENTH: Notwithstanding anything to the contrary, the Merger may be terminated and abandoned by the Board of Directors of the Corporation or Telex at any time prior to the filing of this Certificate.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by a duly authorized officer thereof.

EV INTERNATIONAL, INC.

By: Christine K. Vanden Beukel
Name: Christine K. Vanden Beukel
Title: Secretary

Dated: February 2, 1998

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RESTATED CERTIFICATE OF INCORPORATION

OF

TELEX COMMUNICATIONS, INC.

1. The name of this corporation (hereinafter referred to as the "Corporation") is:

TELEX COMMUNICATIONS, INC.

2. The period of duration of the Corporation shall be perpetual.

3. The address of the Corporation's registered office in the State of Delaware is Corporation Service Company, 1013 Centre Road, Wilmington, New Castle County, Delaware 19805, and the name of its registered agent at said address is the Corporation Service Company.

4. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

5. The Corporation shall have authority to issue 1000 shares of Common Stock, par value of \$0.01 per share (the "Common Stock").

6. The shares of Common Stock shall entitle the holders thereof to one vote per share on all matters upon which such stockholders have the right to vote.

7. The Board of Directors is hereby empowered to authorize by resolution or resolutions from time to time the issuance of one or more classes or series of Preferred Stock and to fix the designations, powers, preferences and relative participating, optional or other rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to each such class or series of Preferred Stock and the number of shares constituting each such class or series, and to increase or decrease the number of shares of any such class or series to the extent permitted by the General Corporation Law of Delaware.

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8. All of the powers of the Corporation, insofar as the same may be lawfully vested by this Certificate of Incorporation in the Board of Directors, are hereby conferred upon the Board of Directors of the Corporation. Elections of directors need not be by ballot unless the Bylaws of this Corporation shall so provide.

9. The stockholders and Board of Directors shall have power, if the Bylaws so provide, to hold their meetings and to keep the books, documents and papers of the Corporation without the State of Delaware except such as are required by the law of the State of Delaware to be kept in the State of Delaware.

10. The incorporator and his mailing address are as follows:

John W. Heiderscheit, III
O'Melveny & Myers
555 13th Street, N.W.
Suite 500 West
Washington, D.C. 20004-1109

11. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

12. The Corporation shall indemnify its officers, directors, employees and agents to the full extent permitted by the General Corporation Law of Delaware.

13. No member of the Board of Directors of the Corporation shall have any personal liability to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Title 8, Delaware Code, or (iv) for any transaction from which the director derived an improper personal benefit.

14. The Corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the law of the State of Delaware.