

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2008
CONVEYING PARTY DATA	
Name	Execution Date
AUDIOCODES TEXAS, INC.	12/12/2007
RECEIVING PARTY DATA	
Name:	AUDIOCODES, INC.
Street Address:	3000 Technology Drive
Internal Address:	Suite 100
City:	Plano
State/Country:	TEXAS
Postal Code:	75074
PROPERTY NUMBERS Total: 18	
Property Type	Number
Application Number:	09792267
Application Number:	10852343
Application Number:	10890888
Application Number:	10940908
Application Number:	10967470
Application Number:	11103099
Application Number:	11626767
Patent Number:	6381242
Patent Number:	6654373
Patent Number:	6741595
Patent Number:	6910134
Patent Number:	6957258
Patent Number:	7002974

PATENT

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REEL: 021876 FRAME: 0274

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Patent Number:	7031316
Patent Number:	7058974
Patent Number:	7206313
Patent Number:	7272115
Patent Number:	7272746

CORRESPONDENCE DATA

Fax Number: (214)200-0853

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

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Correspondent Name: Wei Wei Jeang

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Address Line 4: Dallas, TEXAS 75219

ATTORNEY DOCKET NUMBER:	32849.14
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NAME OF SUBMITTER:	Wei Wei Jeang
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Total Attachments: 7

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Delaware

PAGE 1

The First State

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:

"AUDIOCODES TEXAS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "AUDIOCODES, INC." UNDER THE NAME OF
"AUDIOCODES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE EIGHTEENTH DAY OF DECEMBER, A.D. 2007, AT 4:59
O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY,
A.D. 2008.

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

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You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6252988

DATE: 12-19-07

PATENT
REEL: 021876 FRAME: 0276

CERTIFICATE OF OWNERSHIP AND MERGER

OF

AudioCodes Texas, Inc.
(a Delaware corporation)

INTO

AudioCodes, Inc.
(a Delaware corporation)

It is hereby certified that:

1. AudioCodes, Inc., hereinafter sometimes referred to as the "Corporation", is a business corporation of the State of Delaware.

2. The Corporation is the owner of all of the outstanding shares of each class of the stock of AudioCodes Texas, Inc., which is also a business corporation of the State of Delaware.

3. AudioCodes Texas, Inc. is hereby merged with and into the Corporation, with the Corporation being the surviving corporation.

4. On December [11], 2007, the Board of Directors of the Corporation duly adopted the following resolutions to merge AudioCodes Texas, Inc. into the Corporation:

RESOLVED, that AudioCodes Texas, Inc. be merged with and into this Corporation, with the corporation being the surviving corporation, and that all of the estate, property, rights, privileges, powers and franchises of AudioCodes Texas, 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 AudioCodes Texas, Inc. in its name.

RESOLVED, that this Corporation shall assume all of the obligations of AudioCodes Texas, Inc.

RESOLVED, that the president, each vice president and the secretary of the Corporation be, each of them acting individually hereby is, authorized in the name and on behalf of the Corporation to execute and file a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and such other documents in the State of Delaware and other applicable jurisdictions and to take any other acts necessary in the State of Delaware and any other applicable jurisdiction to complete the merger of AudioCodes Texas, Inc. with and into the Corporation.

DE BC D-CERTIFICATE OF OWNERSHIP AND MERGER S>P D>D 07/98-1 (#329)

RESOLVED, that the effective time of the Certificate of Ownership and Merger and the merger of AudioCodes Texas, Inc. with and into the Corporation provided for therein shall be January 1, 2008.

5. This Certificate of Ownership and Merger shall be effective on January 1, 2008.

IN WITNESS WHEREOF, AudioCodes, Inc. has caused this Certificate of Ownership and Merger to be executed by an authorized officer on this [12th] day of December, 2007

AUDIOCODES, INC.

By:

Name: Shabtai Adlerberg
Title: President

DE BC D-CERTIFICATE OF OWNERSHIP AND MERGER S>P D>D'07/98-2 (#329)

ACTION BY WRITTEN CONSENT OF THE
BOARD OF DIRECTORS OF
AUDIOCODES, INC.
IN LIEU OF A MEETING

December 11, 2007

The undersigned, being the sole member of the Board of Directors (the "Board") of AudioCodes, Inc., a Delaware corporation (the "Corporation"), acting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, as amended, hereby adopts, by this written consent, the following resolutions with the same force and effect as if they had been unanimously adopted at a duly convened meeting of the Board of Directors of the Corporation:

WHEREAS, the Corporation is the sole stockholder of AudioCodes San Diego, Inc., AudioCodes Texas, Inc and AudioCodes USA, Inc.

WHEREAS, AudioCodes San Diego, Inc. is the sole stockholder of AudioCodes California, Inc.

WHEREAS, the Corporation desires to consolidate its subsidiaries in the United States.

