

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/30/2006

CONVEYING PARTY DATA

Name	Execution Date
Altec Lansing Technologies, Inc.	10/30/2006

RECEIVING PARTY DATA

Name:	Plantronics, Inc.
Street Address:	345 Encinal Street
City:	Santa Cruz
State/Country:	CALIFORNIA
Postal Code:	95060

PROPERTY NUMBERS Total: 1

Property Type	Number
Patent Number:	5818942

CORRESPONDENCE DATA

Fax Number: (831)458-7892
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 8314584446
 Email: andre.tacdiran@plantronics.com
 Correspondent Name: Andre Tacdiran
 Address Line 1: 345 Encinal Street
 Address Line 2: Intellectual Property
 Address Line 4: Santa Cruz, CALIFORNIA 95060

ATTORNEY DOCKET NUMBER:	09-0051
NAME OF SUBMITTER:	Andre Tacdiran

Total Attachments: 11
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COPY

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

Articles/Certificate of Merger
(15 Pa.C.S.)

Entity Number

Domestic Business Corporation (§ 1926)
 Domestic Nonprofit Corporation (§ 5926)
 Limited Partnership (§ 8547)

Name

Address **CT COUNTER**

City State Zip Code

Document will be returned to the name and address you enter to the left. ←

Fee: \$150 plus \$40 additional for each Party in additional to two

Filed in the Department of State on _____

Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:
Plantronics, Inc.

2. Check and complete one of the following:

The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street _____ City _____ State _____ Zip _____ County _____

(b) Name of Commercial Registered Office Provider _____ County _____
c/o _____

The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation /limited partnership incorporated/formed under the laws of Delaware and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street _____ City _____ State _____ Zip _____ County _____

(b) Name of Commercial Registered Office Provider _____ County PHILADELPHIA
c/o CT Corporation

The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street _____ City _____ State _____ Zip _____

2006 OCT 30 PM 4:03
PA. DEPT. OF STATE

DSCB: 15-1926/5926/8547-3

IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this

30th day of October
2006.

Plantronics, Inc.
Name of Corporation/Limited Partnership
Richard K. Puleo
Signature
Secretary and General Counsel
Title

Altec Lansing Technologies, Inc.
Name of Corporation/Limited Partnership
Richard K. Puleo
Signature
Director and Secretary
Title

EXHIBIT A**PLAN OF MERGER****OF****ALTEC LANSING TECHNOLOGIES, INC.,****a Pennsylvania corporation and a wholly-owned subsidiary of Plantronics, Inc.,****WITH AND INTO****PLANTRONICS, INC.,****a Delaware corporation**

PLAN OF MERGER approved on September 20, 2006, in accordance with the Pennsylvania Business Corporation Law, by Plantronics, Inc. (the "Parent Corporation"), a business corporation incorporated under the laws of the State of Delaware, pursuant to resolutions adopted by its Board of Directors on its behalf and on behalf of its wholly-owned subsidiary, Altec Lansing Technologies, Inc. (the "Subsidiary Corporation"), a business corporation incorporated under the laws of the Commonwealth of Pennsylvania. The time of filing the articles of merger with the Department of State of the Commonwealth of Pennsylvania is referred to herein as the "Effective Date."

1. Subsidiary Corporation shall, pursuant to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania and pursuant to the provisions of the Delaware General Corporation Law, be merged into Parent Corporation (the "Merger"), which shall be the surviving corporation upon the Effective Date in the jurisdiction of its organization, and which shall continue to exist as said surviving corporation pursuant to the provisions of the Delaware General Corporation Law. The separate existence of Subsidiary Corporation, which is a wholly-owned subsidiary of Parent Corporation, shall cease upon the Effective Date in accordance with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania.
2. The Certificate of Incorporation of the Parent Corporation upon the Effective Date in the jurisdiction of its organization shall be the Certificate of Incorporation of said Parent Corporation, and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Delaware General Corporation Law.
3. The issued shares of the Subsidiary Corporation shall not be converted or exchanged in any manner inasmuch as the Parent Corporation presently owns directly all of the outstanding shares of said Subsidiary Corporation and will continue to own said shares prior to the adoption of this Plan of Merger and prior to the Effective Date thereof. Each of the issued shares of the Subsidiary Corporation shall be surrendered and extinguished upon the Effective Date in the Commonwealth of Pennsylvania. The issued shares of the Parent Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the Effective Date in the State of Delaware shall continue to represent one issued share of the Parent Corporation.

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4. In the event that this Plan of Merger shall have been duly approved upon behalf of the Parent Corporation in accordance with the provisions of the Delaware General Corporation Law and that the merger of the Subsidiary Corporation into the Parent Corporation shall have been fully authorized in accordance with the provisions of said Delaware General Corporation Law, and, in the event that this Plan of Merger shall have been fully approved and adopted upon behalf of the Subsidiary Corporation in the manner prescribed by the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, the Parent Corporation and the Subsidiary Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and the laws of the Commonwealth of Pennsylvania, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

5. Any officer of the Parent Corporation and any officer of the Subsidiary Corporation are hereby authorized to execute Articles of Merger upon behalf of said corporations, respectively, in conformity with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania; and the Board of Directors and the proper officers of the Parent Corporation and of the Subsidiary Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for.

Docketing Statement (Changes)
DSCB:15-134B

BUREAU USE ONLY:

Revenue Labor & Industry

Other _____

File Code _____ Filed Date _____

Part I. Complete for each filing:

Current name of entity or registrant (*survivor or new entity if merger or consolidation*):
Plantronics, Inc.

Entity number, if known: Incorporation/qualification date in PA:

State of Inc: Federal EIN: Specified effective date, if any:

at 12:01 a.m. for tax and accounting purposes only.

