



04-04-2002

Substitute Form PTO-1595
Attorney Docket No.: 06998-013001

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Commissioner for Patents: Please record the attached original document(s) or copy(ies).

1. Name of conveying party(ies): Dragon Systems, Inc. <u>3-28-02</u> Additional name(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies): L & H Holdings USA, Inc. 52 Third Avenue Burlington, MA 01803	
3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other: Execution Date: 06/07/2000		Additional names/addresses attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
4. Application number(s) or patent number(s): If this document is being filed with a new application, the execution date of the application is: A. Patent Application No(s): <u>09/163,422</u> B. Patent No(s): Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
5. Name/address of party to whom correspondence concerning document should be mailed: JOHN F. HAYDEN Fish & Richardson P.C. 601 Thirteenth Street, NW Washington, DC 20005		6. Total number of applications/patents involved: 1	
		7. Total fee (37 CFR §3.41): \$40 <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to charge Deposit Account.	
		8. Deposit Account No.: 06-1050 Please apply any additional charges, or any credits, to our Deposit Account No. 06-1050.	
DO NOT USE THIS SPACE			
9. Statement and Signature: <i>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.</i>			
R. Whitney Winston Reg. No. 44,332 Name of Person Signing		 Signature	<u>3-28-02</u> Date
Total number of pages including coversheet, attachments and document: 5			

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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 MERGER, WHICH MERGES:

"DRAGON SYSTEMS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "L&H HOLDINGS USA, INC." UNDER THE NAME OF
"L&H 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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1404292

DATE: 10-23-01

PATENT

REEL: 012741 FRAME: 0385

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, Lernout & 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 Lernout & 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 7th day of June, 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 7th day of June, 2000.

L&H HOLDINGS USA, INC.

By: _____
Gaston Bastiaens
President and Chief Executive Officer

DRAGON SYSTEMS, INC.

By: Janet M. Baker
Janet M. Baker
Chairman

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