

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 5/16

000003254590--7

-05/16/00--01060--006

*****70.00 *****70.00

Corporation(s) Name

000003254590--7

-05/16/00--01060--007

*****8.75 *****8.75

Dictaphone Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 16 PM 5:36

☒ Profit
☐ Nonprofit

☐ Amendment

☐ Merger

☒ Foreign
☐ LLC

☐ Dissolution
☐ Withdrawal

☐ Mark

☐ Limited Partnership
☐ Reinstatement
☐ UCC ☐ 1 or ☐ 3

☐ UBR
☐ Fictitious Name

☐ Other
☐ Ch. RA

***Special Instructions**

☒ Certified Copy

☐ Photocopies

☐ CUS

☐ Arts/amends/mergers ☐ Other-See Above

☒ Walk in

☒ Pick-up

☐ Will Wait

File
2nd

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00 MAY 16 PM 1:11
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Please Return Filed Stamped
Copies To:

Carol Clark

Thank You!

h/c 5/16

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

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CORPORATIONS
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1. Dictaphone Corporation

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 04-3506655

(FEI number, if applicable)

4. March 6, 2000

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 3191 Broadbridge Ave., Stratford, Connecticut 06614

(Current mailing address)

8. The sale, development and marketing of dictation products and software and other related products, and to engage in any lawful activity under the laws
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida of the State of Florida.)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

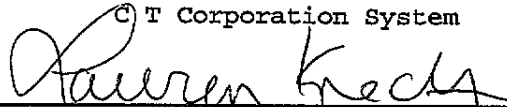
Plantation, Florida, 33324

(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

LAUREN H. KREATZ,
AGENT SECRETARY

(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Philip J. Flink, Assistant Secretary

(Typed or printed name and capacity of person signing application)

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Dictaphone Corporation - Certificate of Authority

RECEIVED
DICTAPHONE CORPORATION
MAY 16 5:36 PM '83
Gaston Basirens

NAME	TITLE	BUSINESS ADDRESS	RESIDENCE ADDRESS
Gaston Basirens	Director, President & Chief Executive Officer	c/o Lernout & Hauspie Speech Products USA, Inc. 52 Third Avenue Burlington, MA 01803-4414	1026 Arboretum Way Burlington, MA 01803
Carl Dammekens	CFO, Treasurer & Principal Accounting Officer	c/o Lernout & Hauspie Speech N.V. Flanders Language Valley 50 B-8900 Ieper, Belgium	Forbanlaan 567 9000 Gent, Belgium
Patrick De Schrijver, Esq.	Assistant Secretary	c/o Lernout & Hauspie Speech N.V. Flanders Language Valley 50 B-8900 Ieper, Belgium	Dagmaalhof 3 9502 Gent, Belgium
Lawrence M. Levy	Secretary	c/o Brown Rudnick Freed & Gesmer One Financial Center Boston, MA 02111	Burroughs Wharf 50 Battery St., PH 8 Boston, MA 02109
Philip J. Flink	Assistant Secretary	c/o Brown Rudnick Freed & Gesmer One Financial Center Boston, MA 02111	120 High Street Charlestown, MA 02129

State of Delaware
Office of the Secretary of State

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DICTAPHONE CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF MAY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel
Edward J. Freel, Secretary of State

3188008 8300

001232158

AUTHENTICATION:

0423966

DATE:

05-08-00