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TRADEMARK OFFICE

04-30-1998



100699676

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks

original documents or copy thereof.

1. Name of conveying party:
Intellect, Inc.

- () Individual () Association
() General Partnership () Limited Partnership
() Corporation-State -Hawaii () Other

Additional name(s) of conveying party(ies) attached?
() Yes () No

3. Nature of conveyance:

- () Assignment () Merger
() Security Agreement () Change of Name
() Other

Execution Date: December 7, 1995

2. Name and Address of receiving party(ies):

Name: Intellect, Inc.

Internal Address:

Street Address: 1100 Executive Drive

City: Richardson State: TX ZIP: 75081

() Individual(s) Citizenship: U.S.A.

- () Association:
() General Partnership:
() Limited Partnership:
() Corporation-State: NV
() Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: () Yes () No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? () Yes () No

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,684,818 for S4 (stylized)

1,722,917 for SPECIAL SERVICES SWITCHING SYSTEM

Additional numbers attached? () Yes () No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Elisabeth A. Evert, Esq.

Internal Address: Sidley & Austin

Street Address: 717 North Harwood St., Suite 3400

City: Dallas State: TX ZIP: 75201

6. Total number of applications and registrations involved:
2

7. Total fee (37 CFR 3.41).....\$ 65.00

- () Enclosed
() Authorized to be charged to deposit account

8. Deposit account number: 18-1260

(Attach duplicate copy of this page if paying by deposit account)

04/29/1998 DCDATES 00000146 1684818

DO NOT USE THIS SPACE

01 FC:48 40.00 OP
02 FC:48 25.00 OP

9. 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.

Elisabeth A. Evert, Esq.
Name of Person Signing

Signature

Date

Total number of pages comprising cover sheet 2

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignment
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is entered into this 6th day of December, 1995, by and between Intellect, Inc., a Nevada corporation ("Intellect-Nevada"); and Intellect, Inc., a Hawaii corporation ("Intellect-Hawaii").

WHEREAS, the laws of the State of Nevada and the State of Hawaii permit the merger of Intellect-Hawaii with and into Intellect-Nevada; and

WHEREAS, the respective Boards of Directors of Intellect-Hawaii and Intellect-Nevada deem it desirable and in the best interests of their respective corporations and stockholders to merge Intellect-Hawaii with and into Intellect-Nevada and have approved this Agreement for that purpose; and

WHEREAS, this Agreement provides that the stockholder of Intellect-Hawaii will act on the merger.

NOW, THEREFORE, in consideration of the mutual representations, warranties, covenants and agreements herein contained, and in order to prescribe the terms of the merger and the mode of carrying it into effect, the parties hereto agree as follows:

1. Merger of Intellect-Hawaii into Intellect-Nevada. Upon the completion of the filing of the Articles of Merger with the Nevada Secretary of State on December 8, 1995, and upon the filing with the Director of Department of Commerce and Consumer Affairs, State of Hawaii (the date of such filing with the Director of Department of Commerce and Consumer Affairs, State of Hawaii being referred to herein as the "Effective Date"), Intellect-Hawaii shall be merged with and into Intellect-Nevada, and the separate existence of Intellect-Hawaii shall cease. Intellect-Nevada, the surviving corporation, shall continue its corporate existence under, and shall be governed by, the laws of the State of Nevada. Upon the Effective Date, and without any further action required to be taken, the directors and officers of Intellect-Hawaii shall be and become the directors and officers of Intellect-Nevada.

2. Articles of Incorporation and Bylaws. The Articles of Incorporation of Intellect-Nevada shall be and remain the Articles of Incorporation of Intellect-Nevada following the Effective Date, until the same shall be altered, amended or repealed in the manner prescribed by law, and the terms and provisions thereof are hereby incorporated in this Agreement with the same force and effect as though herein set forth in full. The Bylaws of Intellect-Nevada as in effect on the Effective Date shall be and remain the Bylaws of Intellect-Nevada until altered, amended or repealed, as provided therein.

3. Status and Conversion of Shares. (a) Upon the Effective Date, the 375,835 outstanding shares of Intellect-Hawaii Common Stock, \$1.00 par value ("Intellect-Hawaii Common Stock"), shall, by virtue of the merger and without any action on the part of the holder thereof, automatically and forthwith be converted into the right to receive an aggregate cash consideration

of Ten Dollars (\$10.00), and each such share of Intellect-Hawaii Common Stock shall be automatically extinguished and cancelled and cease to exist, and all rights of the holder thereof with respect to such shares shall be extinguished, other than the right to receive an aggregate of Ten Dollars (\$10.00). The outstanding shares of Intellect-Nevada shall remain outstanding and shall not be effected by the merger.

