

# F08000000 4295

Division of Corporations

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## Florida Department of State

Division of Corporations

Public Access System

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**To:**

Division of Corporations  
Fax Number : (850) 617-6381

**\*RE-SUBMIT\***

**From:**

Account Name : C T CORPORATION  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5926

Please retain original filing  
date of submission 9/24

## FOREIGN PROFIT/NONPROFIT CORPORATION

Nuance Communications, Inc

Certificate of Status	1
Certified Copy	1
Page Count	056
Estimated Charge	\$87.50

DIVISION OF CORPORATION

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September 30, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CT CORPORATION SYSTEM

SUBJECT: NUANCE COMMUNICATIONS, INC.  
REF: W08000045135

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Valerie Herring  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: H08000222134  
Letter Number: 308A00052102

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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.

1. Nuance Communications, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 94-315-6479

(FEI number, if applicable)

4. September 21, 1993

(Date of incorporation)

5. Perpetual

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

- 6.

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. One Wayside Road, Burlington MA 01803

(Principal office address)

One Wayside Road, Burlington MA 01803

(Current mailing address)

8. To engage in lawful acts or activities for which corporations may be organized in the state of Delaware

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

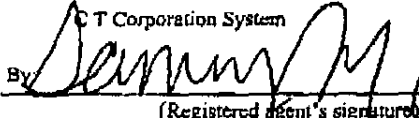
Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324  
(City) (Zip code)

10. Registered agent's 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 obligations of my position as registered agent.*

C T Corporation System  
By   
(Registered agent's signature)

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 business addresses of officers and/or directors:

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**A. DIRECTORS**

Chairman: Paul A. Ricci

Address: c/o Nuance Communications, Inc. One Wayside Road, Burlington MA 01803

Vice Chairman: N/A

Address: \_\_\_\_\_

Director: Robert J. Frankenberg

Address: c/o Nuance Communications, One Wayside Road, Burlington MA 01803

Director: Jeffrey A. Harris

Address: c/o Nuance Communications, One Wayside Road, Burlington MA 01803

**B. OFFICERS**

President: Paul A. Ricci

Address: c/o Nuance Communications, One Wayside Road, Burlington MA 01803

Vice President: n/a

Address: \_\_\_\_\_

Secretary: Jo-Anne Sinclair

Address: c/o Nuance Communications, One Wayside Road, Burlington MA 01803

Treasurer: Thomas Beaudoin

Address: c/o Nuance Communications, One Wayside Road, Burlington MA 01803

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

13. \_\_\_\_\_

(Signature of Director or Officer listed in number 12 of the application)

14. Carol C. Vachon

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

**Application by Foreign Corporation to Transact Business in Florida  
Addendum for Additional Officers and/or Directors**

Name of Corporation: Nuance Communications, Inc. – FEI Number: 94-315-6479

**Directors**

Name: William H. Janeway  
Address: c/o Nuance Communications, Inc.  
One Wayside Road, Burlington, MA 01803

Name: Katharine A. Martin  
Address: c/o Nuance Communications, Inc.  
One Wayside Road, Burlington, MA 01803

Name: Mark B. Myers  
Address: c/o Nuance Communications, Inc.  
One Wayside Road, Burlington, MA 01803

Name: Philip J. Quigley  
Address: c/o Nuance Communications, Inc.  
One Wayside Road, Burlington, MA 01803

Name: Robert G. Teresi  
Address: c/o Nuance Communications, Inc.  
One Wayside Road, Burlington, MA 01803

**Officers**

Assistant Treasurer Carol Vachon  
Nuance Communications, Inc.  
One Wayside Road, Burlington, MA 01803

Assistant Secretary Garrison R. Smith  
Nuance Communications, Inc.  
One Wayside Road, Burlington, MA 01803

**FILED**  
2000 SEP 24 A 11:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NUANCE COMMUNICATIONS, INC." 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 TWENTY-THIRD DAY OF SEPTEMBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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2008 SEP 24 A 11:38  
SECRETARY OF STATE  
DELAWARE

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at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 6869277

DATE: 09-23-08