

08-27-2001

Atty. Dkt. No. 085874-0328

FORM PTO-1595 (modified)

(Rev 6-93)

REC



SHEET

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

101823036

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copies thereof.

1. Name of conveying party(ies):

NOISE CANCELLATION TECHNOLOGIES, INC.

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

NCT Group, Inc.
1025 West Nursery Road, Suite 120
Linthicum, MD 21090-1206

Additional conveying party(ies) NO

3. Nature of conveyance:

CHANGE OF NAME

Execution Date:

October 20, 1998

Additional name(s) & address(es) attached? NO

4. Application number(s) or patent number(s):

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

A. Patent Application Number(s):

08/720,163; 08/854,589 and 09/209,234

B. Patent Number(s):

5,473,214; 5,638,456; 5,828,768;
5,838,805; 5,901,231; 6,181,797;
6,195,440; 6,215,884 and 6,218,766

Additional numbers attached? NO

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

Alan I. Cantor
FOLEY & LARDNER
Washington Harbour
3000 K Street, N.W., Suite 500
Washington, D.C. 20007-5109

6. Total number of applications/patents involved: 12

7. Total fee (37 C.F.R. § 3.41): \$480.00

☒ Check Enclosed

Charge to deposit account

8. Deposit account number: 19-0741

08/28/2001 08:00:00 08/28/2001 08:00:00

01 FC:581
02 FC:584

480.00 OP
120.00 OP

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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. The Commissioner is hereby authorized to charge any additional recordation fees which may be required in this matter to the above-identified deposit account.

Alan I. Cantor

Name of person signing

Signature

8/27/01

Date

Total number of pages including cover sheet, attachments, and document: 4

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 AMENDMENT OF "NOISE CANCELLATION TECHNOLOGIES, INC.", CHANGING ITS NAME FROM "NOISE CANCELLATION TECHNOLOGIES, INC." TO "NCT GROUP, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF OCTOBER, 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

2108035 8100

981406239

AUTHENTICATION:

9366653

DATE:

10-22-98

amendment to be submitted for consideration by Corporation entitled to vote in respect thereof. The resolution setting forth the proposed amendment is as follows:

"RESOLVED, that paragraph (a) of Article IV of the Restated Certificate of Incorporation of the Corporation, be amended to read as follows:

"(a) Authorized Shares. The total number of shares of stock which the Corporation shall have authority to issue is 265,000,000 which shall consist of 255,000,000 shares, \$0.01 par value, designated as Common Stock and 10,000,000 shares, \$.10 par value, designated as Preferred Stock."

SECOND: Paragraph (a) of Article IV of the Restated Certificate of Incorporation, relating to the capitalization of the Corporation, is hereby deleted and amended to read in its entirety as follows:

PATENT

REEL: 011898 FRAME: 0498

"RESOLVED that Article I of the Restated Certificate of Incorporation of the Corporation be amended to read as follows:

'Article I

The name of the Corporation (hereinafter referred to as the 'Corporation') is 'NCT Group, Inc.'"

FOURTH: Article I of the Restated Certificate of Incorporation, relating to the name of the Corporation, is hereby deleted and amended to read in its entirety as follows:

"Article I

The name of the Corporation (hereinafter referred to as the 'Corporation') is 'NCT Group, Inc.'"

FIFTH: The two amendments effected herein have been approved by the holders of at least a majority of all the outstanding shares of the Corporation entitled to vote thereon at the Annual Meeting of Stockholders of the Corporation held on October 20, 1998.

SIXTH: The two amendments effected herein were duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Noise Cancellation Technologies, Inc. has caused this Certificate of Amendment to be signed by Michael J. Parrella, its President, and attested to by John B. Horton, its Secretary, this 20th day of October, 1998.

ATTEST:

Noise Cancellation Technologies, Inc.

By: 

John B. Horton, Secretary

By: 

Michael J. Parrella, President