

06-18-2002



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Docket No.:

2639/205, 295

Tab settings

To the Honorable Commissioner of Pate.

102125691

attached original documents or copy thereof.

1. Name of conveying party(ies):

Dragon Systems, Inc.

5-28-02

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other _____

- Association
- Limited Partnership

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

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

Name: L&H Holdings USA, Inc.

Internal Address: _____

Street Address: 52 Third Avenue

City: Berlington 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 N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

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

Execution Date: June 7, 2000

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

A. Trademark Application No.(s)

75/654,465

B. Trademark Registration No.(s)

1,433,646

Additional numbers Yes No

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

Name: Jennifer M. Reynolds

Internal Address: Bromberg & Sunstein LLP

Street Address: 125 Summer Street

City: Boston State: MA ZIP: 02110

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

2

7. Total fee (37 CFR 3.41):.....\$ \$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-4972

06/17/2002 LNUELLER 00000137 75654465

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01 FC:481 40.00 OP
02 FC:482 25.00 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.

Jennifer M. Reynolds

Name of Person Signing

Jennifer M. Reynolds

Signature

May 24, 2002

Date

Total number of pages including cover sheet, attachments, and

5

TRADEMARK

REEL: 002526 FRAME: 0497

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

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001289149

AUTHENTICATION: 0483076

DATE: 06-07-00

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

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