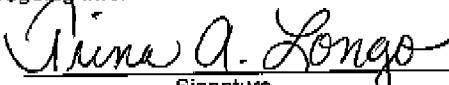


Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)	RECORDATION FORM COVER SHEET TRADEMARKS ONLY	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼ ▼		
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.		
1. Name of conveying party(ies): <u>fonix/ASI Corporation</u> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State of Utah <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies) Name: <u>Fonix Corporation</u> Internal Address: _____ Address: _____ Street Address: <u>60 East South Temple Street, Ste. 1225</u> City: <u>Salt Lake City</u> State: <u>Utah</u> Zip: <u>84111</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small>	
3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>September 1, 1999</u>	4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____ B. Trade Mark Registration No.(s) <u>1,934,006</u> Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Trina A. Longo, Esq.</u> Internal Address: <u>Howrey Simon Arnold & White, LLP</u> _____ Street Address: <u>1299 Pennsylvania Avenue, N.W., Box 34</u> _____ City: <u>Washington</u> State: <u>D.C.</u> Zip: <u>20004-2402</u>	6. Total number of applications and registration involved: 1 7. Total fee (37 CFR 3.41) \$ <u>40.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>08-3038</u> <small>(Attach duplicate copy of this page if paying by deposit account)</small>	
DO NOT USE THIS SPACE		
9. Statement and signature. <i>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.</i> <div style="display: flex; justify-content: space-between;"> <div style="width: 30%;"> <u>Trina A. Longo, Esq.</u> Name of Person Signing </div> <div style="width: 30%; text-align: center;">  Signature </div> <div style="width: 30%; text-align: right;"> <u>December 19, 2002</u> Date </div> </div>		
Total number of pages including cover sheet, attachments, and document: 12		

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

State of Delaware
Office of the Secretary of State

PAGE 1

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:

"FONIX/ASI CORPORATION", A UTAH CORPORATION,

WITH AND INTO "FONIX CORPORATION" UNDER THE NAME OF "FONIX CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF SEPTEMBER, A.D. 1999, AT 3:30 O'CLOCK P.M.

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



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Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

9951441

DATE:

09-02-99

TRADEMARK

REEL: 002587 FRAME: 0643

Co# 166323
211822

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certify that the foregoing has been filed
and approved on this day 9/2/99
in the office of said Division and hereby issue
all Certificates thereon.

Register



PS Date *9/2/99*
[Signature]
LORNEA P. WATTS
Division Director

ARTICLES OF MERGER

OF

FONIX CORPORATION Co# 166323
(Parent and Surviving Corporation)

AND

Fonix/ASI Corporation Co# 211822
(Subsidiary and Nonsurviving Corporation)

RECEIVED

SEP 01 1999

Utah Div. of Corp. & Comm. Code

Pursuant to the provisions of Section 16-10a-1104 of the Utah Revised Business Corporation Act, the undersigned corporations adopted the following:

ARTICLE ONE

The names of the corporations which are party to this merger and the states under which they are respectively organized are as follows:

Name of Corporation	State of Incorporation
Fonix Corporation	Delaware
Fonix/ASI Corporation	Utah

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ARTICLE TWO

Fonix owns all of the issued and outstanding shares of Fonix/ASI Corporation.

ARTICLE THREE

The name of the surviving corporation shall be Fonix Corporation, and such corporation shall be a corporation organized and existing under the laws of the State of Delaware.

EXPEDITE

ARTICLE FOUR

The Articles of Incorporation of Fonix Corporation as presently existing shall be the Articles of Incorporation of the surviving corporation.

ARTICLE FIVE

Following the merger, all of the issued and outstanding shares of Fonix/ASI Corporation shall be canceled.

ARTICLE FIVE

The resolution of the Board of Directors of Fonix Corporation authorizing and approving the merger is attached hereto as Exhibit "A." No approval of the shareholders is required and all of the provisions of Section 16-10a-1103(7) of the Utah Code Annotated have been met.

ARTICLE SIX

The Agreement and Plan of Merger adopted by the Board of Directors of Fonix Corporation is attached hereto as Exhibit "B."

IN WITNESS WHEREOF, the undersigned have executed this instrument as of the 1st day of September, 1999.

