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FA	ECC	U.S. DEPARTMENT OF COMMERCE PATENT AND TRADEMARK OFFICE
04-09-1999	101018805	
U.S. Patent & TMO/TM Mail Rpt Dt. #54		

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

<p>1. Name of conveying party(ies):</p> <p>SPLITROCK SERVICES, INC.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Texas <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>SPLITROCK SERVICES, INC.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>8665 New Trails Drive, Suite 200</u></p> <p>City: <u>The Woodlands</u> State: <u>TX</u> Zip: <u>77381</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designation must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>May 7, 1998</u></p>	

Application number(s) or trademark number(s):	
A. Trademark Application No(s):	B. Trademark registration No(s):
<u>75/359,067</u>	

Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<p>4. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Richard D. Fladung</u> Internal Address: <u>AKIN, GUMP, STRAUSS, HAUER & FELD, L.L.P.</u> Street Address: <u>1900 Pennzoil Place, South Tower, 711 Louisiana</u> City: <u>Houston</u> State: <u>TX</u> Zip: <u>77002</u></p>	<p>5. Total number of applications and registrations involved: <u>1</u></p> <p>6. Total fee (37 C.F.R. § 3.41) \$ <u>40.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>7. Deposit account number: <u>16-2435</u> (Attach duplicate copy of this page if paying by deposit account)</p>

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 00000295 75359067
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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 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: 0084

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 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 2 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.



2884350 8330

981184678

A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

9079943

DATE:

05-13-98