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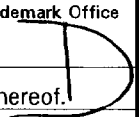
FORM PTO-1594
1-31-92
OMB No. 0651-001



FOR
RA



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



To the Honorable

02-09-1999

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...nal documents or copy thereof.

1. Name of corporation
Intecom Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **Texas**
 Other _____

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

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

Internal Address:
 Street Address: **5057 Keller Springs Road**
 City: **Dallas** State: **TX** ZIP: **75248**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 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 Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **June 24, 1996**

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s) **1,751,125; 1,185,506; 1,791,357; 1,811,925; 1,849,100; 1,834,501; 2,012,468; 2,188,034**

Additional numbers attached? Yes No

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

Internal Address: **Strasburger & Price, L.L.P.**

02/23/1999 DNGUYEN 00000060 1791357

02 FC:481 40.00 OP
 02 FE:482 175.00 OP

Street Address: **901 Main Street, Suite 4300**

City: **Dallas** State: **TX** ZIP: **75202**

6. Total number of applications and registrations involved: **8**

7. Total fee (37 CFR 3.41) **\$215.00**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: **19-4547**

(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.*

Molly Buck Richard February 9, 1999

Name of Person Signing Signature Date

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

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

State of Delaware

PAGE 1

EXPEDITE

Office of the Secretary of State

RECEIVED

JUL - 1 1996

Utah Div. of Corp. Comm. Code

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:

"INTECOM INC.", A TEXAS CORPORATION,

CO# 123 278

WITH AND INTO "INTECOM ACQUISITION INC." UNDER THE NAME OF "INTECOM INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF MAY, A.D. 1995, AT 4:30 O'CLOCK P.M.

6183000035

State of Utah -
Department of Commerce
Division of Corporations and Commercial Code

I hereby certify that the foregoing has been filed and approved on the 16 day of July 1996 in the office of this Division and hereby issue this Certificate thereat.

Examiner

Date



Karla S. Woods

KARLA T. WOODS
Division Director



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 7998881

DATE: 06-24-96

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CERTIFICATE OF OWNERSHIP AND MERGER**MERGERING****INTECOM INC.,****a Texas Corporation****into****INTECOM ACQUISITION INC.,****a Delaware Corporation**

INTECOM INC., a corporation organized and existing under the laws of Texas (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Corporation was incorporated on October 28, 1985 pursuant to the Business Corporation Act of the State of Texas, the provisions of which permit the merger of a subsidiary corporation of another state with a parent corporation organized and existing under the laws of Texas.

SECOND: That the Corporation owns all of the outstanding shares of the stock of InteCom Acquisition Inc., a corporation incorporated on May 9, 1995, pursuant to the General Corporation Law of the State of Delaware ("InteCom Delaware").

THIRD: That the directors of the Corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board, on May 9, 1995, determined to merge itself into said InteCom Delaware:

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Corporation hereby determines that the merger of the Corporation with and into InteCom Delaware (the "Merger") to be advisable and in the best interest of the Corporation and approves the Agreement and Plan of Merger between the Corporation and InteCom Delaware in substantially the form attached hereto as Exhibit A, together with such changes as may be approved by George Platt or Jacques Payer (the "Plan of Merger").

FURTHER RESOLVED, that the Board of Directors of the Corporation recommends to the stockholders of the Corporation that (a) the Merger is advisable and in the best interest of the Corporation and (b) the stockholders approve the Plan of Merger pursuant to which, among other things, (i) the Corporation will merge with and into InteCom Delaware and InteCom Delaware will survive the Merger (the "Surviving Corporation"); (ii) the Surviving Corporation will change its name to InteCom Inc.; (iii) each share of Common Stock, par value \$0.01 per share, of the Corporation issued and outstanding as of the Effective Time (as such term is defined in the Merger Agreement) will be canceled and retired; (iv) each share of Common Stock, par value \$0.01 per share, of the Corporation issued and outstanding as of the Effective Time (the "Texas

Common Stock") will be converted into and become one share of Common Stock, par value \$.01 per share of InteCom Delaware (the "Delaware Common Stock"); and (v) upon surrender to InteCom Delaware of any certificate or certificates representing shares of the Texas Common Stock, the holder of the certificate or certificates surrendered shall be entitled to receive in exchange therefor a certificate or certificates representing the same number of shares of the Delaware Common Stock.

FURTHER RESOLVED, that if the stockholders of the Corporation approve the Plan of Merger, the Corporation be, and hereby is, authorized to enter into the Plan of Merger, and the Merger shall become effective on May 16, 1995.

FURTHER RESOLVED, that the proper officers of the Corporation be, and each of them acting singly hereby is, authorized empowered and directed to execute and deliver the Plan of Merger, with such changes thereto as may be approved by George Platt or Jacques Payer, such execution to be conclusive evidence of the approval of the Plan of Merger.

FURTHER RESOLVED, that the officers of the Corporation be, and each of them acting singly hereby is, authorized and directed, for and on behalf of the Corporation, to make and execute a Certificate of Merger setting forth a copy of the resolutions to merge itself into said InteCom Delaware, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to make and execute all such agreements, certificates, letters, guarantees, and other documents and take any such actions as are required or contemplated by, or related to, the Plan of Merger and do all acts and things whatsoever that may be necessary or proper to effect the Merger, the taking of any such actions by such officer to be conclusive evidence that such actions or documents have been authorized and approved pursuant to this resolution.

FURTHER RESOLVED that the action taken by this Consent shall have the same force and effect as if taken by the undersigned at a meeting of the Board of Directors of the Corporation, duly called and constituted pursuant to the Bylaws of the Corporation and the TBCA. This Consent may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

FOURTH: that InteCom Delaware will continue to exist as the surviving corporation (the "Surviving Corporation") and pursuant to Section 242, the Surviving Corporation hereby amends Article One of its Articles of Incorporation to change its corporate name to InteCom Inc.

FIFTH: that the proposed merger has been adopted, approved, certified, executed and acknowledged by the Corporation in accordance with the laws of the State of Texas, under which the Corporation was organized.

IN WITNESS WHEREOF, said InteCom Inc. has caused this Certificate to be signed by George Platt, its President, this 16th day of May, 1995.

INTECOM INC.
(a Texas Corporation)

By: George Platt, President

By: *George Platt*