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

.....

06/11/1998 SSNITH 00000186 75337560

Commissioner of Patents and Trademarks, BOX ASSIGNMENT FEE

Washington, D.C. 20231

01 FC:481 02 FC:482 40.00 OP 350.00 OP

CERTIFICATE OF MAILING 37 C.F.R. 1.8

I hereby certify that this correspondence is being deposited with the U.S. Postal Service as First Class Mail in an envelope addressed to: Commissioner of Patents and Trademarks, BOX ASSIGNMENT FEE, Washington, D.C. 20231, on the date below:

TRADEMARK

5/29/98 are de la Major

REEL: 1739 FRAME: 0638

ATTACHMENT TO TRADEMARK RECORDATION FORM BY WILLIAMS COMMUNICATIONS, INC.

Pending

75/337560 75/453566

Registered

1,420,451 1,466,634 1,595,720 1,771,244 1,784,986 1,929,143 1,962,322 1,967,472 1,969,527 1,977,269 2,033,067 2,060,832 2,065,588

> TRADEMARK REEL: 1739 FRAME: 0639

State of Delaware

Office of the Secretary of State

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 AMENDMENT OF "VYVX, INC.", CHANGING ITS NAME FROM "VYVX, INC." TO "WILLIAMS COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JANUARY, A.D. 1998, AT 3:30 O'CLOCK P.M.



Edward I. Freel, Secretary of State

AUTHENTICATION:

DATE

8894054

TRADEMARK-98 REEL: 1739 FRAME: 0640

2206783 8100

981037878

+-29-90; 2104FM:TWC LEGAL " COP .s 1606-4503 **#** 27 **3** 4

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

* * * *

VYVX, INC., a corporation organized and existing under and by virtue of the General Corporation Law of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Corporation, by unanimous written consent dated January 29, 1998, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Corporation:

RESOLVED that the Board of Directors of the Corporation hereby recommends and declares advisable an amendment to Article FIRST of the Corporation's Certificate of Incorporation to change the name of the Corporation so that, as amended, said Article FIRST shall be and read as follows:

"FIRST: The name of the Corporation is:

WILLIAMS COMMUNICATIONS, INC."

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given unanimous written consent to said amendment in accordance with the provisions of section 228 of the General Corporation Law of Delaware.

THIRD: That the aforesaid amendment was duly adopted in

TRADEMARK REEL: 1739 FRAME: 0641

accordance with the applicable provisions of sections 242 and 228 of the General Corporation Law of Delaware.

IN WITNESS WHEREOF, said VYVX, INC. has caused this certificate to be signed by Delwin L. Bothof, its President, and attested by David M. Higbee, its Secretary, this 29th day of January, 1998.

VYVX, INC.

By:

Delwin L. Bothod

President

A TOTAL COLOR

By:__

David M. Higbee Secretary

H:\CORPSEC\MINUTES\VYVX\NMECHG.CER