

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Merger and Change of Name to Nuance Communications, Inc.

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ScanSoft, Inc.		10/17/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Nuance Communications, Inc.
Street Address:	One Wayside Road
City:	Burlington
State/Country:	MASSACHUSETTS
Postal Code:	01803-4613
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 53

Property Type	Number	Word Mark
Registration Number:	2240236	SPEECHMANIA
Registration Number:	2240235	SPEECHATTENDANT
Registration Number:	2411038	VOCON
Registration Number:	2978559	
Registration Number:	2452307	SPEECHPEARL
Registration Number:	2309137	CAERE
Registration Number:	1573005	CALERA
Registration Number:	2345344	SCANWORKS
Registration Number:	2272598	SCANSOFT
Registration Number:	2400322	SUPERGOO
Registration Number:	2531281	KAI'S SUPERGOO
Registration Number:	1443942	OMNIPAGE
Registration Number:	2347215	POINT & SPEAK
Registration Number:	2543434	PAPER CONVERTER

CH \$1340.00 2240236

Registration Number:	2490210	KAI'S PHOTOSOAP2
Registration Number:	1957941	OMNIFORM
Registration Number:	1809952	PAGEKEEPER
Registration Number:	2240502	KAI'S POWER GOO
Registration Number:	2426623	PHOTOFACTORY
Registration Number:	1433646	VOICESCRIBE
Registration Number:	2374047	CUSTOM PROOF
Registration Number:	1579806	OMNIPAGE
Registration Number:	1998734	PAPERPORT
Registration Number:	1489072	EASY-SCANNER
Registration Number:	1949460	TRUE PAGE
Registration Number:	1991305	OMNIPAGE PRO
Registration Number:	2188222	SIMPLESEARCH
Registration Number:	2469276	KAI'S PHOTOSOAP
Registration Number:	1423358	
Registration Number:	2480269	KAI'S POWER SHOW
Registration Number:	1881296	TEXTBRIDGE
Registration Number:	2440109	SELECT-AND-SAY
Registration Number:	1428201	
Registration Number:	1104256	CAERE
Registration Number:	2215007	PAGIS
Registration Number:	1448309	SCAN-NET
Registration Number:	2357886	SCANDIRECT
Registration Number:	2358846	IN-PLACE PROOFREADER
Registration Number:	2356368	INSTANT ACCESS OCR
Registration Number:	2474097	ACCUMORPH
Registration Number:	2717795	L&H VOICE XPRESS
Registration Number:	2253907	SAY WHAT YOU SEE
Registration Number:	2976848	PRODUCTIVITY WITHOUT BOUNDARIES
Registration Number:	2254151	NATURALLYSPEAKING
Registration Number:	2938417	VOICE REQUEST
Registration Number:	2780246	XMODE
Registration Number:	1480770	DRAGON SYSTEMS
Registration Number:	1419515	DRAGON SYSTEMS
Registration Number:	1428200	DRAGON SYSTEMS

Registration Number:	1769822	DRAGONDICTATE
Serial Number:	75587202	REALSPEAK
Serial Number:	78605071	DRAGON
Serial Number:	78517140	SPEECHPAK

CORRESPONDENCE DATA

Fax Number: (617)443-0004
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (617) 443-9292
Email: adaley@bromsun.com
Correspondent Name: Peter J. Karol
Address Line 1: 125 Summer Street
Address Line 4: Boston, MASSACHUSETTS 02110-1618

ATTORNEY DOCKET NUMBER:	2639/2043
NAME OF SUBMITTER:	Peter J. Karol
Signature:	/Peter J. Karol/
Date:	10/21/2005

Total Attachments: 4
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Delaware

PAGE 1

The First State

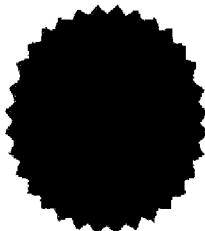
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"NUANCE COMMUNICATIONS, INC.", A DELAWARE CORPORATION, WITH AND INTO "SCANSOFT, INC." UNDER THE NAME OF "NUANCE COMMUNICATIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF OCTOBER, A.D. 2005, AT 9:49 O'CLOCK A.M.

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

2545096 8100M

050843348



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4228780

DATE: 10-17-05

TRADEMARK
REEL: 003179 FRAME: 0781

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

NUANCE COMMUNICATIONS, INC.

INTO

SCANSOFT, INC.

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, ScanSoft, Inc. (the "Company"), a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Company was incorporated as Visioneer Communications, Inc. on September 21, 1995 pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Company changed its name to Visioneer, Inc. effective as of October 12, 1995.

THIRD: That the Company changed its name to ScanSoft, Inc. effective as of March 2, 1999.

FOURTH: That the Company owns all of the outstanding capital stock of Nuance Communications, Inc., a corporation incorporated on October 14, 2005 pursuant to the General Corporation Law of the State of Delaware.

FIFTH: That the Company, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent on October 14, 2005, determined to merge Nuance Communications, Inc. with and into the Company:

WHEREAS: the Company owns all of the outstanding capital stock of Nuance Communications, Inc., a Delaware corporation ("Nuance").

WHEREAS: the Company desires to merge Nuance with and into the Company pursuant to Section 253 of the Delaware General Corporation Law to change the Company's name to "Nuance Communications, Inc."

NOW, THEREFORE, BE IT RESOLVED: that the Board of Directors hereby authorizes the Company to merge with Nuance, with the Company being the surviving corporation, and to assume all of Nuance's liabilities and obligations (the "Merger").

RESOLVED FURTHER: that the Merger shall be effective on October 17, 2005 in connection with the filing of a Certificate of Ownership and Merger with the Secretary of the State of Delaware.

RESOLVED FURTHER: that upon the effectiveness of the Merger, the name of the Company shall be changed to "Nuance Communications, Inc." and Article I of the Amended and Restated Certificate of Incorporation of the Company shall be amended to read in its entirety as follows:

"ARTICLE I

The name of this corporation is Nuance Communications, Inc."

RESOLVED FURTHER: that the Board of Directors hereby authorizes and directs the appropriate officers of the Company (the "Authorized Persons"), and each of them, to execute and file all documents, including a Certificate of Ownership and Merger, and to take all other actions which they deem necessary or desirable to carry out the intent or accomplish the purposes of the foregoing resolutions.

IN WITNESS WHEREOF, ScanSoft, Inc. has caused this certificate to be signed by Paul Ricci, its Chairman of the Board and Chief Executive Officer, this 17th day of October 2005.

SCANSOFT, INC.

By: /s/ Paul A. Ricci

Name: Paul A. Ricci

Title: Chairman of the Board and Chief Executive Officer