(b) After the Effective Date, the holder of the outstanding certificate or certificates theretofore representing Intellect-Hawaii Common Stock may surrender the same to Intellect-Nevada, and shall be entitled to receive a total of Ten Dollars (\$10.00) in exchange for all of the 375,835 outstanding shares of Intellect-Hawaii.

(c) On the Effective Date, Intellect-Hawaii and Intellect-Nevada shall become a single corporation. Intellect-Nevada shall continue to exist as the surviving corporation and shall thereupon and thereafter, pursuant to the Nevada Revised Statutes (the "NRS"), possess all the rights, privileges, powers and franchises, and be subject to all the restrictions, disabilities and duties, of Intellect-Nevada. All property and things in action belonging to Intellect-Hawaii shall be vested in Intellect-Nevada without further act or deed, and all debts, liabilities and duties of Intellect-Hawaii shall thenceforth attach to Intellect-Nevada (not pursuant to contract but by operation of law).

4. Shareholders' Approval: Effective Date. This Agreement shall be submitted for approval to the shareholders of Intellect-Hawaii and Intellect-Nevada at a meeting thereof or by written consent in lieu of meeting, and, if approved by such shareholders by the votes required by law, the Articles of Merger reflecting this Agreement shall be delivered to the Nevada Secretary of State and to the Director of Department of Commerce and Consumer Affairs, State of Hawaii. The merger shall become effective on the date of the filing with the Director of Department of Commerce and Consumer Affairs, State of Hawaii.

5. Further Assurance. Before the Effective Date, Intellect-Nevada and Intellect-Hawaii shall, subject to the terms and conditions of this Agreement, take all such action as shall be necessary or appropriate in order to effectuate the merger. In case, at any time after the Effective Date, Intellect-Nevada shall determine that any further action or instruments of conveyance are necessary or desirable in order to vest in and confirm to Intellect-Nevada full title to and possession of all the properties, assets, rights, privileges and franchises of Intellect-Hawaii, then the persons who were officers and directors of Intellect-Nevada as of the Effective Date shall as such officers and directors take all such action and execute and deliver all such instruments as Intellect-Nevada may so determine to be necessary or desirable.

6. Expenses. Whether or not the merger contemplated herein is consummated, the expenses of preparing and executing this Agreement and related documents will be shared equally by Intellect-Nevada and Intellect Hawaii and all other expenses will be paid by the party incurring them (including, but not limited to, legal fees and all expenses in connection with the preparation and mailing of proxy materials for the respective corporations). If the merger contemplated herein

is consummated, all expenses incident thereto not theretofore paid by the parties will be paid by the party incurring them.

7. Entire Agreement; Waiver; Abandonment. This Agreement embodies the entire agreement between the parties and there have been and are no agreements, representations or warranties between the parties other than those set forth herein or herein provided for. Either party may waive any inaccuracies in the representations and warranties by the other and compliance by the other with any of the covenants or conditions herein; any such waiver by either party shall be sufficiently authorized for the purposes of this Agreement if authorized or ratified by the Board of Directors or executive committee of such party. At any time prior to the delivery of Articles of Merger to the Nevada Secretary of State, the merger herein contemplated may be abandoned by action of the Boards of Directors of both Intellect-Nevada and Intellect-Hawaii and upon such notice to the Nevada Secretary of State and the Director of Department of Commerce and Consumer Affairs, State of Hawaii, as may be required by law.

8. General. The section headings contained in this Agreement are for reference purposes only and do not affect in any way the meaning and interpretation of this Agreement. This Agreement shall not be assignable by either party without the prior consent of the other. This Agreement may be executed simultaneously in two or more counterparts, each of which shall be deemed to be an original but all of which taken together shall constitute one and the same instrument.

