

08-19-1998

MRD  
8-10-98



100782740

To the Honorable Commissioner of

the attached original documents or copy thereof.

1. Name of conveying party(ies):  
Tele-Communications Specialists, Inc.  
605 Jeffers Circle  
Exton, PA 19341-2525

- Individual(s)
- General Partnership
- \* Corporation
- Other \_\_\_\_\_
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies):  
Total Cabling Specialists, Inc  
605 Jeffers Circle  
Exton, PA 19341-2525

- Individual(s) citizenship: \_\_\_\_\_
- Association: \_\_\_\_\_
- General Partnership: \_\_\_\_\_
- Limited Partnership: \_\_\_\_\_
- \* Corporation: Pennsylvania
- Other: \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached  Yes \* No  
(Designation must be a separate document from Assignment)  
Additional name(s) & addresses attached?  Yes \* No

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other: \_\_\_\_\_
- \* Merger
- \* Change of Name

Execution Date: December 31, 1997

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

A. Trademark Application No.(s):

B. Trademark Reg. No.(s): 1,679,651

Additional numbers attached  Yes \* No

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

Arthur H. Seidel, Esq.  
Seidel, Gonda, Lavorgna & Monaco, P.C.  
Suite 1800 Two Penn Center Plaza  
Philadelphia, PA 19102

Attorney Docket No. 7942-G

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00  
 Enclosed  
\*Authorized to be charged to deposit account

8. Deposit Account Number: 19-1135

DO NOT USE THIS SPACE

9. 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.

Arthur H. Seidel, Esq.  
Name of Person Signing

Arthur H. Seidel  
Signature

6 August 1998  
Date

Total number of pages including cover sheet, attachments and document: 8

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

Do not detach this portion

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

08/18/1998 TTOM11 00000196 191135 1679651  
01 FC:481 40.00 CH

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

TRADEMARK  
REEL: 1770 FRAME: 0001

Microfilm Number 9793-158  
Entity Number 705943

DEC 24 1997  
Filed with the Department of State on \_\_\_\_\_  
[Signature]  
Secretary of the Commonwealth

**ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION**  
DSCB:15-1926 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: Total Cabling Specialists, Inc.

2. (Check and complete one of the following):

The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a)	<u>605 Jeffers Circle</u>	<u>Exton</u>	<u>PA</u>	<u>19341-2525</u>	<u>Chester</u>
	Number and Street	City	State	Zip	County

(b) c/o: \_\_\_\_\_  
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

\_\_\_\_\_ The surviving corporation is a qualified foreign business corporation incorporated under the laws of \_\_\_\_\_ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a)	_____	_____	_____	_____	_____
	Number and Street	City	State	Zip	County

(b) c/o: \_\_\_\_\_  
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

\_\_\_\_\_ The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of \_\_\_\_\_ and the address of its principal office under the laws of such domiciliary jurisdiction is \_\_\_\_\_

_____	_____	_____	_____
Number and Street	City	State	Zip

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation	Address of Registered Office or Name of Commercial Registered Office Provider	County
<u>Tele-Communications Specialists, Inc.</u>	<u>605 Jeffers Circle, Exton, PA 19341-2525</u>	<u>Chester</u>

9793-139

4. (Check, and if appropriate complete, one of the following):

- The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.
- The plan of merger shall be effective on: December 31, 1997 at 11:59 p.m.  
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of Corporation	Manner of Adoption
<u>Total Cabling Specialists, Inc.,</u>	<u>by Board of Directors pursuant to 15 Pa.C.S. §1924(b)(2)</u>
<u>Tele-Communications Specialists, Inc.,</u>	<u>by Board of Directors pursuant to 15 Pa. C.S. § 1924</u>
<u>(b) (2)</u>	

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

- The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.
- Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street	City	State	Zip	County

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 22nd day of December, 1997.

Total Cabling Specialists, Inc.  
(Name of Corporation)

BY: [Signature]  
(Signature)

TITLE: President and Treasurer

Tele-Communications Specialists, Inc.  
(Name of Corporation)

BY: [Signature]  
(Signature)

TITLE: President and Treasurer

9793- 140

EXHIBIT A - PLAN OF MERGER

TRADEMARK  
REEL: 1770 FRAME: 0004

**PLAN OF MERGER**

THIS PLAN OF MERGER, dated as of December 31, 1997, is by and between Total Cabling Specialists, Inc., a Pennsylvania corporation (formerly known as Telephone Cabling Specialists, Inc. and hereinafter referred to as "Total Cabling") and Tele-Communications Specialists, Inc., a Pennsylvania corporation (hereinafter referred to as "Tele-Communications" (the foregoing are hereinafter sometimes referred to as the "Constituent Corporations").

