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FORM PTO-1618A, REV. 11/97
Expires 06/30/99
OMB 0651-0027

04-21-2000

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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OPR/FINANCE

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year

- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
3/2/99

Name Visioneer, Inc.

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name ScanSoft, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 9 Centennial Drive

Address (line 2) _____

Address (line 3) Peabody Massachusetts 01960
City State/Country Zip Code

- Individual General Partnership Limited Partnership Association
- Corporation
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

04/21/2000 DNGUYEN 00000102 75640735

FOR OFFICE USE ONLY

01 FC:481
02 FC:482
40.00 OP
200.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002056 FRAME: 0098

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/640,735"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,896,846"/>	<input type="text" value="2,049,837"/>	<input type="text" value="2,079,883"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,998,734"/>	<input type="text" value="2,041,625"/>	<input type="text" value="2,188,222"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,189,867"/>	<input type="text" value="2,257,589"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Patricia L. Cotton
Name of Person Signing

Patricia L. Cotton
Signature

3/20/00
Date Signed

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 MERGER, WHICH MERGES:

"SCANSOFT, INC.", A DELAWARE CORPORATION,

WITH AND INTO "VISIONEER, INC." UNDER THE NAME OF "SCANSOFT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF MARCH, A.D. 1999, AT 8:01 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

2545096 8100M

991079245

AUTHENTICATION: 9603935

DATE: 03-02-99

TRADEMARK
REEL: 002056 FRAME: 0100

CERTIFICATE OF MERGER
MERGING
SCANSOFT, INC.,
a Delaware Corporation
WITH AND INTO
VISIONEER, INC.,
a Delaware Corporation
(PURSUANT TO SECTION 251
OF THE GENERAL CORPORATION LAW OF DELAWARE)

Visioneer, Inc., a corporation existing under the General Corporation law of the State of Delaware, hereby certifies:

1. The name and state of incorporation of each of the constituent corporations to the merger are:

<u>Name</u>	<u>State</u>
Visioneer, Inc.	Delaware
ScanSoft, Inc.	Delaware

2. The Agreement and Plan of Merger between ScanSoft, Inc. and Visioneer, Inc., dated as of December 2, 1998 (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation law of the State of Delaware.

3. The surviving entity is Visioneer, Inc. As a result of the Merger and effective upon the filing of this Certificate, Visioneer's name will be changed to ScanSoft, Inc. (the "Surviving Corporation").

4. In connection with the merger, the Amended and Restated Certificate of Incorporation of Visioneer, Inc. shall be amended so that Article I of such Amended and Restated Certificate of Incorporation shall read in its entirety as follows:

"ARTICLE I

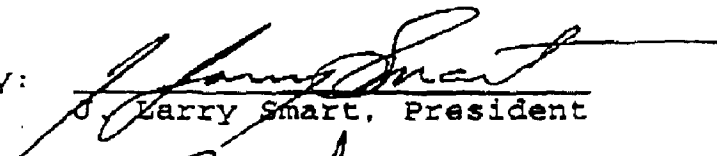
The name of this corporation is ScanSoft, Inc."

5. The executed Merger Agreement is on file at the office of the Surviving Corporation located at 9 Centennial Drive, Peabody, Massachusetts 01960.


6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be signed by its President and attested by its Secretary, this 2nd day of MARCH, 1999, and the President does hereby affirm, under penalty of perjury, that the statements contained herein have been examined by him and are true and correct.

VISIONEER, INC.,
a Delaware Corporation

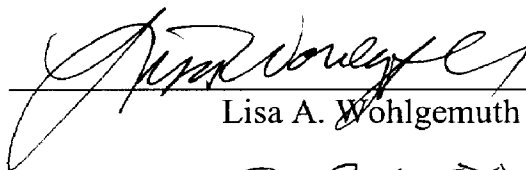
By: 
Larry Smart, President

ATTEST:

By: 
Joshua L. Green, Secretary

CERTIFICATE OF EXPRESS MAIL MAILING

I hereby certify that the attached Recordation Cover Sheet regarding the name change from Visioneer, Inc. to ScanSoft, Inc.; a copy of the conveyance document; a check in the amount of \$240.00 to cover the requisite filing fee for all 9 registrations/applications; a self-addressed, stamped acknowledgement card; and a Certificate of Express Mail Mailing are being deposited with the United States Postal Service as "Express Mail Post Office to Addressee," mailing label no. EL423438731US, in an envelope addressed to Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231 on March 20, 2000.



Lisa A. Wohlgemuth

3-20-00

Date of Signature