FONIX CORPORATION, a Delaware corporation

By: 
Thomas A. Murdock, President

ATTEST:


Jeffrey M. Jones, Secretary

Fonix/ASI Corporation, a Utah corporation

By: 
Thomas A. Murdock, President

ATTEST:


Jeffrey M. Jones, Secretary

Exhibit "A"**[Resolution of Board of Directors of Fenix Corporation]**

RESOLVED, that the President and Secretary of Fenix Corporation are authorized to execute and deliver (i) an Agreement of Merger in substantially the form attached hereto as Exhibit A, pursuant to which, among other things, all of the issued and outstanding stock of Fenix/ASI Corporation, shall be canceled; (ii) Utah Articles of Merger; and (iii) any other certificates or agreements as may be required by the laws of Utah or Delaware, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the State of Delaware and the State of Utah and in any other appropriate jurisdiction, necessary or proper to effect this merger.

Exhibit "B"
[Agreement and Plan of Merger]

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Merger Agreement") between Fonix Corporation, a Delaware corporation ("Fonix"), and Fonix/ASI Corporation, a Utah corporation ("Fonix/ASI"), is dated as of August 26, 1999. Fonix and Fonix/ASI are sometimes herein collectively referred to as the "Constituent Companies."

WHEREAS, the authorized capital stock of Fonix/ASI consists of one hundred thousand (100,000) shares of Common Stock ("Fonix/ASI Common Stock"), and as of the date hereof, one hundred thousand (100,000) shares of Fonix/ASI Common Stock are issued and outstanding; and

WHEREAS, as of the date hereof, all of the issued and outstanding shares of Fonix/ASI Common Stock are held of record by Fonix; and

WHEREAS, the boards of directors of Fonix has resolved and deems it advisable and to the advantage and welfare of the Constituent Companies and their respective shareholders that Fonix/ASI be merged with and into its parent, Fonix (the "Merger"), under and pursuant to the laws of the states of Utah and Delaware;

NOW, THEREFORE, in consideration of the agreements and promises herein contained, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Constituent Companies agree as follows:

1. Effective Date. The Merger shall become effective upon such date (the "Effective Date") as: (i) Articles of Merger are filed with the Division of Corporations and Commercial Code, Department of Commerce of the State of Utah; and (ii) a Certificate of Ownership and Merger is filed with the Office of the Secretary of State of the State of Delaware; provided, however, that the Articles of Merger and Certificate of Ownership and Merger shall not be filed, and the Merger shall not become effective, until all conditions to the closing of the sale of certain assets of the Constituent Companies to Lennott & Hauspie Speech Products, N.V. ("L&H"); pursuant to that certain Asset Purchase Agreement between the Constituent Companies and L&H, dated as of May 19, 1999 (the "Agreement"), set forth in Articles 6 and 7 of the

Agreement have been satisfied or waived by L&H and the Constituent Companies, respectively, and all documents evidencing the closing have been delivered into escrow to be released upon confirmation of the filing of such documents to effect the Merger.

2. Merger. Upon the Effective Date, Fonix/ASI shall be merged with and into Fonix. Fonix shall be the surviving corporation, a single corporation organized under the laws of the State of Delaware, and the separate corporate existence of Fonix/ASI shall cease.

3. Succession. Upon the Effective Date, Fonix shall succeed to all of the rights, privileges, powers, and property of Fonix/ASI, and become subject to all of the restrictions, liabilities, and duties of Fonix/ASI.

4. Certificate of Incorporation and Bylaws. The Certificate of Incorporation of Fonix, as heretofore amended, and the Bylaws of Fonix, as heretofore amended, shall be the Certificate of Incorporation and Bylaws of Fonix following the Effective Date.

5. Directors. The Directors of Fonix as of the Effective Date shall continue to be the Directors of Fonix following the Merger.

6. Officers. The officers of Fonix as of the Effective Date shall continue to be the officers of Fonix following the Merger.

7. Cancellation of Shares of Common Stock of Fonix/ASI held by Fonix. On the Effective Date, all one hundred thousand (100,000) issued and outstanding shares of Common Stock of Fonix/ASI currently held by Fonix shall be cancelled.

8. Continuity of Business. All corporate acts, plans, policies, approvals, and authorizations of Fonix/ASI, its shareholders, board of directors, committees elected or appointed by the board of directors, officers, and agents, which were valid and effective immediately prior to the Effective Date, shall be, for all purposes, the acts, plans, policies, approvals, and authorizations of Fonix and shall be as effective and binding thereon as they were on Fonix/ASI. The employees of Fonix/ASI shall become the employees of Fonix and shall be entitled to the same rights and benefits they enjoyed as employees of Fonix/ASI, subject to any rights of termination or other employment restrictions existing prior to the Effective Date.