**BACKGROUND**

The directors and shareholders of each of the Constituent Corporations have determined that a merger of Tele-Communications with and into Total Cabling (hereinafter sometimes referred to as the "Merger") has a valid business purpose, is advisable, and is in the best interests of each of the Constituent Corporations, and by resolutions duly adopted, have approved this Plan of Merger in the manner and upon the terms and conditions hereinafter set forth and pursuant to the applicable provisions of the laws of the Commonwealth of Pennsylvania.

NOW THEREFORE,

In consideration of the foregoing premises and the material promises, agreements and covenants contained herein, and for the purpose of effecting the Merger upon the terms and conditions set forth herein, each of the Constituent Corporations, intending to be legally bound, agree as follows:

1. Merger.

Upon compliance with the applicable provisions of the laws of the Commonwealth of Pennsylvania, on the Effective Date (as defined herein), Tele-Communications shall be merged with and into Total Cabling, which latter corporation shall be the surviving corporation of the Merger (hereinafter sometimes referred to as the "Surviving Corporation") and shall continue to exist and to be governed by the laws of the Commonwealth of Pennsylvania. The separate existence of Tele-Communications shall thereupon cease.

2. Certificate of Incorporation of the Surviving Corporation.

The Certificate of Incorporation of Total Cabling, in effect as of and on the Effective Date, shall remain the Certificate of Incorporation of the Surviving Corporation, until amended as provided by applicable law.

3. By-Laws of the Surviving Corporation.

The By-Laws of Total Cabling, in effect as of and on the Effective Date, shall remain the By-Laws of the Surviving Corporation, until amended as provided by applicable law.

4. Directors and Officers of the Surviving Corporation.

The directors and officers of Total Cabling, in office on and as of the Effective Date, shall remain the officers and directors of the Surviving Corporation and shall retain their respective positions until the end of the respective terms for which they were elected, subject to removal, resignation, or such other change as may otherwise occur. If, on the Effective Date, a vacancy shall exist in any directorship or office of the Surviving Corporation, such vacancy shall thereafter be filled in the manner provided by the Bylaws of the Surviving Corporation and applicable law.

5. Effective Date.

The Effective Date of the Merger shall be December 31, 1997.

6. Cancellation of Securities.

On the Effective Date, all shares of Common Stock of Tele-Communications shall be canceled, extinguished or retired and no new shares of stock or other securities of any of the Constituent Corporations shall be issued in exchange therefor. The certificates representing such shares shall be marked "canceled in the merger."

7. State Filings.

The proper officers of the Constituent Corporations shall make and execute, under the corporate seals of the respective corporations, whatever certificates and documents are required by the Commonwealth of Pennsylvania to effect the Merger

and to cause the same to be filed in the manner provided by law, and to do all things whatsoever, whether within or without the Commonwealth of Pennsylvania, which may be necessary and proper to effect the Merger.

8. Termination or Modification of Merger.

(a) This Plan of Merger may be terminated and abandoned by the Board of Directors of any of the Constituent Corporations at any time prior to the Effective Date notwithstanding approval of the Plan of Merger by the shareholders of each Constituent Corporation. In the event of such termination and abandonment, this Plan of Merger shall be void and have no effect, without any liability on part of either of the Constituent Corporations, their shareholders, directors or officers.

(b) Upon the authorization of the Boards of Directors of any of the Constituent Corporation, at any time prior to the Effective Date, notwithstanding approval of the Plan of Merger by the sole shareholder of each Constituent Corporation, this Plan of Merger may be modified and amended in any manner which may be necessary or appropriate to conform it to the requirements of the laws of the Commonwealth of Pennsylvania.

IN WITNESS WHEREOF, each of the undersigned corporations has caused this Plan of Merger to be signed by a duly authorized officer on the date first written above.

Date:  
December 3, 1997

Total Cabling Specialists, Inc.

By: James G. Stankiewicz  
James G. Stankiewicz  
President and Treasurer

Attest: Linda A. O'Neill  
Linda A. O'Neill  
Secretary

Tele-Communications Specialists, Inc.

By: James G. Stankiewicz  
James G. Stankiewicz  
President and Treasurer

Attest: Linda A. O'Neill  
Linda A. O'Neill  
Secretary

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU  
ROOM 308 NORTH OFFICE BUILDING  
P.O. BOX 8722  
HARRISBURG, PA 17105-8722

214

TOTAL CABLING SPECIALISTS, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.  
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE  
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS  
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY  
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 0705943

MICROFILM NUMBER: 09793

0138-0143

BLANK ROME COMISKY & MCCAULEY  
TODD SIMMENS  
1 LOGAN SQUARE  
PHILADELPHIA PA 19103-6998

TRADEMARK

RECORDED: 08/10/1998

REEL: 1770 FRAME: 0008