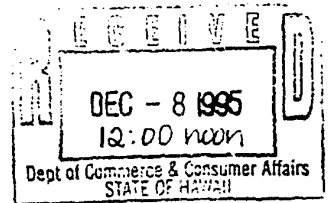
h:\ascrip\opt\wp1129\asrec.mcf

Nonrefundable Filing Fee: \$100.00
Submit Original and One True Copy

PROFIT

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
1010 Richards Street
Mailing Address: P. O. Box 40, Honolulu, Hawaii 96810

ARTICLES OF MERGER
(Section 415-74, Hawaii Revised Statutes)



PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

The undersigned, duly authorized officers of the corporations submitting these Articles of Merger, certify as follows:

1. The names and state of incorporation of the corporations proposing to merge are:

<u>Intelect, Inc.</u> <i>(Type/Print Corporate Name)</i>	<u>Hawaii</u> <i>(State)</i>
<u>Intelect, Inc.</u> <i>(Type/Print Corporate Name)</i>	<u>Nevada</u> <i>(State)</i>

2. The name and state of incorporation of the surviving corporation is:

<u>Intelect, Inc.</u> <i>(Type/Print Corporate Name)</i>	<u>Nevada</u> <i>(State)</i>
---	---------------------------------

3. The Plan of Merger is attached.

4. Vote of the shareholders of the surviving corporation:

Number of Shares Outstanding	Class/Series	Number Voting For the Merger	Number Voting Against the Merger
1,000	Common	1,000	0

5. Vote of the shareholders of the merging corporation:

Number of Shares Outstanding	Class/Series	Number Voting For the Merger	Number Voting Against the Merger
375,835	Common	375,835	0

6. The merger is effective on the date and time of filing or at a later date and time, no more than 30 days after the filing, if so stated. Check only one of the following statements:

Merger is effective on the date and time of filing.

Merger is effective on _____ at _____
Hawaiian Standard Time, which date is not later than 30 days after filing.

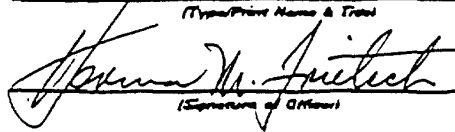
We certify under the penalties of Section 415-136, Hawaii Revised Statutes, that we have read the above statements and that they are true and correct.

Witness our hands this 6th day of December 1995.

Surviving corporation: Intellect, Inc. (a Nevada corporation)
(Type/Print Corporate Name)

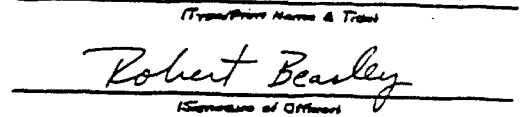
Herman M. Frietsch, President

(Type/Print Name & Title)


(Signature of Officer)

Robert Beasley, Secretary

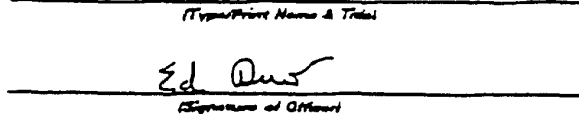
(Type/Print Name & Title)


(Signature of Officer)

Merging corporation: Intellect, Inc. (a Hawaii corporation)
(Type/Print Corporate Name)

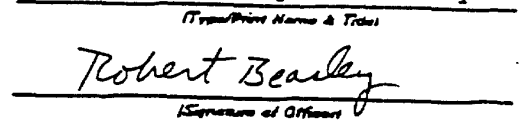
Ed Ducayet, Vice President

(Type/Print Name & Title)


(Signature of Officer)

Robert Beasley, Secretary

(Type/Print Name & Title)


(Signature of Officer)

(See Reverse Side for Instructions)

KNOW ALL MEN BY THESE PRESENTS: That

WHEREAS, Intellect, Inc., a Hawaii corporation ("Intellect-Hawaii") has agreed to be merged with and into Intellect, Inc., a Nevada corporation ("Intellect-Nevada"), pursuant to that certain Agreement and Plan of Merger dated December 6, 1995;

WHEREAS, the merger has been approved by the unanimous consent of the sole shareholder of Intellect-Hawaii, Intellect Systems Corp., and thus there are no dissenting shareholders in the merger;

WHEREAS, Intellect-Hawaii no longer conducts any of its business in Hawaii, and Intellect-Nevada does not and does not intend to transact business in Hawaii; and

WHEREAS, although there are no dissenting shareholders in the merger, and although neither Intellect-Hawaii nor Intellect-Nevada is doing business in Hawaii, Intellect-Nevada is executing and filing this Agreement pursuant to Section 415-77 of the Hawaii Business Corporation Act.

NOW, THEREFORE, Intellect-Nevada, the surviving corporation in the merger, hereby agrees as follows and takes the following action:

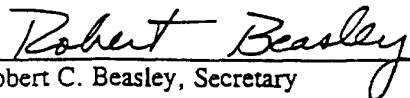
1. Intellect-Nevada may be served with process in Hawaii in any proceeding for the enforcement of any obligation of Intellect-Hawaii and in any proceeding for the enforcement of the rights of a dissenting shareholder of Intellect-Hawaii against Intellect-Nevada, the surviving corporation.

