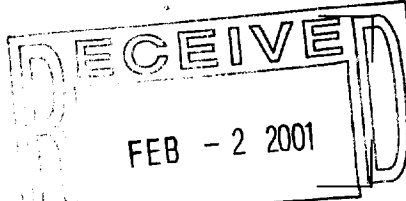


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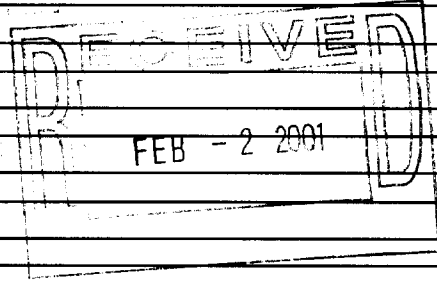
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Donald R. Steinberg, Esq.

1/31/01

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Signature

Date

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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:

"SPEECHWORKS INTERNATIONAL, INC.", A DELAWARE CORPORATION, WITH AND INTO "APPLIED LANGUAGE TECHNOLOGIES, INC." UNDER THE NAME OF "SPEECHWORKS INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF NOVEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9423830

2525409 8100M

981452548

11-PATENT

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CERTIFICATE OF OWNERSHIP AND MERGER

OF

SPEECHWORKS INTERNATIONAL, INC.

INTO

APPLIED LANGUAGE TECHNOLOGIES, INC.

It is hereby certified that:

1. Applied Language Technologies, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation in the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of the stock of Speechworks International, Inc., which is also a business corporation of the State of Delaware.
3. On November 20, 1998, the Board of Directors of the Corporation adopted the following resolutions to merge Speechworks International, Inc. into the Corporation:

RESOLVED, that Speechworks International, Inc. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of Speechworks International, Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Speechworks International, Inc. in its name.

RESOLVED, that this Corporation shall assume all of the obligations of Speechworks International, Inc.

RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents presented by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction.

RESOLVED, that this Corporation shall change its corporate name to Speechworks International, Inc.

RESOLVED, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time when the merger therein provided for, shall become effective shall be December 1, 1998.

Executed on November 24, 1998.

APPLIED LANGUAGE TECHNOLOGIES, INC.



Stuart R. Patterson
Chief Executive Officer

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