

04-17-2002

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Docket No.:

2639/204,210,211,212,213,215

2639/216



102058063

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To the Honorable Commissioner of P

ie attached original documents or copy thereof.

1. Name of conveying party(ies):

Dragon Systems, Inc.

2002 APR - 7 PM 2: 26

FINANCIAL STATEMENT

4-3-02

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

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

3. Nature of conveyance:

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

Execution Date: June 7, 2000

2. Name and address of receiving party(ies):

Name: L&H Holdings USA, Inc.

Internal Address:

Street Address: 52 Third Avenue

City: Burlington State: MA ZIP: 0 803

- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,254,151	1,480,770	1,428,200
1,769,822	1,419,515	1,423,358
1,428,201		

Additional numbers  Yes  No

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

Name: Nicole Zawarski, Esq.

Internal Address: Bromberg & Sunstein LLP

Street Address: 125 Summer Street

City: Boston State: MA ZIP: 02110

6. Total number of applications and registrations involved:.....

7. Total fee (37 CFR 3.41):.....\$ \$190.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

04/16/2002 6TON11 00000253 2254151

DO NOT USE THIS SPACE

01 FC:481  
02 FC:482

40.00 OP  
150.00 OP

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

3/25/02

Date

Total number of pages including cover sheet, attachments, and

5

TRADEMARK

REEL: 002485 FRAME: 0216

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:

"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.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION: 0483076

DATE: 06-07-00

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001289149

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, Lemout & 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.

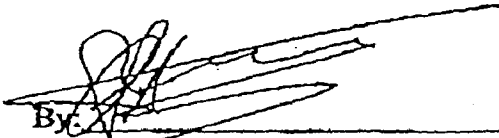
5. An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation. The address of said principal place of business of the Surviving Corporation is c/o Lemout & Hauspie Speech Products USA, Inc., 52 Third Avenue, Burlington, MA 01803-4414.

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 \_\_\_ day of \_\_\_\_\_, 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 \_\_\_\_ day of \_\_\_\_\_, 2000.

L&H HOLDINGS USA, INC.

By: \_\_\_\_\_  
Gaston Bastlaens  
President and Chief Executive Officer

DRAGON SYSTEMS, INC.

By:  \_\_\_\_\_  
Janet M. Baker  
Chairman

sarah.roth@mc - z:\egul\chrisr-01272.01.229\execution\certmrg.doc