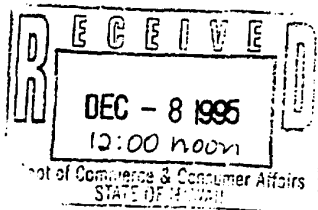
2. Intellect-Nevada hereby irrevocably appoints Cuyler Shaw, 1099 Alakea Street, Suite 1400, Honolulu, Hawaii 96813, as its agent to accept service of process in any such proceeding.

3. Intellect-Nevada will promptly pay to any dissenting shareholder of Intellect-Hawaii the amount, if any, to which they shall be entitled under the provisions of the Hawaii Business Corporation Act with respect to the rights of dissenting shareholders.

Executed this 7th day of December, 1995.

Intellect, Inc., a Nevada corporation


Robert C. Beasley, Secretary



DEC 08 1995

ARTICLES OF MERGER

No. 13617-95 Pursuant to Title VII of the Nevada Revised Statutes and Section 415-74 of the Hawaii Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging one into the other:
Dean Heller
DEAN HELLER SECRETARY

1. The name and place of incorporation of the constituent corporations are:
 - a. Intellect, Inc., a Nevada corporation, which will be the surviving corporation (the "Surviving Corporation"); and
 - b. Intellect, Inc., a Hawaii corporation, the constituent corporation that will disappear in the merger.
2. A Plan of Merger (the "Plan") has been adopted by the Board of Directors of each corporation that is a party to the merger.
3. The Plan was approved by the unanimous consent of the stockholder of each constituent corporation.
4. There are no amendments to the Articles of Incorporation of the Surviving Corporation.
5. The complete executed Plan is on file at the place of business of the Surviving Corporation.
6. A copy of the Plan will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any corporation which is a party to the merger.

Executed this 6th day of December, 1995.

INTELECT, INC., a Nevada corporation

Herman M. Frietsch
Herman M. Frietsch, President

Robert C. Beasley
Robert C. Beasley, Secretary

INTELECT, INC., a Hawaii corporation

Ed Ducaet
Ed Ducaet, Vice President

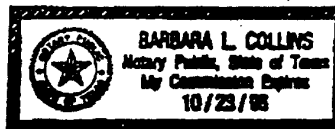
Robert C. Beasley
Robert C. Beasley, Secretary

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared Herman M. Frietsch, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same as President of Intellect, Inc., a Nevada corporation.

Given under my hand and seal of office on this the 7th day of December, 1995.

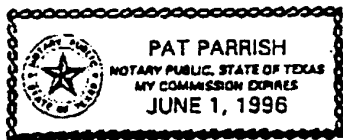
Barbara L. Collins
Notary Public in and for
The State of Texas



STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared Robert C. Beasley, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same as Secretary of Intellect, Inc., a Nevada corporation.

Given under my hand and seal of office on this the 7th day of December, 1995.

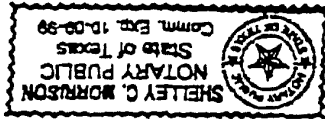


Pat Parrish
Notary Public in and for
The State of Texas

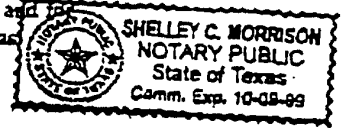
§ STATE OF TEXAS §
COUNTY OF Dallas §

BEFORE ME, the undersigned authority, on this day personally appeared Ed Ducayer, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same as Vice President of Intellect, Inc., a Hawaii corporation.

Given under my hand and seal of office on this the 6th day of December, 1995.



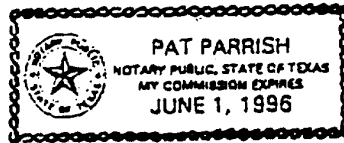
Shelley Morrison
Notary Public in and for
The State of Texas



STATE OF TEXAS §
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared Robert C. Beasley, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same as Secretary of Intellect, Inc., a Hawaii corporation.

Given under my hand and seal of office on this the 7th day of December, 1995.



Pat Parrish
Notary Public in and for
The State of Texas

FILED
OFFICE OF THE
SECRETARY OF STATE OF TEXAS
CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

JAN 27 1997
No. C13617-95
John Heller

INTELECT, INC.