9. Further Assurance of Title. If at any time Fonix shall consider or be advised that any acknowledgments, assurances in law or similar actions are necessary or desirable in order to vest, perfect or confirm in Fonix any right, title, or interest of Fonix/ASI held immediately prior to the Effective Date, Fonix/ASI and its officers and directors, as of the Effective Date, shall execute and deliver all deeds, assignments, or assurances in law and do all things necessary to acknowledge or confirm any right, title or interest in Fonix as shall be necessary to carry out the purposes of this Merger Agreement. Fonix/ASI hereby grants to Fonix and its officers and directors full authority to take any action required by this paragraph in the name of Fonix/ASI, or otherwise.

10. Abandonment. This Merger Agreement may be terminated and abandoned by the Constituent Companies at any time prior to the Effective Date. In the event of abandonment, this Merger Agreement shall become void and of no further force or effect, without any liability or obligation on the part of either of the Constituent Companies or their directors, officers, stockholders, or agents.

11. Counterparts. This Merger Agreement may be executed in counterparts, each of which shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Merger Agreement has been executed as of the date first set forth above.

Fonix/ASI Corporation, a Utah corporation

By: 
Thomas A. Murdoch

ATTEST:


Jeffrey M. Jones, Secretary

Fenix Corporation, a Delaware corporation

By: 
Thomas A. Burdock

ATTEST:


Jeffrey M. Jones, Secretary

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CERTIFICATE OF OWNERSHIP AND MERGER**of****Fonix/ASI Corporation
(A Utah Corporation)****into****FONIX CORPORATION
(A Delaware Corporation)**

Pursuant to the provisions of Section 253 of the Delaware General Corporation Law, it is hereby certified that:

1. **Fonix/ASI Corporation** (hereinafter sometimes referred to as the "Subsidiary") is a corporation organized and existing under the laws of the State of Utah, the laws of which permit a merger of a corporation of that jurisdiction with a corporation of another jurisdiction.
2. **Fonix Corporation** (hereinafter sometime referred to as the "Parent") is a corporation organized and existing under the laws of the State of Delaware and owns all of the issued and outstanding stock of the Subsidiary.
3. An Agreement and Plan of Merger between the Subsidiary and the Parent has been approved, adopted, certified, executed and acknowledged by each of them in accordance with the laws of the State of Delaware.
4. **Fonix Corporation** shall be the surviving corporation, which shall be organized under the laws of the State of Delaware and the certificate of incorporation of the surviving corporation shall be the certificate of incorporation of **Fonix Corporation**.
5. The following is a copy of the Resolution adopted on the 26th day of August, 1999, by the Board of Directors of the Parent to merge the Subsidiary into the Parent:

WHEREAS, the Directors of Fonix Corporation have approved the merger of Fonix/ASI Corporation with and into Fonix Corporation; it is therefore

RESOLVED, that the President and Secretary of Fonix Corporation are authorized to execute and deliver (i) an Agreement of Merger in substantially the form attached hereto as Exhibit "A," pursuant to which, among other things, all of the issued and outstanding stock of Fonix/ASI Corporation, shall be canceled; (ii) Utah Articles of Merger, and (iii) any other certificates or agreements as may be required by the laws of Utah or Delaware, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the State of Delaware and the State of Utah and in any other appropriate jurisdiction, necessary or proper to effect this merger.

6. The executed Agreement and Plan of Merger is on file at the office of Fonix Corporation, located at 60 East South Temple Street, Suite 1225, Salt Lake City, Utah 84111 and a copy of the Agreement and Plan of Merger will be furnished by Fonix Corporation on request and without cost, to any stockholder of Fonix Corporation.

7. The authorized capital stock of the Subsidiary is 100,000 shares of common stock.

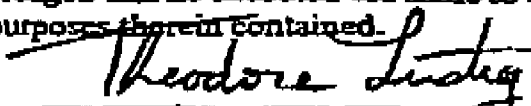
IN WITNESS WHEREOF, the undersigned, being the President and Chief Executive Officer of Fonix Corporation, does hereby execute this Certificate of Ownership and Merger and so certify, affirm and acknowledge under penalties of perjury that this is his free act and deed and that the facts stated herein are true, this 13th day of September, 1999.



 Thomas A. Murdock
 President and Chief Executive Officer

**COMMONWEALTH OF MASSACHUSETTS
 COUNTY OF SUFFOLK**

In said County and State, before me this 13th day of September, 1999, personally appeared Thomas A. Murdock, of Fonix Corporation, known to me to be the person whose name is subscribed to the foregoing assignment and he acknowledged that he executed the same as an officer of Fonix Corporation as a free act and deed for the purposes therein contained.



 Theodore Ludwig
 Notary Public
 My commission expires: 3/29/02