

05-31-2002

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

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



102107300

To the Honorable Commissioner  
documents or copy thereof.

... record the attached original

1. Name of conveying party(ies):  
VOICE CONTROL SYSTEMS INC.  
With and into VULCAN MERGER SUB, INC.  
5-28-02  
 Individual(s)  Association  
 General Partnership  Ltd Partnership  
 Corporation-State of Delaware  
 Other

2. Name and address of receiving party(ies):  
Name: VULCAN MERGER SUB, INC.  
Internal Address: \_\_\_\_\_  
Street Address: 1251 Avenue of the Americas  
City: New York State: NY Zip: 10020-1104  
 Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-State of Delaware  
 Other

Additional name(s) of conveying party(ies)  
attached?

Yes  No

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other

If assignee is not domiciled in the United States, a domestic  
representative designation is attached:  Yes  No  
(Destinations must be a separate document from Assignment)  
Additional names(s) & Address(es) attached?  Yes  No

Execution Date: June 28, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,937,442 - VPRO

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:

1

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

Enclosed  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.

TONY PIOTROWSKI  
Name of Person Signing

[Signature]  
Signature

May 28, 2002  
Date

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

05/30/2002 GTOM11 00000168 141270 1937442

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TRADEMARK  
REEL: 002515 FRAME: 0707

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:

"VOICE CONTROL SYSTEMS, INC.", A DELAWARE CORPORATION, WITH AND INTO "VULCAN MERGER SUB, INC." UNDER THE NAME OF "VULCAN MERGER SUB, INC.", 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 2:30 O'CLOCK P.M.



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

Edward J. Freel, Secretary of State

3036322 8100M

991415841

AUTHENTICATION: 0007420

DATE: 10-04-99

TRADEMARK  
REEL: 002515 FRAME: 0708

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

VOICE CONTROL SYSTEMS, INC.

INTO

VULCAN MERGER SUB, INC.

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

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Vulcan Merger Sub, Inc., a corporation organized and existing under the laws of Delaware ("Vulcan Merger Sub"), does hereby certify that:

FIRST: Vulcan Merger Sub was incorporated on the sixth day of May, 1999, pursuant to the General Corporation Law of the State of Delaware ("DGCL").

SECOND: Vulcan Merger Sub owns over 90% of the outstanding shares of common stock of Voice Control Systems, Inc., a Delaware corporation ("VCSI"), and VCSI has no other class of stock outstanding.

THIRD: The directors of Vulcan Merger Sub, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of the directors of Vulcan Merger Sub, dated June 24, 1999, have elected to cause VCSI to be merged with and into Vulcan Merger Sub pursuant to Section 253 of the DGCL (the "Merger"):

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 02:30 PM 06/28/1999  
991262611 - 3036322

WHEREAS, Vulcan Merger Sub owns over 90% of the outstanding shares of common stock, par value \$0.01 per share (the "Shares"), of VCSI; and

WHEREAS, Vulcan Merger Sub desires to merge VCSI with and into Vulcan Merger Sub in order to obtain 100% ownership of VCSI pursuant to the terms and conditions of the Agreement and Plan of Merger, dated as of May 9, 1999, as amended by Amendment No. 1 to Agreement and Plan of Merger, dated as of June 24, 1999 (as so amended, the "Merger Agreement"), among VCSI, Vulcan Merger Sub and the parent of Vulcan Merger Sub, Philips Electronics North America Corporation, a Delaware corporation ("PENAC");

NOW THEREFORE BE IT HEREBY

RESOLVED, that VCSI shall be merged with and into Vulcan Merger Sub, with Vulcan Merger Sub being the corporation surviving the Merger (the "Surviving Corporation"), which shall assume all of the obligations of VCSI; 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 of VCSI issued and outstanding immediately prior to the Effective Time (other than Shares owned by PENAC, Vulcan Merger Sub or any other subsidiary of PENAC (collectively, the "Purchaser Companies") or Shares held by stockholders exercising appraisal rights pursuant to Section 262 of the DGCL ("Dissenting Stockholders")) shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive, without interest, an amount in cash equal to \$4.00 (the "Merger Consideration"). All such Shares, by virtue of the Merger and without any action on the part of the holders thereof, shall no longer be outstanding and shall cease to

exist, and each holder of a certificate representing any such Shares shall cease to have any rights with respect to such Shares, except the right to receive the Merger Consideration for such Shares upon the surrender of such certificate in accordance with Section 5.2 of the Merger Agreement or the right, if any, to receive payment from the Surviving Corporation of the "fair value" of such Shares as determined in accordance with Section 262 of the DGCL;

(2) At the Effective Time, each Share issued and outstanding at the Effective Time and owned by any of the Purchaser Companies, and each Share issued and held in VCSI's treasury at the Effective Time, 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

(3) At the Effective Time, each share of common stock of Vulcan Merger Sub 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 the proper officers of the Surviving Corporation be and they hereby are directed, within 10 days after the Effective Time, to notify each stockholder of record of VCSI immediately prior to the Merger entitled to notice, of the effectiveness of the Merger and of stockholders' appraisal rights; and be it

FURTHER RESOLVED, that at the Effective Time, the Certificate of Incorporation of Vulcan Merger Sub (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 Vulcan Merger Sub 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

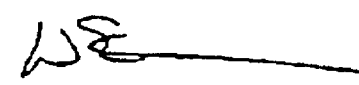
FURTHER RESOLVED, that the directors of Vulcan Merger Sub and officers of VCSI immediately prior to the Effective Time shall, from and after the Effective Time, be the directors and officers, respectively, of the Surviving Corporation until their successors have been duly elected or appointed and qualified 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 Vulcan Merger Sub 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 VCSI 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 5:00 p.m. (Eastern Time).

IN WITNESS WHEREOF, the Certificate of Ownership  
and Merger has been executed on this 20<sup>th</sup> day of June, 1999.

VULCAN MERGER SUB, INC.

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