John Heller, SECRETARY OF STATE, the undersigned President and Assistant Secretary of Intellect, Inc. do hereby certify:

That the Board of Directors of said corporation, by unanimous written consent dated January 27th, 1997, adopted a resolution to amend the original Articles as follows:

Article 1 is hereby amended to read as follows:

- 1. NAME OF CORPORATION: Intellect Network Technologies Company

The number of shares of the corporation outstanding and entitled to vote on an amendment to the Articles of Incorporation is 1,000; that the said change(s) and amendment have been consented to and approved by a majority vote of the stockholders holding at least a majority of each class of stock outstanding and entitled to vote thereon.

Pete Lanzetta

Pete Lanzetta, President

Ed Ducayet

Ed Ducayet, Assistant Secretary

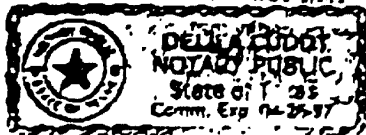
STATE OF TEXAS

COUNTY OF DALLAS

On January 27th, 1997, personally appeared before me, a Notary Public, Pete Lanzetta, President of Intellect, Inc., and Ed Ducayet, Assistant Secretary of Intellect, Inc., who acknowledged that they executed the above instrument on behalf of Intellect, Inc. in their respective capacities.

Debra Cudde

Notary Public in and for
The State of Texas



Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697



Antonio O. Garza, Jr.
Secretary of State

Office of the Secretary of State

January 31, 1997

RE: INTELECT, INC.

ASSUMED NAME: INTELECT COMMUNICATIONS, INC.

FILE DATE: JANUARY 30, 1997

Dear Sir or Madam,

The abandonment of the referenced assumed name filed on behalf of the captioned incorporated business or profession has been filed in this office. This letter may be used as evidence of filing.

Sincerely yours,

Lorna Wassdorf

Lorna Wassdorf
Deputy Assistant Secretary
Statutory Filings Division

LSW: yd

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09:33 1997-31-31-NJC

28 d

TRADEMARK
REEL: 1728 FRAME: 0831

Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697



Antonio O. Garza, Jr.
Secretary of State

Office of the Secretary of State

January 31, 1997

RE: INTELECT, INC.

ASSUMED NAME: INTELECT COMMUNICATIONS, INC. D/B/A INTELECT, INC.

FILE DATE: JANUARY 30, 1997

Dear Sir or Madam,

The abandonment of the referenced assumed name filed on behalf of the captioned incorporated business or profession has been filed in this office. This letter may be used as evidence of filing.

Sincerely yours,

Lorna Wassdorf

Lorna Wassdorf
Deputy Assistant Secretary
Statutory Filings Division

LSW: yd

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TX:60 2661-13-1997

EB'D

TRADEMARK
REEL: 1728 FRAME: 0832



The State of Texas

SECRETARY OF STATE

AMENDED CERTIFICATE OF AUTHORITY
OF

INTELECT NETWORK TECHNOLOGIES COMPANY
FORMERLY: INTELECT, INC.
DBA INTELECT COMMUNICATIONS, INC.

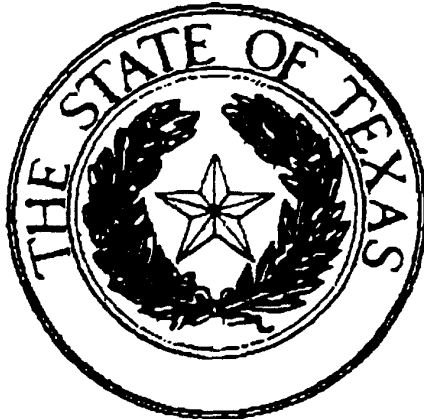
The undersigned, as Secretary of State of Texas, hereby certifies that an application of the above named entity for an Amended Certificate of Authority to transact business in this state, has been received in this office and is found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Amended Certificate of Authority to transact business in this state under the name of

INTELECT NETWORK TECHNOLOGIES COMPANY

and attaches hereto a copy of the Application for such Amended Certificate.

