

05-31-2002



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

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

102107299

To the Honorable Commissioner of
documents or copy thereof.

Please record the attached original

1. Name of conveying party(ies):
 VOICE PROCESSING, INC. AKA **5-24-02**
 VOICE PROCESSING CORPORATION
 With and into VOICE CONTROL SYSTEMS, INC.
 Under the name of VOICE CONTROL SYSTEMS, INC.
 Individual(s) Association
 General Partnership Ltd Partnership
 Corporation-State of Delaware
 Other

Additional name(s) of conveying party(ies)
 attached?
 Yes No

2. Name and address of receiving party(ies):
 Name: VOICE CONTROL SYSTEMS, INC.
 Internal Address: _____
 Street Address: 14140 Midway Road
 City: Dallas State: TX Zip: 75244
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State of Delaware
 Other

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

Execution Date: November 4, 1996

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

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No. (E)
1,937,442 - VPRO
 Additional Numbers Attached? Yes No

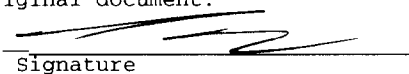
5. Name and address of party to whom
 correspondence concerning document should be
 mailed:
 Name: Philips Electronics North America
 Corporation
 Internal Address:
 Street Address: 580 White Plains Road
 City: Tarrytown State: NY Zip: 10591

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  May 17, 2002
 Name of Person Signing Signature Date
 Total number of pages including cover sheet, attachments, and document: 5

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 6TON11 00000169 141270 1937442
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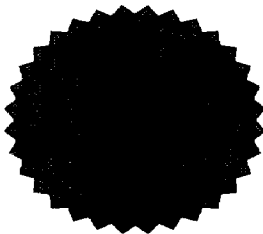
Delaware

PAGE 1

The First State

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:

"VOICE PROCESSING CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "VOICE CONTROL SYSTEMS, INC." UNDER THE NAME OF "VOICE CONTROL SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF NOVEMBER, A.D. 1996, AT 4:30 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0907118 8100M

AUTHENTICATION: 1759838

020285783

DATE: 05-06-02
TRADEMARK

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**CERTIFICATE OF MERGER
OF
DOMESTIC CORPORATIONS**

Pursuant to the provisions of Section 251 of the Delaware General Corporation Law, Voice Control Systems, Inc., a Delaware corporation, hereby delivers to the Secretary of State of Delaware the following Certificate of Merger:

1. The names of the constituent corporations in the merger and the states under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Voice Control Systems, Inc.	Delaware
Voice Processing Corporation	Delaware

2. The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the Delaware General Corporation Law.
3. Voice Processing Corporation will merge (the "Merger") with and into Voice Control Systems, Inc. ("VCS"). VCS shall be the corporation surviving the Merger (the "Surviving Corporation") and shall continue its corporate existence under the laws of the State of Delaware. The Certificate of Incorporation of VCS shall be the Certificate of Incorporation of the Surviving Corporation.
4. A copy of the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation at 14140 Midway Road, Suite 100, Dallas, Texas 75244. A copy of the Agreement and Plan of Merger will be furnished by Voice Control Systems, Inc., as the Surviving Corporation, on request and without cost, to any stockholder of any of the constituent corporations.

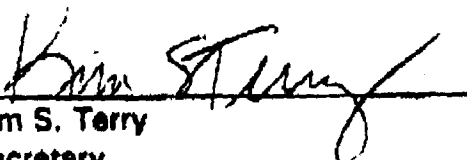
[Signature page to follow]

IN WITNESS WHEREOF, the undersigned corporation has executed this Certificate of Merger as of the 14th day of November, 1996.

VOICE CONTROL SYSTEMS, INC.

By: 
Peter D. Foster
President and Chief Executive Officer

ATTEST:


Kim S. Terry
Secretary

101009.01/BHH

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ID:

RECORDED: 05/28/2002

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