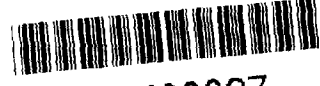


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To the Honorable Commissioner of Patents

attached original documents or copy thereof.

101768027

1. Name of conveying party(ies):

Dragon Systems, Inc.

2. Name and address of receiving

Name: L&H Holdings USA, Inc

06-20-2001

Internal Address: _____

U.S. Patent & TM Off/TM Mail Rpt Dt: #20

Street Address: 52 Third 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 No

(Designations must be a separate document from

Additional name(s) & address(es) Yes No

6.20.01

Individual(s)

Association

General Partnership

Limited Partnership

Corporation-State Delaware

Other _____

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

3. Nature of conveyance:

Assignment

Merger

Security Agreement

Change of Name

Other _____

Execution Date: June 7, 2000

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,254,151

Additional numbers

Yes No

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

Name: Nicole Zawarski

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

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.

Nicole Zawarski

Name of Person Signing

Nicole Zawarski

Signature

June 19, 2001

Date

5

Total number of pages including cover sheet, attachments, and

I, HARRIET SMITH WINDSOR, 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:

"DRAGON SYSTEMS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "L&H HOLDINGS USA, INC." UNDER THE NAME OF "L&H HOLDINGS USA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF JUNE, A.D. 2000, AT 1:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0939936 8100M

010240308

AUTHENTICATION: 1142212

DATE: 05-18-01

TRADEMARK
REEL: 002322 FRAME: 0895

CERTIFICATE OF MERGER

of

DRAGON SYSTEMS, INC.

with and into

L&H HOLDINGS USA, INC.

The undersigned corporations, Dragon Systems, Inc. ("Dragon") and L&H Holdings USA, Inc. ("L&H Holdings") (collectively, the "Constituent Corporations"), to effect a merger of Dragon with and into L&H Holdings (the "Merger"), do hereby certify as follows:

1. The name and state of incorporation of each of the Constituent Corporations of the Merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Dragon Systems, Inc.	Delaware
L&H Holdings USA, Inc.	Delaware

2. An Agreement and Plan of Merger dated as of March 27, 2000, by and among Dragon, L&H Holdings, Lernout & Hauspie Speech Products N.V. and certain principal stockholders of Dragon, providing for the merger of Dragon with and into L&H Holdings (the "Merger Agreement"), has been approved, adopted, certified, executed, and acknowledged by each of the Constituent Corporations in accordance with the requirements of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation of the Merger is L&H Holdings (the "Surviving Corporation").

4. The certificate of incorporation of L&H Holdings shall be the certificate of incorporation of the Surviving Corporation.


5. An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation. The address of said principal place of business of the Surviving Corporation is c/o Lernout & Hauspie Speech Products USA, Inc., 52 Third Avenue, Burlington, MA 01803-4414.

6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either Constituent Corporation.

7. This Certificate of Merger shall be effective upon the date and time of filing hereof with the Secretary of State of the State of Delaware in accordance with the provisions of Sections 103 and 251 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the parties hereto have caused this Certificate of Merger to be duly executed this 7th day of June, 2000.

L&H HOLDINGS USA, INC.

By: 

Gaston Bastiaens
President and Chief Executive Officer

DRAGON SYSTEMS, INC.

By: _____
Janet M. Baker
Chairman

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7. This Certificate of Merger shall be effective upon the date and time of filing hereof with the Secretary of State of the State of Delaware in accordance with the provisions of Sections 103 and 251 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the parties hereto have caused this Certificate of Merger to be duly executed this 7th day of June, 2000.

L&H HOLDINGS USA, INC.

By: _____
Gaston Bastiaens
President and Chief Executive Officer

DRAGON SYSTEMS, INC.

By: Janet M. Baker
Janet M. Baker
Chairman

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