

01-12-1999



100943426

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

MRD 1.4.99

JAN -3 PM 11:30  
COPY/FINANCE

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
- Change of Name
- Other

Effective Date  
Month Day Year  
01 28 98

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

01 28 98

Name

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- 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

01/11/1999 JSHABAZZ 00000042 500302 74507055 FOR OFFICE USE ONLY

01 FC:481 40.00 CH  
02 FC:482 675.00 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 including any attachments.

#

**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)**

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 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

January 4, 1999  
Date Signed

# RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

## Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship State of Incorporation/Organization

## Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual  General Partnership  Limited Partnership

Corporation  Association

Other

Citizenship/State of Incorporation/Organization

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 the Assignment.)

## 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)

75126206	75089145	75140317
75140316	75197871	75202484
75216393	75179269	75244986
75366565	75366597	75366142
75366501	75366587	75366243
75366564	75366221	75366338
75366160		


State of Delaware  
Office of the Secretary of State PAGE 1

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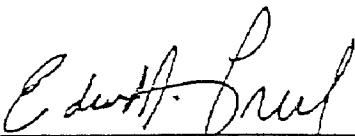
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"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.



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

2456424 8100M

981032906

AUTHENTICATION: 8888093

TRADEMARK

DATE: 01-28-98  
REEL: 1838 FRAME: 0409

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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,

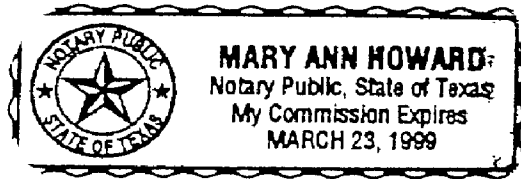
personally known to me – OR –

~~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