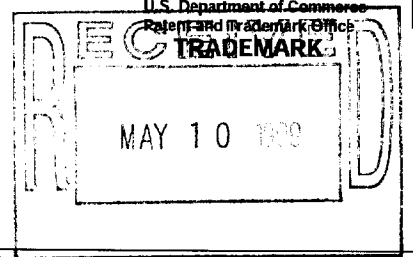


05-18-1999



101039075

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



5.10.99

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

Execution Date
Month Day Year

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)

CHECK Refund Total:

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association

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.)

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

05/18/1999 NTHAI1 00000017 75464987

01 EC:481

Public reporting burden for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 001897 FRAME: 0610

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)		
<input type="text" value="75"/>	<input type="text" value="464"/>	<input type="text" value="987"/>	<input type="text" value="1"/>	<input type="text" value="803"/>	<input type="text" value="098"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1"/>	<input type="text" value="664"/>	<input type="text" value="010"/>
<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 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.

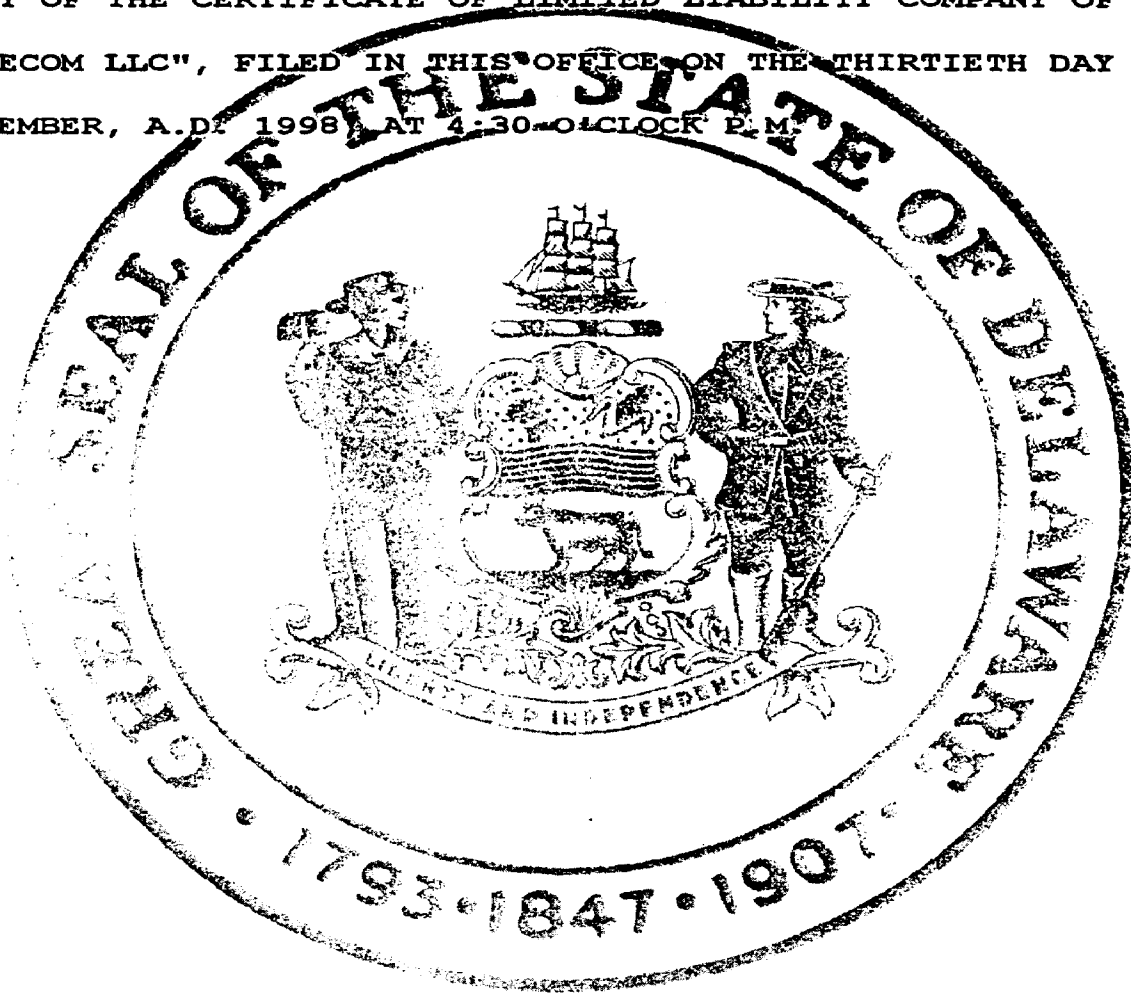
Joyce S. Samet
Name of Person Signing

Joyce Samet
Signature

May 5, 1999
Date Signed

Office of the Secretary of State

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 LIMITED LIABILITY COMPANY OF "OPUS TELECOM LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF DECEMBER, A.D. 1998 AT 4:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2980651 8100

981509872

AUTHENTICATION: 9497711

DATE: 12-31-98

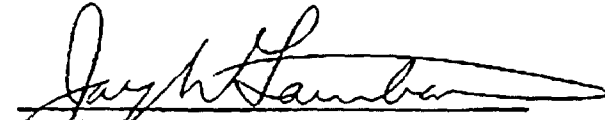
TRADEMARK
REEL: 001897 FRAME: 0612

**CERTIFICATE OF FORMATION
OF
OPUS TELECOM LLC**

1. The name of the limited liability Company (the "Company") is Opus Telecom LLC.
2. The address of the Company's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the Company's registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Opus Telecom LLC this 30th day of December, 1998.

By:


Jay L. Gainsboro, President
Authorized Person

TRADEMARK

REEL: 001897 FRAME: 0613

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ~~*CONSOLIDATION*~~ *MERGER (General Laws, Chapter 156B, Section 79)

Examiner

~~XXXXXX~~ / *merger of

Opus Telecom, Inc.

(a Massachusetts Corporation)

and

Opus Telecom LLC

(a Delaware limited liability company

the constituent corporations, in

Opus Telecom LLC

entity

~~XXXXXX~~ / *one of the constituent ~~corporations~~ organized under the laws of: _____

entities

