

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Nuance Communications, Inc.		10/13/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Nuance Communications USA, Inc.
Street Address:	1380 Willow Road
City:	Menlo Park
State/Country:	CALIFORNIA
Postal Code:	94025
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	2699471	NUANCE
Registration Number:	2383149	NUANCE
Registration Number:	2981277	SAY ANYTHING
Registration Number:	2797986	VOYAGER
Registration Number:	2177133	NUANCE
Registration Number:	2629657	SPEECH UNIVERSITY
Registration Number:	2436337	SPEECH CENTRAL
Registration Number:	2711595	SPEECHOBJECTS
Serial Number:	78702867	NUANCE

CORRESPONDENCE DATA

Fax Number: (617)443-0004
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (617) 443-9292
 Email: adaley@bromsun.com

CH \$240.00 2699471

Correspondent Name: Peter J. Karol
Address Line 1: 125 Summer Street
Address Line 4: Boston, MASSACHUSETTS 02110-1618

ATTORNEY DOCKET NUMBER: 2639/2043

NAME OF SUBMITTER: Peter J. Karol

Signature: /Peter J. Karol/

Date: 11/03/2005

Total Attachments: 3
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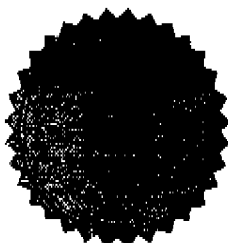
Delaware

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 AMENDMENT OF "NUANCE COMMUNICATIONS, INC.", CHANGING ITS NAME FROM "NUANCE COMMUNICATIONS, INC." TO "NUANCE COMMUNICATIONS USA, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF OCTOBER, A.D. 2005, AT 7:01 O'CLOCK P.M.

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



3128763 8100

050839821

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4225352

DATE: 10-13-05

TRADEMARK

REEL: 003186 FRAME: 0820

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:14 PM 10/13/2005
FILED 07:01 PM 10/13/2005
SRV 050839821 - 3128763 FILE

CERTIFICATE OF AMENDMENT TO THE

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF

NUANCE COMMUNICATIONS, INC.

The undersigned, in his capacity as Chief Executive Officer of Nuance Communications, Inc., does hereby certify that:

1. He is the duly appointed Chief Executive Officer of Nuance Communications, Inc., a corporation duly organized and existing under the laws of the State of Delaware (the "Company").

2. The original Certificate of Incorporation of the Company was filed with the Secretary of State of the State of Delaware on November 18, 1999.

3. Pursuant to and in accordance with Section 242 of the Delaware General Corporation Law (the "DGCL"), this Certificate of Amendment to the Amended and Restated Certificate of Incorporation (the "Certificate of Amendment") amends certain provisions of the Amended and Restated Certificate of Incorporation.

4. The terms and provisions of this Certificate of Amendment have been duly approved by (a) the unanimous written consent of the Board of Directors of the Company in accordance with the provisions of Section 141 of the DGCL and (b) the written consent of the sole stockholder of the Company pursuant to Section 228 of the DGCL.

5. Article FIRST of the Certificate of Incorporation is hereby amended to read in its entirety as follows:

"FIRST. The name of this corporation is Nuance Communications USA, Inc. (the "Corporation")."

(Remainder of Page Intentionally Left Blank)

IN WITNESS WHEREOF, this Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company, which amends Article FIRST of the Amended and Restated Certificate of Incorporation of the Company, having been duly adopted in accordance with Section 242 of the DGCL, has been duly executed by the undersigned as of October 13, 2005.

/s/ Paul A. Ricci

Paul A. Ricci

Chief Executive Officer