Part II. Check proper box:

Amendment (complete Section A) Merger, Consolidation or Division (complete Section B,C or D)

Consolidation (complete Section C) Division (complete Section D)

Conversion (complete Section A & B) Correction (complete Section A)

Termination (complete Section H) Revival (complete Section G)

Dissolution before Commencement of Business (complete Section F)

Section A - Check box(es) which pertain to changes:

Name: _____

Registered Office: Number & street/RD number & box number City State Zip County

Purpose: _____

Stock (aggregate number of share authorized): _____ Effective date: _____

Term of Existence: _____ Other: _____

Section B - Merger Complete Section A if any changes to surviving entity:
Merging Entities are: (*attach sheet for additional merging entities*)

Name: _____ Entity #, if known: _____

Effective date: _____ Inc./qual. date in PA. _____ State of Inc. _____

Name: Altec Lansing Technologies, Inc. Entity #, if known: 9568

Effective date: October 30, 2006 Inc./qual. date in PA. 12/24/1953 State of Inc. PA

at 12:01 a.m. for tax and accounting purposes only.

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 OWNERSHIP, WHICH MERGES:

"ALTEC LANSING TECHNOLOGIES, INC.", A PENNSYLVANIA CORPORATION,

WITH AND INTO "PLANTRONICS, INC." UNDER THE NAME OF "PLANTRONICS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF OCTOBER, A.D. 2006, AT 4:54 O'CLOCK P.M.

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



2169347 8100M

060995532

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5163581

DATE: 11-01-06

PATENT
REEL: 022892 FRAME: 0646

CERTIFICATE OF OWNERSHIP AND MERGER

OF

ALTEC LANSING TECHNOLOGIES, INC.

(a Pennsylvania corporation)

into

PLANTRONICS, INC.

(a Delaware corporation)

It is hereby certified that:

1. Plantronics, Inc. (the "Parent") is a business corporation of the State of Delaware.
2. The Parent is the owner of all of the outstanding shares of capital stock, par value \$0.01 per share, of Altec Lansing Technologies, Inc. (the "Subsidiary"), which is a business corporation of the State of Pennsylvania.
3. The laws of the jurisdiction of organization of the Subsidiary permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Parent hereby merges the Subsidiary into the Parent effective 12:01 AM on October 30 2006, for accounting purposes only.
5. Attached hereto as Exhibit A is a copy of the resolutions adopted on September 20, 2006 by the Board of Directors of the Parent to merge the said Subsidiary into the Parent.

Executed on October 30, 2006

PLANTRONICS, INC.


By: 
Name: Richard R. Pickard
Title: Secretary and General Counsel

EXHIBIT A
RESOLUTIONS

MERGER OF ALTEC LANSING TECHNOLOGIES, INC. INTO PLANTRONICS, INC.

WHEREAS, Altec Lansing Technologies, Inc., a Pennsylvania corporation ("Altec Lansing") is a wholly-owned subsidiary of Company;

WHEREAS, the Company seeks to merge Altec Lansing with and into the Company, with the Company as the surviving corporation and to cancel all of the outstanding capital stock of Altec Lansing in such merger.

NOW, THEREFORE BE IT:

A. APPROVAL OF MERGER AND RELATED TRANSACTIONS

RESOLVED, that the Board of Directors hereby authorizes the merger of Altec Lansing with and into the Company with the Company as the surviving corporation in the merger (the "Merger") and the assumption by the Company of Altec Lansing's liabilities and obligations.

RESOLVED FURTHER, that each outstanding share of capital stock of Altec Lansing shall be canceled and extinguished in the Merger and no consideration issued in exchange therefor.

RESOLVED FURTHER, that such Merger shall be effective upon filing of (1) a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and (2) Articles/Certificate of Merger with the Secretary of the Commonwealth of the State of Pennsylvania.

RESOLVED FURTHER, that the Merger is intended to be tax free for United States federal income tax purposes.

RESOLVED FURTHER, that upon the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, the Certificate of Incorporation and the Bylaws of the Company in effect immediately prior to the effectiveness of the Merger shall be the Company's Certificate of Incorporation and Bylaws.

RESOLVED FURTHER, that upon the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, the Directors and Officers of the Company, as constituted immediately prior to the effectiveness of the Merger, will be the Directors and Officers of the Company.

RESOLVED FURTHER, that the Board of Directors hereby authorizes and directs the appropriate officers of the Company, and each of them, to execute and file all documents, including a Certificate of Ownership and Merger and Articles/Certificate of Merger, and to take all other actions which may be necessary or proper to effect the Merger and hereby ratifies and confirms any and all actions taken heretofore to accomplish such purposes.

B. OMNIBUS RESOLUTIONS

RESOLVED, that the Board of Directors authorizes the appropriate officers of the Company and legal counsel to the Company, and each of them, to prepare, execute, deliver, and file all agreements, documents and instruments, and to carry out the intent and accomplish the purposes thereof and of these resolutions.

RESOLVED FURTHER, that the Board of Directors hereby ratifies and approves all acts and deeds heretofore done by any director or officer of the Company intended to carry out the intent and accomplish the purpose of the foregoing resolutions.

RESOLVED FURTHER, that the taking of any action, or the execution of any instrument, by an Officer of the Company in connection with the foregoing resolutions shall be conclusive of his determination that the same was necessary to serve the best interests of the Company.

RESOLVED FURTHER, that the Board of Directors hereby authorizes and directs the appropriate Officers of the Company to take or cause to be taken such other action and to execute such further documents as may be necessary or desirable to affect the foregoing resolutions.