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FORM PTO-1594

(Rev. 6-93)

OMB No. 0651-0011 (exp. 4/94)

COVER SHEET

05-19-2000

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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and the attached original documents or copy thereof.

1. Name of conveying party(ies):

TURTLE BEACH SYSTEMS, INC.

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: 22 April 1998

Name and address of receiving party(ies)

Name: VOYETRA TECHNOLOGIES INC.

Internal Address:

Street Address: 5 Odell Plaza

City: Yonkers State: NY ZIP: 10701

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New York
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,704,711 -- MULTISOUND
1,924,488 -- AUDIO ADVANTAGE

Additional numbers attached? Yes No

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

Name: Herbert Dubno, Esq.

Internal Address:

c/o The Firm of Karl F. Ross, P.C.

Street Address: 5676 Riverdale Ave.

Suite 310

City: Riverdale (Bronx) State: NY ZIP: 10471

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41).....\$ 65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

18-2025

(Attach duplicate copy of this page if paying by deposit account)

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.

Herbert Dubno, Esq.

Name of Person Signing

Signature

9 May 2000

Date

Total number of pages including cover sheet, attachments, and document: 2

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

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TURTLE BEACH SYSTEMS, INC.
JOINT MEETING OF THE BOARD OF DIRECTORS
AND SOLE SHAREHOLDER
April 22, 1998

A joint meeting of meeting of the Board of Directors of Turtle Beach Systems, Inc. (the "Company") and its sole shareholder was held on Tuesday April 22, 1998 at 5 Odell Plaza, Yonkers, NY 10701.

The following persons, constituting the entire board and representing the sole shareholder, were present in person or by telephone:

Carmine J. Bonanno (as director and representative of the sole shareholder, Voyetra Technologies Inc. ("Voyetra"))
Frederick J. Romano
Weaver H. Gaines (by telephone)

Mr. Bonanno called the meeting to order.


The Chairman said that the first item of business was consideration of the proposal to merge the Company into its sole shareholder, Voyetra Technologies Inc. ("Voyetra"). The Board discussed the merits of the proposal. Thereafter, upon motion duly made and seconded, the Board unanimously:

RESOLVED, that the Company agrees to be merged into Voyetra with Voyetra being the surviving corporation on terms substantially in accordance with the terms attached hereto.

FURTHER RESOLVED, that the officers of the Company are hereby authorized, empowered and directed to execute and deliver any documents, including a certificate of merger and dissolution, necessary to effectuate the merger without any further action by the Board of Directors.

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized, empowered and directed, without further action or direction by the Board of Directors, to do and cause to be done such acts and to spend such monies as any such officer in his sole discretion, determines to be necessary or appropriate to effect the purposes of the foregoing resolutions.

There being no further matters, upon motion duly made and seconded, the meeting was adjourned.


Frederick J. Romano
Secretary