

04-26-1999

D.



CORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICE

TRADEMARKS ONLY

101018965

To the Honorable Assistant Commissioner
for Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
SPLITROCK SERVICES, 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: SPLITROCK SERVICES, INC.
Internal Address: _____
Street Address: 8665 New Trails Drive, Suite 200
City: The Woodlands State: TX Zip: 77381

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Corporation-State Delaware
 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) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: May 7, 1998

86-5-7

Application number(s) or trademark number(s):

A. Trademark Application No(s).
75/358,867

B. Trademark registration No(s).

Additional numbers attached? Yes No

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

Name: Richard D. Fladung
 Internal Address: AKIN, GUMP, STRAUSS,
HAUER & FELD, L.L.P.
 Street Address: 1900 Pennzoil Place, South Tower,
711 Louisiana
 City: Houston State: TX Zip: 77002

5. Total number of applications and registrations involved: 1

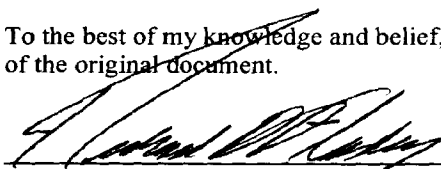
6. Total fee (37 C.F.R. § 3.41) \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

7. Deposit account number:
16-2435
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

8. 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.


 Richard D. Fladung, Reg. No. 30,834 April 5, 1999

Total number of pages including cover sheet, attachments and document: 5

04/23/1999 DNGUYEN 00000301 75358867

01 FC:481

40.00 DP

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 MERGER, WHICH MERGES:

"SPLITROCK SERVICES, INC.", A TEXAS CORPORATION,
WITH AND INTO "SPLITROCK SERVICES, INC." UNDER THE NAME OF "SPLITROCK SERVICES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF MAY, A.D. 1998, AT 1 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2884350 8100M

981177460

AUTHENTICATION: 9072177

DATE: 05-11-98

**CERTIFICATE OF MERGER
OF
SPLITROCK SERVICES, INC.
(a Texas corporation)
AND
SPLITROCK SERVICES, INC.
(a Delaware corporation)**

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:
 - (a) Splitrock Services, Inc., which is incorporated under the laws of the State of Texas; and
 - (b) Splitrock Services, Inc., which is incorporated under the laws of the State of Delaware ("Merger Sub").
2. A Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.
3. The surviving corporation in the merger herein certified shall be Merger Sub, which will continue its existence as said surviving corporation under the name "Splitrock Services, Inc." upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.
4. The Certificate of Incorporation of Merger Sub, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.
5. The executed Plan of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows: 2170 Buckthorne Place, Suite 350, The Woodlands, Texas 77380.
6. A copy of the aforesaid Plan of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any shareholder or stockholder of each of the aforesaid constituent corporations.
7. The authorized capital stock of Splitrock Services, Inc. consists of 150,000,000 shares of common stock with a par value of \$.001 per share.

EXECUTED on this the 7 day of May, 1998.

SPLITROCK SERVICES, INC.,
a Texas corporation

By: _____


William R. Wilson, President

SPLITROCK SERVICES, INC.,
a Delaware corporation

By: _____


William R. Wilson, President

[SIGNATURE PAGE TO CERTIFICATE OF MERGER]

TRADEMARK
REEL: 1888 FRAME: 0041

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"SPLITROCK SERVICES, INC.", A TEXAS CORPORATION,
WITH AND INTO "SPLITROCK SERVICES, INC." UNDER THE NAME OF
"SPLITROCK SERVICES, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED
IN THIS OFFICE THE EIGHTH DAY OF MAY, A.D. 1998, AT 3 O'CLOCK
P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF
DELAWARE.



Edward J. Freel

Edward J. Freel, Secretary of State

2884350 8330

981184678

AUTHENTICATION:

9079943

DATE:

05-13-98

RECORDED: 04/05/1999

TRADEMARK
REEL: 1888 FRAME: 0042