

04-24-2000

Docket No.:

1585/249,251,252,253,277,278

03-31-2000



101331245

3 original documents or copy thereof.

To the Honorable Commissioner of Patents and

1. Name of conveying party(ies):

Globalink, Inc.
Kurzweil Educational Systems, Inc.

- Individual(s)
- General Partnership
- Corporation-State **Delaware**
- 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: **December 20, 1999**

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

Name: **L&H Merger LLC**

Internal Address:

Street Address: **52 Third Avenue**

City: **Burlington** State: **MA** ZIP: **01803**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other **Limited Liability Company**

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)

75/434,603
75/172,274
75/434,604

B. Trademark Registration No.(s)

1,811,489
2,039,486
2,259,339

Additional numbers Yes No

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

Name: **Jennifer R. Adler**

Internal Address: **Bromberg & Sunstein LLP**

Street Address: **125 Summer Street**

City: **Boston** State: **MA** ZIP: **02110**

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

6

7. Total fee (37 CFR 3.41):.....\$ **165.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-4972

04/24/2000 JJALLAH2 00000104 75434603

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 125.00 OP

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.

Jennifer R. Adler
Name of Person Signing

March 29, 2000
Date

Total number of pages including cover sheet, attachments, and

5

TRADEMARK

REEL: 002058 FRAME: 0051

State of Delaware

Office of the Secretary of State

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:

"GLOBALINK, INC.", A DELAWARE CORPORATION,

"KURZWEIL EDUCATIONAL SYSTEMS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "L&H MERGER LLC" UNDER THE NAME OF "L&H MERGER LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 1999, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1999.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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991551320

AUTHENTICATION:

0155263

DATE:

12-21-99

CERTIFICATE OF MERGER
OF
GLOBALINK, INC. AND KURZWEIL EDUCATIONAL SYSTEMS, INC.
INTO
L&H MERGER LLC

The undersigned limited liability company organized and existing under and by virtue of the Limited Liability Company Act of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation or formation of each of the constituent entities of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION/FORMATION</u>
Globalink, Inc.	Delaware
Kurzweil Educational Systems, Inc.	Delaware
L&H Merger LLC	Delaware

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 18-209 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving entity of the merger is L&H Merger LLC.

FOURTH: That the Certificate of Formation of L&H Merger LLC, a Delaware limited liability company, which will survive the merger, shall be the Certificate of Formation of the surviving limited liability company.

FIFTH: That the executed Agreement of Merger is on file at the office of the surviving limited liability company located at 52 Third Avenue, Burlington, Massachusetts 01803-4414.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving limited liability company, on request and without cost, to any stockholder or member of any constituent entity.

SEVENTH: That this Certificate of Merger shall be effective on December 31, 1999.

Dated: December 20, 1999

L&H MERGER LLC

By: /s/ Gaston Bastiaens
Gaston Bastiaens, Authorized Officer

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 20th day of December, 1999, pursuant to the General Corporation Law of Delaware, by and among Globalink, Inc. ("Globalink") and Kurzweil Educational Systems, Inc. ("KESI"), both of which are Delaware corporations, and L&H Merge: LLC ("Merger LLC"), a Delaware limited liability company (the "Constituent Entities");

WITNESSETH that:

WHEREAS, all of the Constituent Entities desire to merge into a single limited liability company as hereinafter specified; and

WHEREAS, the Board of Directors, shareholders and members, as applicable, of the Constituent Entities have approved the merger

NOW, THEREFORE, the Constituent Entities to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained to hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Globalink and KESI shall be and hereby are merged with and into Merger LLC, which shall be the surviving entity.

SECOND: The Certificate of Formation of Merger LLC, which is the surviving entity, as in effect on the date of the merger, shall continue in full force and effect as the Certificate of Formation of the entity surviving this merger.

THIRD: Each outstanding share of capital stock of Globalink and KESI shall be contributed to the capital of Merger LLC.

FOURTH: This merger shall become effective on December 31, 1999.

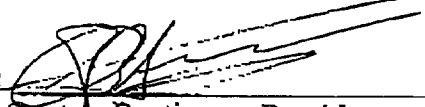
FIFTH: Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Globalink and KESI shall be transferred to, vested in and devolve upon Merger LLC without further act or deed.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, shareholders or members, have caused these presents to be executed by the President of each party hereto as the respective act, deed and agreement of each Constituent Entity, on this 20th day of December, 1999.

GLOBALINK, INC.

By: 
Gaston Bastiaens, President

KURZWEIL EDUCATIONAL SYSTEMS, INC.

By: 
Gaston Bastiaens, President

L&H MERGER LLC

By: L&H Holdings USA, Inc., its sole member

By: 
Gaston Bastiaens, President