The undersigned officers of each of the constituent ~~corporations~~ certify under the penalties of perjury as follows:

1. An agreement of ~~XXXXXX~~ / *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The ~~XXXXXX~~ *surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the *consolidation / *merger determined pursuant to the agreement of ~~XXXXXX~~ / *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

January 1, 1999

3. (For a merger)

**The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger:

NONE

(For a consolidation)

(a) The purpose of the *resulting* corporation is to engage in the following business activities:

98 DEC 31 PM 12: 28
SECRETARY OF
THE COMMONWEALTH

C
P
M
R.A. [] [] [] [] [] [] [] [] [] []

*Delete the inapplicable words.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

P.C.

(For a consolidation)

(b) State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

******(c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

NONE

******(d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

NONE

******(e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

NONE

Item 4 below may be deleted, if the resulting /surviving corporation is organized under the laws of a state other than Massachusetts.

~~4. The information contained in Item 4 of the Articles of Organization of the resulting / surviving corporation is:~~

~~(a) The state of organization of the resulting / surviving corporation in Massachusetts is:~~

******If there are no provisions state "None".

(b) The name, residential address and post office address of each director and officer of the *resulting / *surviving corporation:

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:		
Treasurer:		
Clerk:		
Directors:		

(c) The fiscal year end (i.e. tax year) of the *resulting / *surviving corporation shall end on the last day of the month of:

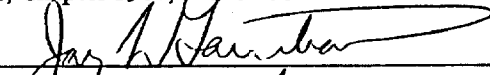
(d) The name and business address of the resident agent, if any, of the *resulting / *surviving corporation is:


Item 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts entity

5. The *resulting / *surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the *resulting / *surviving corporation, including obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

FOR MASSACHUSETTS CORPORATIONS

The undersigned *President / ~~XXXXXX~~ *Assistant Clerk of Opus Telecom, Inc. a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of *consolidation / *merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.


