



**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 #

**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="75126208"/>	<input type="text" value="75126211"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**NUMBER OF PROPERTIES** Enter the total number of properties involved. #

**Fee Amount** Fee Amount for Properties Listed (37 C.F.R. § 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:

#

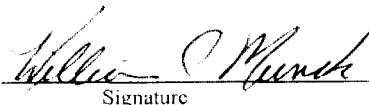
Authorization to charge additional fees:

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.*

William A. Munck, State Bar No. TX 00786127  
Name of Person Signing

  
Signature

May 14 1998  
Date Signed

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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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 OWNERSHIP, WHICH MERGES:

"PAGEMART, INC.", A DELAWARE CORPORATION,

WITH AND INTO "PAGEMART WIRELESS, INC." UNDER THE NAME OF "PAGEMART WIRELESS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 1998, AT 8 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

2456424 8100M

981032906

AUTHENTICATION: 8888093  
TRADEMARK  
DATE: 1/28/98  
REEL: 1734 FRAME 2809879

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**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
PAGEMART, INC.  
INTO  
PAGEMART WIRELESS, INC.**

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Pursuant to Section 253 of the  
General Corporation Law of the State of Delaware

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PageMart Wireless, Inc. ("**Parent**"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "**General Corporation Law**"), does hereby certify that:

FIRST: PageMart, Inc., a Delaware corporation (the "**Company**"), was incorporated on May 8, 1989, pursuant to the General Corporation Law and is existing thereunder.

SECOND: Parent was incorporated on November 29, 1994, pursuant to the General Corporation Law and is existing thereunder.

THIRD: Parent owns of record 100% of the outstanding shares of Common Stock (the "**Shares**") of the Company, the Shares being the only stock of the Company outstanding.

FOURTH: At a meeting of the board of directors held on November 13, 1997, the board of directors of Parent adopted the following resolutions providing for the merger (the "**Merger**") of the Company into Parent, which resolutions have not been amended or rescinded and are in full force and effect:

RESOLVED, that pursuant to Section 253 of the General Corporation Law of the State of Delaware, PageMart, Inc. ("**PageMart**") shall be merged with and into the Corporation (the "**Merger**"), whereupon the separate existence of PageMart shall cease, and the Corporation shall be the Surviving Corporation (the "**Surviving Corporation**");

RESOLVED, that the Merger is hereby approved pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware;

RESOLVED, that the Merger shall become effective upon filing of the Certificate of Ownership and Merger (the "Effective Time"); provided, however that the Merger shall not become effective until such time as (a) PageMart shall have consummated its tender offer for, and solicitation of consents to permit the Merger and the Note Issuance (as defined below) from the holders of, its 12¼% Senior Discount Notes due 2003, (b) the Corporation shall have consummated its solicitation of consents to permit the Merger and the Note Issuance (as defined below) from the holders of its 15% Senior Discount Exchange Notes due 2005, (c) the Revolving Credit Agreement with BT Commercial Corporation, as Agent, and Bankers Trust Company, as Issuing Bank shall have been amended to permit the Merger and the Note Issuance (as defined below); (d) the consent of the Federal Communication Commission with respect to the transfer in the Merger of the communication licenses held by PageMart or its Subsidiaries shall have been obtained, (e) the Corporation shall have received all other consents or approvals necessary to permit the Merger or Note Issuance other than those that the failure to receive would not have a material adverse effect on the Corporation and (f) Morgan Stanley & Co. Incorporated shall have advised the Board of Directors of the Corporation that all conditions (other than the Merger) to the issuance of the Corporation's Senior Discount Notes due 2007 (the "Note Issuance") shall have been satisfied or waived;

RESOLVED, that at the Effective Time each share of common stock, par value \$.0001 per share, of PageMart outstanding immediately prior to the Effective Time be retired;

RESOLVED, that from and after the Effective Time, until successors are duly elected or appointed in accordance with applicable law, the directors of the Corporation at the Effective Time shall be the directors of the Surviving Corporation, and the officers the Corporation of at the Effective Time shall be the officers of the Surviving Corporation;

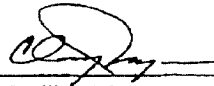
RESOLVED, that from and after the Effective Time, the name of the Surviving Corporation shall be "PageMart Wireless, Inc.";

RESOLVED, that from and after the Effective Time, the bylaws and certificate of incorporation of the Corporation shall be the bylaws and certificate of incorporation of the Surviving Corporation; and

RESOLVED, that the officers of the Corporation are, and each of them hereby is, authorized and directed to take or cause to be taken all such further actions, and to execute and deliver or cause to be delivered all such further instruments and documents in the name and on behalf of the Corporation (including, without limitation, a Certificate of Ownership and Merger in the form approved by counsel for the Corporation) and to incur all such fees and expenses, all as in their judgment they deem necessary or advisable in order to carry into effect each of the foregoing resolutions, and that the actions of any officer of the Corporation authorized by the foregoing resolutions or which would have been authorized by the foregoing resolutions except that such actions were taken prior to the adoption of such resolutions be, and they hereby are, ratified, confirmed, approved and adopted as actions of the Corporation.

IN WITNESS WHEREOF, PageMart Wireless, Inc. has caused this Certificate of Ownership and Merger to be executed in its corporate name by its duly authorized officer this 28th day of January, 1998.

PAGEMART WIRELESS, INC.

By:   
Name: G. Clay Myers  
Title: Vice President Finance,  
Chief Financial Officer and  
Treasurer

Corporate Acknowledgement

State of Texas

County of Dallas

On this the 19<sup>th</sup> day of March, 1998, before me, Mary Ann Howard,

The undersigned Notary Public, personally appeared G. Clay Myers,

personally known to me – OR –

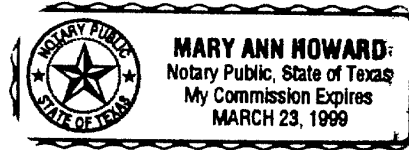
~~proved to me on the basis of satisfactory evidence~~

to be the person~~s~~ who executed the within instrument as VP. Finance, CFO + Treasurer,

on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Witness my hand and official seal.

Mary Ann Howard  
Signature of Notary Public



My commission expires: March 23, 1999

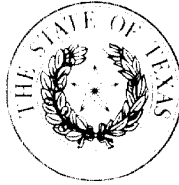
Description of Attached Document

Title or Type of Document: Certificate of Ownership + Merger

Document date: March 19<sup>th</sup>, 1998 Number of Pages: 4

Signer(s) Other Than Named Above: NONE



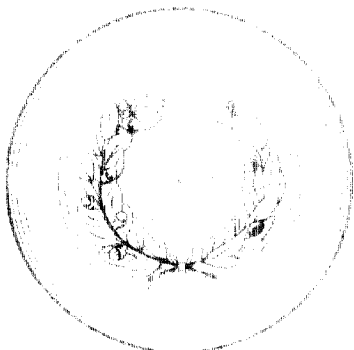


**The State of Texas**  
**Secretary of State**

I, ALBERTO R. GONZALES, Secretary of State of the State of Texas, DO HEREBY CERTIFY that according to the records of this office,

**MARY ANN HOWARD**

qualified as a Notary Public for the State of Texas on March 23, 1995, for a term ending on March 23, 1999.



RECORDED: 05/19/1998

Date Issued: March 26, 1998

A handwritten signature in cursive script, appearing to read "Alberto R. Gonzales".

Alberto R. Gonzales  
TRADEMARK sjs  
Secretary of State

REEL: 1734 FRAME: 0185