

**RECORDATION FORM COVER SHEET  
PATENTS ONLY**

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies)**

Noise Cancellation Technologies, Inc.

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

**3. Nature of conveyance/Execution Date(s):**

Execution Date(s) 10/22/1998

- ☐ Assignment ☐ Merger  
☐ Security Agreement ☒ Change of Name  
☐ Joint Research Agreement  
☐ Government Interest Assignment  
☐ Executive Order 9424, Confirmatory License  
☐ Other \_\_\_\_\_

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

Name: NCT Group, Inc.

Internal Address: \_\_\_\_\_

Street Address: 20 Ketchum Street

City: Westport

State: Connecticut

Country: USA Zip: 06880

Additional name(s) & address(es) attached? ☐ Yes ☒ No

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

☐ This document is being filed together with a new application.

A. Patent Application No.(s)

09/585,558

B. Patent No.(s)

Additional numbers attached? ☐ Yes ☒ No

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

Name: Carla Eatwell

Internal Address: \_\_\_\_\_

Street Address: 6 Southgate Court

City: Annapolis

State: Maryland Zip: 21401

Phone Number: 410 280 6412

Fax Number: \_\_\_\_\_

Email Address: ceatwell@nctgroupinc.com

**6. Total number of applications and patents involved: 1**

**7. Total fee (37 CFR 1.21(h) & 3.41) \$ 40.00**

- ☐ Authorized to be charged by credit card  
☒ Authorized to be charged to deposit account  
☐ Enclosed  
☐ None required (government interest not affecting title)

**8. Payment Information**

a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_

b. Deposit Account Number 14-1170

Authorized User Name NCT Group, Inc.

**9. Signature:**

  
Signature

5/30/06  
Date

Irene Lebovics

Name of Person Signing

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

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O.Box 1450, Alexandria, V.A. 22313-1450

*State of Delaware*  
*Office of the Secretary of State*      PAGE 1

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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*

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981406239

AUTHENTICATION: 9366653

DATE: 10-22-98  
PATENT

REEL: 017742 FRAME: 0689

**CERTIFICATE OF AMENDMENT  
OF  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
NOISE CANCELLATION TECHNOLOGIES, INC.**

NOISE CANCELLATION TECHNOLOGIES, INC., a Delaware corporation (the "Corporation") hereby certifies as follows:

**FIRST:** That the Board of Directors of the Corporation, at a meeting of such Board held on June 11, 1998, adopted a resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of the Corporation, and declaring that such proposed amendment be submitted for consideration by the stockholders of the 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:

"(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, \$.01 par value, designated as Common Stock and 10,000,000 shares, \$.10 par value, designated as Preferred Stock."

**THIRD:** That the Board of Directors of the Corporation, at a meeting of such Board held on June 22, 1998, adopted a resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of the Corporation, and declaring that such proposed amendment be submitted for consideration by the stockholders of the Corporation entitled to vote in respect thereof. The resolution setting forth the proposed amendment is as follows:

"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 20<sup>th</sup> day of October, 1998.


ATTEST:

Noise Cancellation Technologies, Inc.

By:

  
John B. Horton, Secretary

By:

  
Michael J. Parrella, President

PATENT

REEL: 017742 FRAME: 0691



**NCT Group, Inc.**  
**NCT LEGAL CONFIDENTIAL**

**FACSIMILE MESSAGE**

**To:** Assignment Recordation Services  
**Company:** United States Patent & Trademark Office  
**Phone:**  
**Fax:** 571 273 0140

**From:** Carla White-Eatwell  
Legal Department  
**Phone:** (410) 280-6412  
**Fax:** (410) 280-6412

**Date:** June 6, 2006  
**No. of Pages including  
this cover page:** 5

**Re: Recordation Form Cover Sheet**  
**Application No. 09/595,558**  
**Filed 03/08/1999**  
**Docket No. 373 US-C2**

Following is a recordation form cover sheet for the above-referenced application. Please record the change of name (documents attached) from Noise Cancellation Technologies, Inc. to NCT Group, Inc.

The Commissioner is hereby authorized to charge any fees related to this submission to Deposit Account No. 14-1170 under the authorized user, NCT Group, Inc.

Respectfully submitted,

Carla Eatwell

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6 Southgate Court, Annapolis, MD 21401, USA. Tel: (410) 280-6412. Fax: (410) 280-6412

**PATENT**

**RECORDED: 06/06/2006**

**REEL: 017742 FRAME: 0692**