 _____, *President ~~XXXXXX~~



 _____, ~~XXXXXX~~ *Assistant Clerk

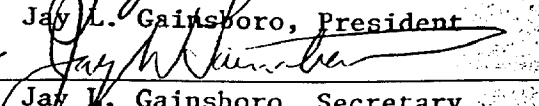
Jay L. Gainsboro

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † President and †† Secretary of Opus Telecom LLC limited liability company, ~~XXXXXX~~ organized under the laws of Delaware, further state under the penalties of perjury that the agreement of *consolidation / *merger has been duly adopted by such corporation in the manner required by the laws of Delaware

*Delete the inapplicable words.
†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.
††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

† 
 Jay L. Gainsboro, President

†† 
 Jay L. Gainsboro, Secretary

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF *CONSOLIDATION / *MERGER

(General Laws, Chapter 156B, Section 79)

I hereby approve the within Articles of *Consolidation / *Merger and,
the filing fee in the amount of \$ _____, having been paid,
said articles are deemed to have been filed with me this _____
day of _____, 19 _____.

Effective date _____

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Thomas L. Barrette, Jr., Esq. c/o Hale and Dorr LLP

60 State Street

Boston, MA 02109

Telephone: (617) 526-6000

CERTIFICATE OF MERGER
of
OPUS TELECOM, INC.
A Massachusetts Corporation
into
OPUS TELECOM LLC
a Delaware Limited Liability Company

FILED
DEC 31 1999
SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISION

Opus Telecom LLC, a limited liability company organized under section 18-201 of the Delaware Limited Liability Company Act, for the purpose of merging with Opus Telecom, Inc. a corporation organized under M.G.L. c.156B hereby certifies that:


1. The name and the jurisdiction of each of the domestic corporation and foreign limited liability company which are to merger are:

<u>Name</u>	<u>Jurisdiction</u>
Opus Telecom LLC	Delaware
Opus Telecom, Inc.	Massachusetts

- An agreement of merger has been approved and executed by each of the companies which are to merge.
- The survivor of the merger shall be a Delaware limited liability company. The name of the surviving Delaware limited liability company is Opus Telecom LLC.
- The merger shall become effective as of January 1, 1999.
- The agreement of merger is on file at the principal place of business of Opus Telecom LLC, the Delaware domestic limited liability company at 119 Herbert Street, Framingham, MA 01702.
- A copy of the agreement of merger will be furnished by Opus Telecom LLC, the surviving Delaware limited liability company, on request and without cost, to any of its members or to any person holding an interest in the Massachusetts corporation which is to merge into it.
- Opus Telecom LLC, the surviving Delaware limited liability company, hereby agrees that if it does not continuously maintain an agent for service of process in the Commonwealth of Massachusetts, then the Secretary of State of Massachusetts shall be irrevocably appointed the agent upon whom all lawful process in any action or proceeding in the Commonwealth may be served.

IN WITNESS THEREOF, this Certificate of Merger has been duly executed as of December 21, 1998 and is being filed in accordance with Chapter 156B of the Massachusetts General Laws by an authorized person of the surviving Delaware limited liability company.

