

11-17-1998



100879544

SHEET

11/19/98

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

SUBMISSION TYPE

- New
- Resubmission (Non-Recordation)
Document ID#
- Correction of PTO Error
Reel # Frame#
- Corrective Document
Reel # Frame#

CONVEYANCE TYPE

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
- Change of Name
- Other

CONVEYING PARTY

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other

Citizenship/State of Incorporation/Organization

RECEIVING PARTY

Mark if additional names of conveying parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address: (line 3)

City

State/Country

Country

- Individual
- General Partnership
- Limited Partnership

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

- Corporation
- Association

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

TRADEMARK

REEL: 1813 FRAME: 0571

00000010 500388 75197672 40.00 CH

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="75197872"/>	<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"/>	<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 Date Signed

State of Delaware
Office of the Secretary of State PAGE 1

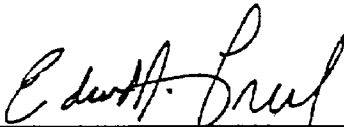
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"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.





Edward J. Freel, Secretary of State

AUTHENTICATION: 8888093

DATE: 01-28-98

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981032906

TRADEMARK
REEL: 1813 FRAME: 0573

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

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

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 19th 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 19th, 1998 Number of Pages: 4

Signer(s) Other Than Named Above: NONE

CERTIFICATE OF MAILING

Date of Deposit: November 9, 1998

I hereby certify that this correspondence, including the attachments listed, is being deposited with the United States Postal Service, via First Class Mail in an envelope addressed to the Commissioner of Patents and Trademarks, Washington, D.C. 20231

Type or Print Name TERRI MASSENBALE

TERRI MASSENBALE
Signature