

08-08-2000

Form PTO 1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)



U.S. Dept. of Commerce Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks, attached original documents or copy thereof.

1. Name of conveying party(ies): VULCAN MERGER SUB, INC. With and into PHILIPS ELECTRONICS NORTH AMERICA CORPORATION... Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies): Name: PHILIPS ELECTRONICS NORTH AMERICA CORPORATION Internal Address: Street Address: 1251 Avenue of the Americas City: New York State: NY Zip: 10020-1104

3. Nature of conveyance: Assignment Security Agreement Other X Merger Change of Name Execution Date: June 28, 1999

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) SEE ATTACHED LIST Additional Numbers Attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Philips Electronics North America Corporation Internal Address: Street Address: 580 White Plains Road City: Tarrytown State: NY Zip: 10591

6. Total number of applications and registrations involved: 10 7. Total fee (37 CFR 3.41) ...\$ 265.00 Enclosed X Authorized to Deposit Account 8. Deposit Account Number: 14-1270 (Attach duplicate copy of this page 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. DANIEL J. PIOTROWSKI Name of Person Signing Signature Date July 11, 2000 Total number of pages including cover sheet, attachments, and document: 8

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

08/07/2000 DNGUYEN 00000211 141270 73607208 01 FC:481 02 FC:482 40.00 CH 225.00 CH

TRADEMARK REEL: 002116 FRAME: 0843

TRADEMARK	SERIAL NO.	REGISTRATION NO.
CORETECHS (STYLIZED)	73/607208	1428246
CORPORATE REQUEST!	75/583982	
ENTERPRISE REQUEST!	75/583984	
POSI-IDENT	74/099578	1656121
SPEECHPRINT ID	74/099576	1658860
SPEECHWAVE	75/370183	
TELEREC	73/644832	1456338
THRU TALK	74/241202	1914094
VET	73/347411	1248204
VOICE REQUEST!	75/583983	

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 OWNERSHIP, WHICH MERGES:

"VULCAN MERGER SUB, INC.", A DELAWARE CORPORATION,
WITH AND INTO "PHILIPS ELECTRONICS NORTH AMERICA CORPORATION" UNDER THE NAME OF "PHILIPS ELECTRONICS NORTH AMERICA CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JUNE, A.D. 1999, AT 3 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0007419

DATE: 10-04-99

TRADEMARK

REEL: 002116 FRAME: 0845

CERTIFICATE OF OWNERSHIP AND MERGER

MERCING

VULCAN MERGER SUB, INC.

INTO

PHILIPS ELECTRONICS NORTH AMERICA CORPORATION

Pursuant to Section 253 of
the General Corporation Law of the State of Delaware

Philips Electronics North America Corporation, a corporation organized and existing under the laws of Delaware (the "Corporation"), does hereby certify that:

FIRST: The Corporation was incorporated pursuant to the General Corporation Law of the State of Delaware ("DGCL").

SECOND: The Corporation owns 100% of the outstanding shares of common stock of Vulcan Merger Sub, Inc., a Delaware corporation ("Vulcan Merger Sub"), and Vulcan Merger Sub has no other class of stock outstanding.

THIRD: The directors of the Corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of the directors of the Corporation, dated June 28, 1999, have decided to merge Vulcan Merger Sub with and into the Corporation pursuant to Section 253 of the DGCL (the "Merger"):

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 06/28/1999
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WHEREAS, the Corporation owns 100% of the outstanding shares of common stock, par value \$0.01 per share (the "Shares"), of Vulcan Merger Sub; and

WHEREAS, the Corporation desires to merge Vulcan Merger Sub with and into the Corporation pursuant to Section 253 of the DGCL;

NOW THEREFORE BE IT HEREBY

RESOLVED, that Vulcan Merger Sub shall be merged with and into the Corporation, with the Corporation being the corporation surviving the Merger (the "Surviving Corporation"), which shall assume all of the obligations of Vulcan Merger Sub; and be it

FURTHER RESOLVED, that the Merger shall become effective at the time and on the date specified in a Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware (the "Effective Time"); and be it

FURTHER RESOLVED, that the terms and conditions of the Merger are as follows:

(1) At the Effective Time, each Share issued and outstanding at the Effective Time and owned by the Corporation shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to be outstanding, shall be canceled and retired without payment of any consideration therefor and shall cease to exist; and

(2) At the Effective Time, each share of common stock of the Corporation issued and outstanding immediately prior to the Effective Time shall remain outstanding immediately after the Merger as a share of common stock of the Surviving Corporation; and be it

FURTHER RESOLVED, that at the Effective Time, the Certificate of Incorporation of the Corporation (the "Certificate") in effect at the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation, until duly amended in accordance with the terms thereof, and the DGCL; and be it

FURTHER RESOLVED, that the by-laws of the Corporation in effect immediately prior to the Effective Time shall be the by-laws of the Surviving Corporation from and after the Effective Time, until duly amended in accordance with their terms and the DGCL; and be it


FURTHER RESOLVED, that the directors and officers of the Corporation immediately prior to the Effective Time shall, from and after the Effective Time, be the directors and officers, respectively, of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's certificate of incorporation and by-laws; and be it

FURTHER RESOLVED, that the proper officers of the Corporation be and hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions authorizing the Merger and to cause the same to be filed with the Secretary of State of the State of Delaware and a certified copy recorded in the Office of the Recorder of Deeds in the County of Delaware in which the registered office of the Corporation and Vulcan Merger Sub are located, and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way whatever necessary or proper to effect said Merger.

FOURTH: This Certificate of Ownership and Merger shall become effective on June 28, 1999, at 5:30 p.m. (Eastern Time).

IN WITNESS WHEREOF, the Certificate of Ownership
and Merger has been executed on this 28th day of June, 1999.

PHILIPS ELECTRONICS NORTH
AMERICA CORPORATION

By: 
Name: William E. Curran
Title: Senior President and
Chief Financial Officer