

9-21-00

10-11-2000



D

Docket No.:

1585/286

Tab settings

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached origi

1. Name of conveying party(ies):

Tiksoft LLC
Kurzweil Applied Intelligence, Inc.

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

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

2. Name and address of receiv

09-21-2000

U.S. Patent & TMOs/TM Mail RcptDt. #22

Name: L&H Applications I

Internal Address:

Street Address: 52 3rd Avenue

City: Burlington State: MA ZIP: 01803

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: June 2, 1999

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

A. Trademark Application No.(s)

75/558,878

Additional numbers

B. Trademark Registration No.(s)

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:.....

1

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

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

19-4972

DO NOT USE THIS SPACE

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40.00 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.

Jennifer R. Adler

Name of Person Signing

Signature

September 19, 2000

Date

6

Total number of pages including cover sheet, attachments, and

TRADEMARK

REEL: 002153 FRAME: 0589

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:

"TIKSOFT LLC", A CALIFORNIA LIMITED LIABILITY COMPANY, WITH AND INTO "KURZWEIL APPLIED INTELLIGENCE, INC." UNDER THE NAME OF "KURZWEIL APPLIED INTELLIGENCE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF MARCH, 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 MARCH, A.D. 1999.

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



Handwritten signature of Edward J. Freel

Edward J. Freel, Secretary of State

2021523 8100M

991123770

9659568

AUTHENTICATION:

DATE: 03-30-99

TRADEMARK

REEL: 002153 FRAME: 0590

MAR-02-2000 17:16

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 04:30 PM 03/29/1999
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005

CERTIFICATE OF MERGER

of

TKSOFT LLC

(A California Limited Liability Company)

into

KURZWEIL APPLIED INTELLIGENCE, INC.

(A Delaware Corporation)

Pursuant to Section 264 of the Delaware General Corporation Law and Section 17552 of the California Limited Liability Company Act, the undersigned do hereby certify the following:


1. The name and state of domicile of each of the constituent entities is as follows:
Surviving Entity: Kurzweil Applied Intelligence, Inc., a Delaware corporation ("KAI").
Disappearing Entity: Tiksoft LLC, a California limited liability company ("Tiksoft").
2. An Agreement of Merger, dated March 25, 1999 (the "Agreement"), has been approved, adopted, certified, executed and acknowledged by and between KAI and all of the members of Tiksoft, pursuant to which Tiksoft shall be merged with and into KAI, in accordance with Section 264 (c) (2) of the Delaware General Corporation Law.
3. The surviving corporation shall be KAI.
4. The Certificate of Incorporation of KAI shall remain, unchanged, its Certificate of Incorporation subsequent to the merger.
5. Pursuant to the Agreement, the effective date of the Merger is March 31, 1999.
6. The Agreement is on file at KAI's principal place of business, 52 3rd Avenue, Burlington, MA 01803-4414.
7. A copy of the Agreement will be furnished by KAI on request and without cost to any of its stockholders and/or any of the members of Tiksoft.
8. The Secretary of State of California shall serve as the statutory agent for KAI upon whom any process, notice or demand against either Tiksoft or KAI may be served for any

prior obligations for so long as any liability remains outstanding against Tiksoft or KAI in the State of California. Process may be forwarded to the address listed in Section 5, above.


Executed under the penalties of perjury by the undersigned duly authorized representatives of KAI and Tiksoft on March 25, 1999.

Kurzweil Applied Intelligence, Inc.

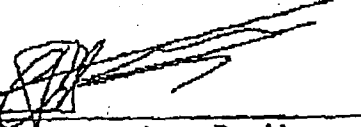
Tiksoft LLC

By: 
Gaston Bastiaens, President

BY: Kurzweil Applied Intelligence, Inc., a Member of Tiksoft LLC, duly authorized

By: 
Gaston Bastiaens, President

BY: L&H Holdings USA, Inc., a Member of Tiksoft LLC, duly authorized

By: 
Gaston Bastiaens, President

State of Delaware
Office of the Secretary of State

PAGE 1

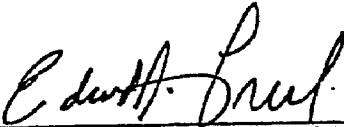
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "KURZWEIL APPLIED INTELLIGENCE, INC.", CHANGING ITS NAME FROM "KURZWEIL APPLIED INTELLIGENCE, INC." TO "L&H APPLICATIONS USA, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF JUNE, A.D. 1999, AT 3 O'CLOCK P.M.

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



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991220895



Edward J. Freel, Secretary of State

AUTHENTICATION: 9781802

DATE: 06-03-99

TRADEMARK
REEL: 002153 FRAME: 0593

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
KURZWEIL APPLIED INTELLIGENCE, INC.

Kurzweil Applied Intelligence, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of Kurzweil Applied Intelligence, Inc., by unanimous written consent, duly adopted resolutions setting forth an amendment to the Restated Certificate of Incorporation of said corporation, declaring said amendment advisable. The adopted amendment is as follows:

Article First: The name of the Corporation is L&H Applications USA, Inc."

SECOND: That thereafter, pursuant to a resolution of its Board of Directors, a unanimous written consent of the sole stockholder of said corporation was duly executed, by which the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Kurzweil Applied Intelligence, Inc. has caused this certificate to be signed by Lawrence M. Levy, its Secretary, this 2 day of June, 1999.


Lawrence M. Levy

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