

06-12-1998

FORM PTO-1594

ET

U.S. Department of Commerce

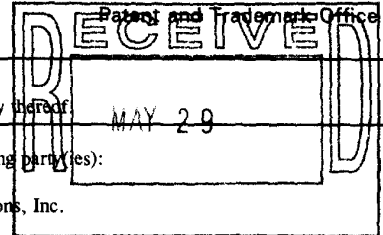


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TRADEMARKS ONLY

(Rev. 6-93)

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



To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document or copy thereof.

1. Name of conveying party(ies):

Viacom MGS Services, Inc.

- Individual(s) Association
General Partnership Limited Partnership
X Corporation-State - Delaware
Other

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

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

Name: Williams Communications, Inc.

Internal Address: 4100 One Williams Center

Street Address:

City: Tulsa State: OK Zip: 74172

- individual(s) citizenship
Association
General Partnership
Limited Partnership
X Corporation- State - Delaware
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

3. Nature of conveyance:

- Assignment X Merger
Security Agreement X Change of Name
Other

Execution Date: February 27, 1997 and January 29, 1998

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

A. Trademark Application No.(s):

B. Trademark Registration No.(s): 2,033,067

Additional numbers attached? Yes X No

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

Name: Kevin L. Ward, Esq.

Internal Address: The Williams Companies, Inc.

Street Address: 4100 One Williams Center

City: Tulsa State: OK Zip: 74172

6. Total number of applications and registrations involved: 1

7. Total fee (37 C.F.R. 3.41) \$40.00

X Enclosed

Authorized to be charged to deposit account if check insufficient or inadvertently omitted

8. Deposit account number:

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

DO NOT USE THIS SPACE

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.

Kevin L. Ward

Name of Person Signing

Signature of Kevin L. Ward

5-27-98

Date

Total number of pages including cover sheet, attachments and documents: 7

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

06/11/1998 06:57: 00000187 2403067

01 00:00

Commissioner of Patents and Trademarks, BOX ASSIGNMENT FEE
Washington, D.C. 20231

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, Washington, D.C. 20231, on the date below:

5/29/98

Date

Signature of Arde de la Cruz

Signature

TRADEMARK
REEL: 1739 FRAME: 0784

MRD 5-29-98

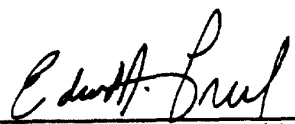
State of Delaware
Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:

"VIACOM MGS SERVICES INC.", A DELAWARE CORPORATION,
WITH AND INTO "VYVX, INC." UNDER THE NAME OF "VYVX, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 1997, AT 4:30 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.




Edward J. Freel, Secretary of State

2206783 8100M

971066884

AUTHENTICATION: 8357329

DATE: 03-04-97

TRADEMARK

REEL: 1739 FRAME: 0785

CERTIFICATE OF OWNERSHIP

MERGING

VIACOM MGS SERVICES INC.

INTO

VYVX, INC.

VYVX, INC., a corporation incorporated on the 5th day of September, 1989 (hereinafter called "Vyvx"), pursuant to the provisions of the General Corporation Law of Delaware does hereby certify that Vyvx owns all the capital stock of Viacom MGS Services Inc., a corporation incorporated on May 18, 1967 under the laws of the State of Delaware (hereinafter called "Viacom"), and that Vyvx, by resolutions of its Board of Directors duly adopted on December 31, 1996 determined to and did merge into itself said Viacom which resolutions are the following:

WHEREAS, the Corporation lawfully owns all the outstanding stock of Viacom MGS Services Inc., a corporation organized and existing under the laws of the State of Delaware; and

WHEREAS, the Corporation desires to merge into itself said Viacom MGS Services Inc. and to be possessed of all the estate, property, rights, privileges and franchises of said corporation;

NOW, THEREFORE, BE IT

RESOLVED that the Corporation merge into itself, and it does hereby merge into itself said Viacom MGS Services Inc. and assumes all of its liabilities and obligations.

RESOLVED that the president or any vice-president, and the secretary or any assistant secretary thereof be, and they hereby are, directed to make and execute, under the corporate seal of this corporation, a certificate of ownership setting forth a copy of the resolutions, to merge said Viacom MGS Services Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of the State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County.

RESOLVED that the officers of the Corporation be, and they hereby are, authorized and directed to do all acts and things whatsoever, whether within or

without the State of Delaware, which may be necessary or proper to effect said merger.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by its vice president and attested by its secretary, the 27th day of February, 1997.

VYVX, INC.

By: S. Miller Williams
S. Miller Williams
Vice President

ATTEST:

David M. Higbee
Secretary

[SEAL]

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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 J. Freel

Edward J. Freel, Secretary of State

2206783 8100

981037878

AUTHENTICATION:

DATE: 8894054

TRADEMARK: 01236-98

REEL: 1739 FRAME: 0788

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."

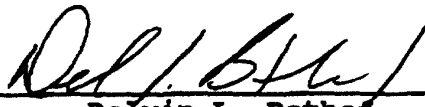
SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given unanimous written consent to said amendment in accordance with the provisions of section 228 of the General Corporation Law of Delaware.

THIRD: That the aforesaid amendment was duly adopted in

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. Bothof
President

ATTEST:

By: 
David M. Higbee
Secretary

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