Dated: January 30, 1997
Effective: January 30, 1997




Antonio O. Garza, Jr.
Secretary of State

YD

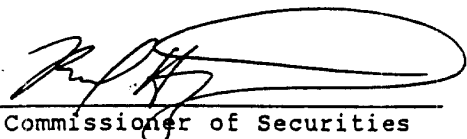
STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Honolulu

CERTIFICATE OF MERGER

I, KATHRYN S. MATAYOSHI, Director of Commerce and Consumer Affairs of the State of Hawaii, do hereby certify that INTELECT, INC., a Hawaii corporation has been merged with and into INTELECT, INC., a Nevada corporation; that the name of the surviving corporation is INTELECT, INC.; that the Articles of Merger and Agreement and Plan of Merger in conformity with Chapter 415, Hawaii Revised Statutes, were filed in the Department of Commerce and Consumer Affairs on December 8, 1995, and that the merger became effective on December 8, 1995 at 12:00 noon Hawaiian Standard Time.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Department of Commerce and Consumer Affairs, at Honolulu, State of Hawaii, this 21st day of December, 1995.


Director of Commerce and
Consumer Affairs

By 
Commissioner of Securities

SIDLEY & AUSTIN
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

CHICAGO
LOS ANGELES
NEW YORK

717 NORTH HARWOOD
DALLAS, TEXAS 75201
TELEPHONE 214 981 3300
FACSIMILE 214 981 3400

WASHINGTON, D.C.
LONDON
SINGAPORE
TOKYO

FOUNDED 1866

WRITER'S DIRECT NUMBER
214-981-3319

WRITER'S E-MAIL ADDRESS
eevert@sidley.com

April 15, 1998

Assistant Commissioner
for Trademarks
Box Assignment
Washington, D.C. 20231

EXPRESS MAIL NO. EL 072248108US
DATE OF DEPOSIT: April 15, 1998

I hereby certify that this correspondence is being deposited with the United States Postal Service "Express Mail Post Office To Addressee" service under 39 C.F.R. § 1.10 on the date indicated above and is addressed to the Assistant Commissioner for Trademarks, 2000 Crystal Drive, Arlington, Virginia 22202-3515.

Derick T. Gordon
Name of Depositor
Derick T. Gordon
Signature
April 15, 1998
Date of Signature

Re: U.S. Trademark Registration No.
1,684,818 for "S" (Stylized)
Our File: 10858/01101 (f/k/a ININ M-30483)

Re: U.S. Trademark Registration No.
1,722,917 for "SPECIAL SERVICES SWITCHING SYSTEM"
(work mark)
Our File: 10858/01201 (f.k.a ININ M-30499)

Dear Sir:

Enclosed for recordal against U.S. Trademark Registrations No. 1,684,818 (as to "S") and No. 1,722,917 (as to "Special Services Switching Systems") are the following documents:

Tab 1. A true and correct copy of the Certificate of Merger issued by the State of Hawaii Department of Commerce and Consumer Affairs reflecting that Intellect, Inc., (a Hawaii corporation) was merged with and into Intellect, Inc. (a Nevada corporation) and that the name of the surviving corporation was Intellect, Inc. Said document was filed with the Department of Commerce and Consumer Affairs of the State of Hawaii on December 8, 1995 and was further filed with the Secretary of State of Nevada on December 8, 1995.

Tab 2. A true and correct copy of the Certificate of Amendment of the Articles of Incorporation of Intellect, Inc. to reflect change of name of Intellect, Inc., (a Nevada corporation) to Intellect Network Technologies Company (a Nevada Corporation) effective and recorded with the Office of Secretary of State of the State of Nevada on January 27, 1997.

TRADEMARK
REEL: 1728 FRAME: 0835

Assistant Commissioner
April 15, 1998
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Please record and index the attached documents at "Tab 1" and "Tab 2" against each of the above-identified U.S. Trademark Registrations. After recordal of these documents, the records of the U.S. Patent and Trademark Office should affirmatively show Intellect Network Technologies Company (a Nevada corporation) to be the owner of U.S. Trademark Registration Nos. 1,684,818 as for "S" (Stylized) and 1,722,917 for Special Services Switching System (word mark).

A check in the amount of \$130.00 to cover the fee for the recordal of each of these documents against each of the above identified registrations. If the amount of this check is insufficient or if the check is unacceptable for any reason, please charge the required fees to Sidley & Austin Deposit Account Number 18-1260. If the amount is in excess, please credit Deposit Account Number 18-1260.

Once recorded, please return the recorded document to the undersigned attorney at the above address. If you have any questions regarding the above, please do not hesitate to contact the undersigned at (214) 981-3319.

Respectfully submitted,

SIDLEY & AUSTIN



Elisabeth A. Evert
Registration No. 34156

EAE/flcs
Enclosure

STATE OF NEVADA
Secretary of State

I hereby certify that this is a
true and complete copy of
the document as filed in this
office.

DEC 08 '95

Dean Heller
DEAN HELLER
Secretary of State

By *Patricia Larson*