

07-10-2000

Docket No.: 1585/L02-L05

T

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office



101398969

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):

Kurzweil Educational Systems, Inc.



Additional names(s) of conveying party(ies)

☐ Yes ☒ No

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

Name: L&H Merger LLC

Address: 52 Third Avenue

City: Burlington

State/Prov.: MA

Country: US

ZIP: 01803

Additional name(s) & address(es)

☐ Yes ☒ No

3. Nature of conveyance:

☐ Assignment

☒ Merger

☐ Security Agreement

☐ Change of Name

☐ Other

Execution Date: December 20, 1999

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

If this document is being filed together with a new application, the execution date of the application is:

Patent Application No.

Filing date

B. Patent No.(s)

5,875,428

6,033,224

5,999,903

6,014,464

Additional numbers

☐ Yes ☒ No

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

Name: Jay Sandvos

Registration No. 43,900

Address: BROMBERG & SUNSTEIN LLP

125 Summer Street

City: Boston

State/Prov.: MA

Country: US

ZIP: 02110-1618

6. Total number of applications and patents involved:

4

7. Total fee (37 CFR 3.41):.....\$ 160.00

☒ Enclosed - Any excess or insufficiency should be credited or debited to deposit account

☐ Authorized to be charged to deposit account

8. Deposit account number:

19-4972

07/06/2000 ASCOTT 00000046 5875428

DO NOT USE THIS SPACE

01 FC:581

160.00 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.

Jay Sandvos

Jay Sandvos

April 13, 2000

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and

6

PATENT

REEL: 010892 FRAME: 0123

04-28-2000

Docket No.: 1585/L02-L05

D/S

FORM PTO-1595 (Modified)
(Rev. 6-95)
OMB No. 0651-0011 (exp. 4/94)
Copyright 1996-97 LegalStar
P08A/REV02



EET

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

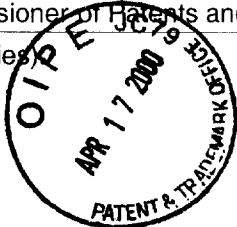
101337741

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):

L&H Merger LLC



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

Name: L&H Applications USA, Inc.

Address: 52 Third Avenue

Additional names(s) of conveying party(ies)

☒ Yes ☐ No

3. Nature of conveyance:

☐ Assignment☒ Merger☐ Security Agreement☐ Change of Name☐ Other

City: Burlington

State/Prov.: MA

Country: US

ZIP: 01803

Execution Date: December 20, 1999

Additional name(s) & address(es)

☐ Yes ☒ No

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

If this document is being filed together with a new application, the execution date of the application is:

Patent Application No.

Filing date

B. Patent No.(s)

5,875,428

6,033,224

5,999,903

6,014,464

Additional numbers

☐ Yes ☒ No

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

Name: Jay Sandvos

Registration No. 43,900

Address: BROMBERG & SUNSTEIN LLP

125 Summer Street

City: Boston

State/Prov.: MA

Country: US

ZIP: 02110-1618

6. Total number of applications and patents involved:

4

7. Total fee (37 CFR 3.41):.....\$ 160.00

☒ Enclosed - Any excess or insufficiency should be credited or debited to deposit account☐ Authorized to be charged to deposit account

8. Deposit account number:

19-4972

04/27/2000 DNGUYEN 00000332 5875428

FC:581

160.00 DP

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.

Jay Sandvos

April 13, 2000

Name of Person Signing

Signature

5

Date

Total number of pages including cover sheet, attachments, and

PATENT

REEL: 010892 FRAME: 0124

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:

"L&H MERGER LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "L&H APPLICATIONS USA, INC." UNDER THE NAME OF "L&H APPLICATIONS USA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 1999, AT 4:35 O'CLOCK P.M.

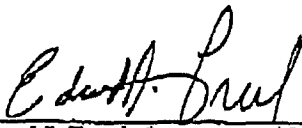
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1999.

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



2021523 8100M

991551337


Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0155347

12-21-99

CERTIFICATE OF MERGER
OF
L&H MERGER LLC
INTO
L&H APPLICATIONS USA, INC.

Pursuant to Sec. 18-209 of the Delaware Limited Liability Company Act, the undersigned surviving corporation submits the following Certificate of Merger for filing and certifies that:

1. The name and jurisdiction of formation or organization of the limited liability company and other business entity which are to merge are:

<u>Name</u>	<u>Jurisdiction</u>
L&H Merger LLC	Delaware
L&H Applications USA, Inc.	Delaware

2. An agreement of merger has been approved and executed by the domestic limited liability company and the corporation which are to merge.

3. The name of the surviving corporation is: L&H Applications USA, Inc.

4. The merger shall become effective on December 31, 1999.

5. The agreement of merger is on file at a place of business of the surviving corporation which is located at 52 Third Avenue, Burlington, MA 01803-4414.

6. A copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 28th day of December 1999, and is being filed in accordance with Sec. 264 of the Act by an authorized person of the surviving corporation in the merger.

