

10-16-2002

Form PTC-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office 2639/286; 2639/288

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Dragon Systems, Inc. 9-25-02
Individual(s) Association
General Partnership Limited Partnership
Corporation-State Delaware
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: L&H Holdings USA, Inc.
Internal Address:
Address:
Street Address: 52 Third Avenue
City: Burlington 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 representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: 6/7/2000

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
2,347,215 2,440,109
Additional number(s) attached: 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:
(Attach duplicate copy of this page if 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.
Jennifer M. Reynolds
Signature
September 23, 2002
Date

10/16/2002 DBYME 00000060 2347215
01 FC:852
02 FC:852
25.00 AP

Total number of pages including cover sheet, attachments, and document: 5

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

**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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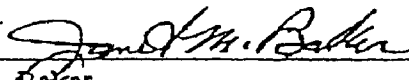
7. This Certificate of Merger shall be effective upon the date and time of filing hereof with the Secretary of State of the State of Delaware in accordance with the provisions of Sections 103 and 251 of the General Corporation Law of the State of Delaware.

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 Bastiaens  
President and Chief Executive Officer

DRAGON SYSTEMS, INC.

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

sarah.roth@mc - z:\legal\christ-11272.01.229\execution\certmerg.doc

State of Delaware  
Office of the Secretary of State

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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 "LSH HOLDINGS USA, INC." UNDER THE NAME OF "LSH 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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AUTHENTICATION:

0483076

DATE:

06-07-00