

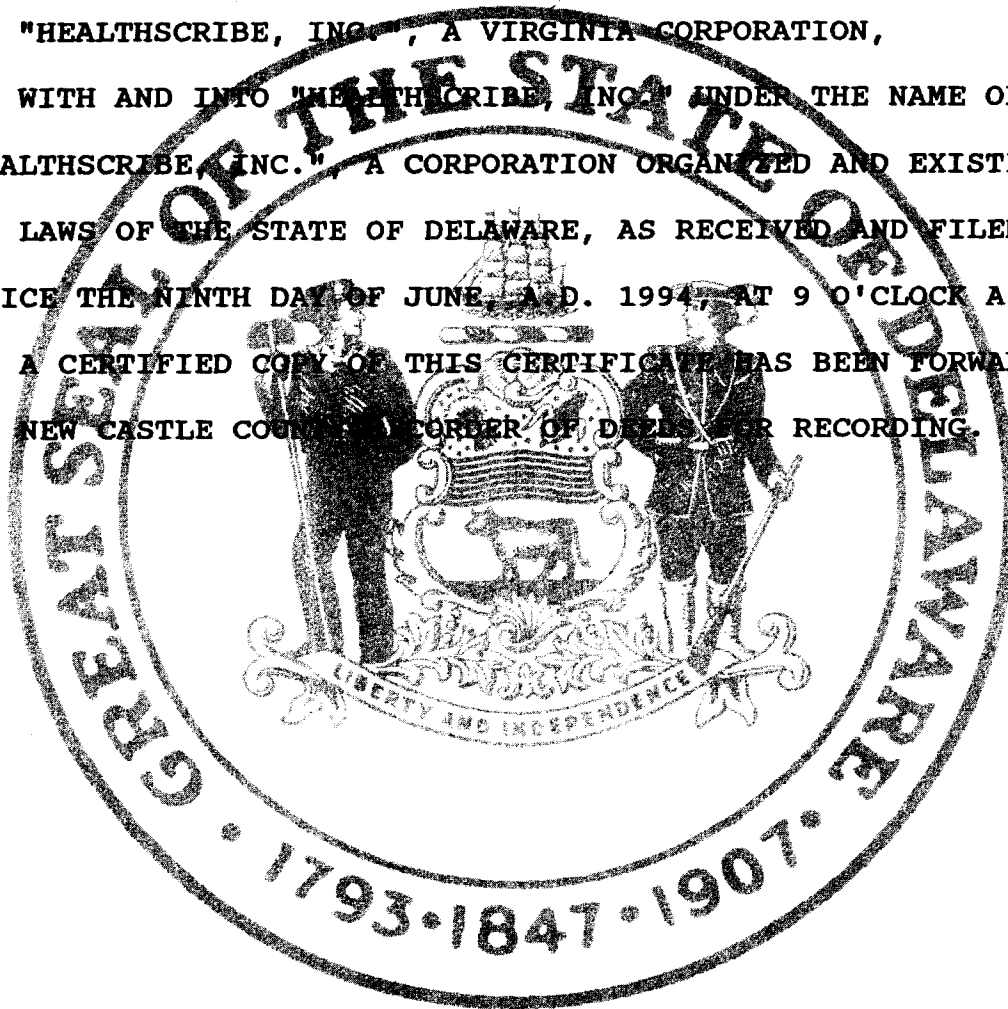
State of Delaware

Office of the Secretary of State

I, WILLIAM T. QUILLEN, 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:

"HEALTHSCRIBE, INC.", A VIRGINIA CORPORATION,
WITH AND INTO "HEALTHSCRIBE, INC." UNDER THE NAME OF
"HEALTHSCRIBE, INC." A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE NINTH DAY OF JUNE, A.D. 1994, AT 9 O'CLOCK A.M.

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



William T. Quillen

William T. Quillen, Secretary of State

2340702 8100M

AUTHENTICATION: 7144479

944103951

DATE: 06-09-94

TRADEMARK

REEL: 002220 FRAME: 0898

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

HEALTHSCRIBE, INC. (A Virginia Corporation)
(name of parent)

INTO

HEALTHSCRIBE, INC. (A Delaware Corporation)
(name of subsidiary)

*** * * * ***

HealthScribe, Inc., a corporation organized and existing under the laws of the Commonwealth of Virginia,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 18th day of April, 1991, pursuant to General Corporate Laws of the Commonwealth of Virginia, the provisions of which permit the merger of a corporation of another state and a corporation organized and existing under the laws of said state.

SECOND: That this corporation owns all of the outstanding shares of the stock of HealthScribe, Inc., a Delaware corporation incorporated on the 18th day of June, 1993, pursuant to the General Corporation Laws of the State of Delaware.

THIRD: That the directors of HealthScribe, Inc., by the following resolutions of its Board of Directors, duly adopted on June 18, 1993 by the unanimous written consent of its members, filed with the minutes of the Board and determined to merge itself into said HealthScribe, Inc., a Delaware corporation:

RESOLVED, that HealthScribe, Inc., a Virginia Corporation merge, and it hereby does merge itself into said HealthScribe, Inc., a Delaware corporation which assumes all of the obligations of HealthScribe, Inc., a Virginia corporation.

FURTHER RESOLVED, that the proper officers of HealthScribe, Inc., a Delaware corporation, be and they hereby are directed to notify each stockholder of record of said HealthScribe, Inc., a Delaware corporation, entitled to notice within 10 days after the effective date of filing of the Certificate of Ownership and Merger, that said Certificate of Ownership and Merger has become effective; and

FURTHER RESOLVED, that the proper officers of this corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions of the merger of itself into HealthScribe, Inc., a Delaware corporation, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the Office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger; and

FOURTH: that the proposed merger has been adopted, approved, certified, executed and acknowledged by HealthScribe, Inc. in accordance with the laws of the Commonwealth of Virginia, under which the corporation was organized.

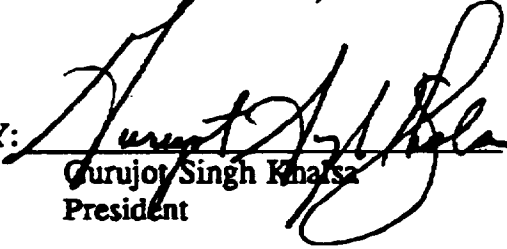
FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of HealthScribe, Inc. at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said HealthScribe, has caused this Certificate to be signed by Gurujot Singh Khalsa, its President and attested by Guru Amrit Singh Khalsa, its Secretary, this 18th day of June, 1993.

ATTEST:

HEALTHSCRIBE, INC.


Guru Amrit Singh Khalsa, Secretary

BY: 
Gurujot Singh Khalsa
President

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