NOW THEREFORE, BE IT

RESOLVED, that the Corporation determines it is in its best interests and in the interests of its stockholder to merge AudioCodes California, Inc. with and into AudioCodes San Diego, Inc., with AudioCodes San Diego, Inc. being the surviving corporation and to merge each of AudioCodes San Diego, Inc., AudioCodes Texas, Inc. and AudioCodes USA, Inc., with and into the Corporation, with the Corporation being the surviving corporation.

RESOLVED, that AudioCodes San Diego, Inc. be merged with and into this Corporation, with the corporation being the surviving corporation, and that all of the estate, property, rights, privileges, powers and franchises of AudioCodes San Diego, 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 AudioCodes San Diego, Inc. in its name.

RESOLVED, that this Corporation shall assume all of the obligations of AudioCodes San Diego, Inc.

RESOLVED, that the president, each vice president and the secretary of the Corporation be, each of them acting individually hereby is, authorized in the name and on behalf of the Corporation to execute and file a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and such other documents in the State of

Delaware and other applicable jurisdictions and to take any other acts necessary in the State of Delaware and any other applicable jurisdiction to complete the merger of AudioCodes San Diego, Inc. with and into the Corporation.

RESOLVED, that the effective time of the Certificate of Ownership and Merger and the merger of AudioCodes San Diego, Inc. with and into the Corporation provided for therein shall be January 1, 2008.

RESOLVED, that AudioCodes Texas, Inc. be merged with and into this Corporation, with the corporation being the surviving corporation, and that all of the estate, property, rights, privileges, powers and franchises of AudioCodes Texas, 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 AudioCodes Texas, Inc. in its name.

RESOLVED, that this Corporation shall assume all of the obligations of AudioCodes Texas, Inc.

RESOLVED, that the president, each vice president and the secretary of the Corporation be, each of them acting individually hereby is, authorized in the name and on behalf of the Corporation to execute and file a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and such other documents in the State of Delaware and other applicable jurisdictions and to take any other acts necessary in the State of Delaware and any other applicable jurisdiction to complete the merger of AudioCodes Texas, Inc. with and into the Corporation.

RESOLVED, that the effective time of the Certificate of Ownership and Merger and the merger of AudioCodes Texas, Inc. with and into the Corporation provided for therein shall be January 1, 2008.

RESOLVED, that AudioCodes USA, Inc. be merged with and into this Corporation, with the corporation being the surviving corporation, and that all of the estate, property, rights, privileges, powers and franchises of AudioCodes USA, 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 AudioCodes USA, Inc. in its name.

RESOLVED, that this Corporation shall assume all of the obligations of AudioCodes USA, Inc.

RESOLVED, that the president, each vice president and the secretary of the Corporation be, each of them acting individually hereby is, authorized in the name and on behalf of the Corporation to execute and file a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and such other documents in the State of Delaware and other applicable jurisdictions and to take any other acts necessary in the State of Delaware and any other applicable jurisdiction to complete the merger of AudioCodes USA, Inc. with and into the Corporation.

RESOLVED, that the effective time of the Certificate of Ownership and Merger and the merger of AudioCodes USA, Inc. with and into the Corporation provided for therein shall be January 1, 2008.

RESOLVED, that certificate of incorporation and by-laws of the Corporation as in effect on the date hereof shall remain in effect immediately after the effectiveness of the mergers contemplated by these resolutions and that the directors and officers of the Corporation immediately preceding these resolutions shall continue be directors and officers of the Corporation immediately following the mergers contemplated by these resolutions.

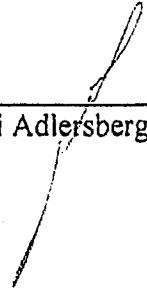
RESOLVED, that the officers of the Corporation be, and each of them hereby acting individually hereby is, authorized in the name and on behalf of the Corporation authorized to take any action on its behalf or acting as the sole stockholder of AudioCodes San Diego, Inc. necessary or desirable to complete the merger of AudioCodes California, Inc. into AudioCodes San Diego, Inc.

RESOLVED, that the officers of the Corporation be, and each of them hereby acting individually hereby is, authorized and directed to do or cause to be done, in the name and on behalf of the Corporation, any and all such acts and things and to make, execute, acknowledge or verify, deliver and record, or file any and all certificates, notices, statements, consents, instruments, agreements, deeds, documents or papers, as he or she may deem necessary or desirable in order to consummate the matters approved in the foregoing resolutions, the necessity and desirability of each such certificate, notice, statement, consent or other instrument, agreement, deed, document or paper or other act or thing to be conclusively evidenced by the execution and delivery thereby by such officer or by his or her taking such action.

RESOLVED, that a copy of this written consent be filed in the minutes book of the Corporation.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned, being the sole member of the Board of Directors of AudioCodes, Inc., has executed this written consent as of the date set forth above, with all resolutions contained herein to be effective as of such date.



Shabtai Adlersberg

[Signature page to AudioCodes, Inc. Board Written Consent]