L&H APPLICATIONS USA, INC.

By: /s/ Gaston Bastiaens
Gaston Bastiaens, President

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 20th day of December, 1999, pursuant to the General Corporation Law of Delaware, by and between L&H Merger LLC ("Merger LLC"), a Delaware limited liability company ("LLC") and L&H Applications USA, Inc. ("Applications") (the "Constituent Entities");

WITNESSETH that:

WHEREAS, each of the Constituent Entities desire to merge into a corporation as hereinafter specified; and

WHEREAS, the Board of Directors, shareholders and members, as applicable, of the Constituent Entities have approved the merger

NOW, THEREFORE, the Constituent Entities to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained to hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: LLC shall be and hereby is merged with and into Applications, which shall be the surviving entity.

SECOND: The Certificate of Incorporation of Applications, which is the surviving entity, as in effect on the date of the merger, shall continue in full force and effect as the Certificate of Incorporation of the entity surviving this merger.

THIRD: The aggregate outstanding ownership interest of LLC shall be contributed to the capital of Applications.

FOURTH: This merger shall become effective on December 31, 1999.

FIFTH: Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of LLC shall be transferred to, vested in and devolve upon Applications without further act or deed.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors, shareholders or members, have caused these presents to be executed by the President of each party hereto as the respective act, deed and agreement of each Constituent Entity, on this 20th day of December, 1999.

L&H MERGER LLC

By: L&H Holdings USA, Inc., its sole member

By: 

Gaston Bastiaens, President

L&H APPLICATIONS USA, INC.

By: 

Gaston Bastiaens, President

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 MERGER, WHICH MERGES:

"GLOBALINK, INC.", A DELAWARE CORPORATION,

"KURZWEIL EDUCATIONAL SYSTEMS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "L&H MERGER LLC" UNDER THE NAME OF "L&H MERGER LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 1999, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1999.

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

3139827 8100M

991551320



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

0155263

DATE:

12-21-99

CERTIFICATE OF MERGER
OF
GLOBALINK, INC. AND KURZWEIL EDUCATIONAL SYSTEMS, INC.
INTO
L&H MERGER LLC

The undersigned limited liability company organized and existing under and by virtue of the Limited Liability Company Act of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation or formation of each of the constituent entities of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION/FORMATION</u>
Globalink, Inc.	Delaware
Kurzweil Educational Systems, Inc.	Delaware
L&H Merger LLC	Delaware

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 18-209 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving entity of the merger is L&H Merger LLC.

FOURTH: That the Certificate of Formation of L&H Merger LLC, a Delaware limited liability company, which will survive the merger, shall be the Certificate of Formation of the surviving limited liability company.

FIFTH: That the executed Agreement of Merger is on file at the office of the surviving limited liability company located at 52 Third Avenue, Burlington, Massachusetts 01803-4414.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving limited liability company, on request and without cost, to any stockholder or member of any constituent entity.

SEVENTH: That this Certificate of Merger shall be effective on December 31, 1999.

Dated: December 20, 1999

L&H MERGER LLC

By: /s/ Gaston Bastiaens
Gaston Bastiaens, Authorized Officer

0871335 v02 - meltzesc - \$_br021.doc - 16281/1

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 20th day of December, 1999, pursuant to the General Corporation Law of Delaware, by and among Globalink, Inc. ("Globalink") and Kurzweil Educational Systems, Inc. ("KESI"), both of which are Delaware corporations, and L&H Merger LLC ("Merger LLC"), a Delaware limited liability company (the "Constituent Entities");

WITNESSETH that:

WHEREAS, all of the Constituent Entities desire to merge into a single limited liability company as hereinafter specified; and

WHEREAS, the Board of Directors, shareholders and members, as applicable, of the Constituent Entities have approved the merger

NOW, THEREFORE, the Constituent Entities to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained to hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Globalink and KESI shall be and hereby are merged with and into Merger LLC, which shall be the surviving entity.

SECOND: The Certificate of Formation of Merger LLC, which is the surviving entity, as in effect on the date of the merger, shall continue in full force and effect as the Certificate of Formation of the entity surviving this merger.

THIRD: Each outstanding share of capital stock of Globalink and KESI shall be contributed to the capital of Merger LLC.

FOURTH: This merger shall become effective on December 31, 1999.

FIFTH: Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Globalink and KESI shall be transferred to, vested in and devolve upon Merger LLC without further act or deed.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, shareholders or members, have caused these presents to be executed by the President of each party hereto as the respective act, deed and agreement of each Constituent Entity, on this 20th day of December, 1999.

GLOBALINK, INC.

By: 
Gaston Bastiaens, President

KURZWEIL EDUCATIONAL SYSTEMS, INC.

By: 
Gaston Bastiaens, President

L&H MERGER LLC

By: L&H Holdings USA, Inc. its sole member

By: 
Gaston Bastiaens, President