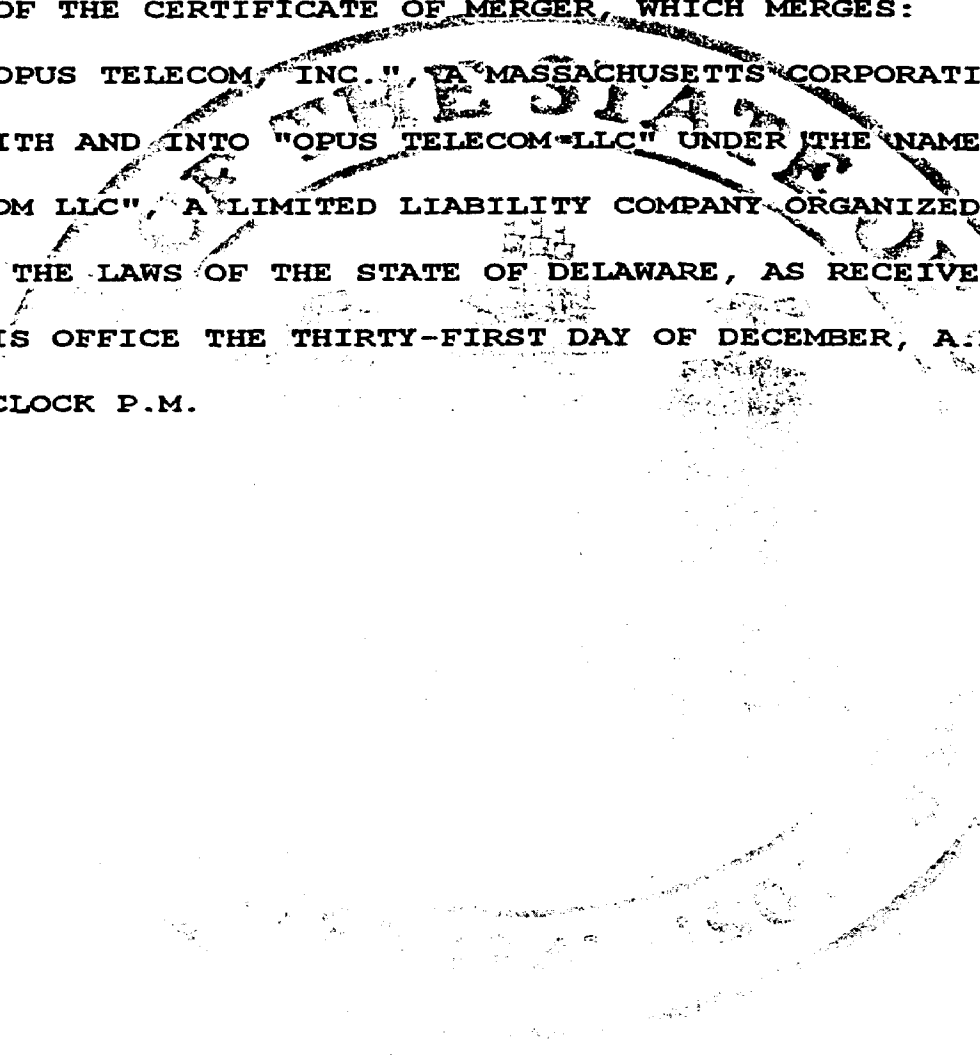
OPUS TELECOM LLC, a
Delaware limited liability company

By: 
Name: Jay L. Gainsboro
Authorized Person

Office of the Secretary of State

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:

"OPUS TELECOM, INC.", A MASSACHUSETTS CORPORATION, WITH AND INTO "OPUS TELECOM-LLC" UNDER THE NAME OF "OPUS TELECOM LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998, AT 12 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2980651 8100M

991000637

AUTHENTICATION: 9500627

DATE: 01-04-99

TRADEMARK
REEL: 001897 FRAME: 0620

CERTIFICATE OF MERGER

OF

OPUS TELECOM, INC.
(a Massachusetts corporation)

INTO

OPUS TELECOM LLC
(a Delaware limited liability company)

Opus Telecom LLC, a limited liability company organized and existing under and by virtue of the Delaware General Corporation Law Section 18-201, does hereby certify:

FIRST: That the name and state of organization of each of the constituent entities of the merger is as follows:

<u>Name</u>	<u>Type of Entity</u>	<u>State of Organization</u>
Opus Telecom, Inc.	Corporation	Massachusetts
Opus Telecom LLC	Limited Liability Company	Delaware

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved and executed by each of the constituent entities in accordance with the requirements of Subsection (b) of Section 18-209 of the Delaware Limited Liability Company Act.

THIRD: That the name of the surviving entity of the merger is Opus Telecom LLC.

FOURTH: That the Certificate of Formation of Opus Telecom LLC, a Delaware limited liability company which will survive the merger, shall be the Certificate of Formation of the surviving limited liability company.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving limited liability company. The address of said principal place of business is 119 Herbert Street, Framingham, Massachusetts 01702.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company upon request and without cost to any stockholder of any constituent corporation or any member of any constituent limited liability company.

SEVENTH: That this Certificate of Merger shall be effective on January 1, 1999 at 12:01 A.M. Delaware time.

IN WITNESS WHEREOF, Opus Telecom LLC has caused this Certificate to be executed by its President and attested by its Secretary this 31st day of December, 1998.

OPUS TELECOM LLC

(a Delaware limited liability company)

By: Jay L. Gainsboro
Jay L. Gainsboro, President

ATTEST:

Jay L. Gainsboro
Jay L. Gainsboro, Secretary