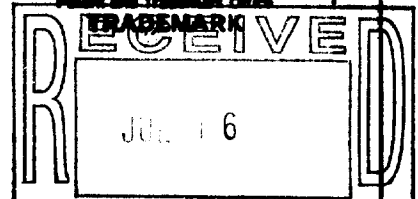


07-26-1999



101101073



RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type 7-16-99

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
03 03 98

Conveying Party (FORMER NAME) Mark if additional names of conveying parties attached

Name UNIDIAL, INC. Execution Date
Month Day Year 03 03 98

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization KENTUCKY

Receiving Party (NEW NAME) Mark if additional names of receiving parties attached

Name UNIDIAL COMMUNICATIONS, INC.

DBA/AKA/TA _____

Composed of _____

Address (line 1) ONE CORPORATE CENTER

Address (line 2) 9931 CORPORATE CAMPUS DRIVE

Address (line 3) LOUISVILLE KENTUCKY 40223
City State/Country Zip Code

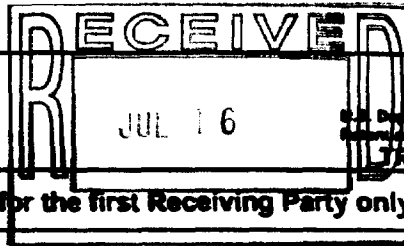
Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization KENTUCKY

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.)

FOR OFFICE USE ONLY



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="75322556"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<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.

SCOT A. DUVALL

Scott Duvall

7-16-99

Name of Person Signing

Signature

Date Signed

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
UNIDIAL INCORPORATED

RECEIVED & FILED
98 MAR -3 PH 3: 38

SECRETARY OF STATE
STATE OF NEW YORK
BY: *[Signature]*

- 1. The name of the corporation is UniDial Incorporated (the "Corporation").
- 2. Article I of the Corporation's Articles of Incorporation is amended so that as amended (the "Amendment") it shall read in its entirety as follows:

The name of the corporation shall be UniDial Communications, Inc.

- 3. The Amendment does not provide for an exchange, reclassification or cancellation of issued shares of the Corporation.

4. These Articles of Amendment were adopted by the Board of Directors of the Corporation by unanimous written consent on March 2, 1998. The Corporation has 880 shares of common stock that are issued, outstanding and entitled to vote on the Amendment. The Corporation also has 9.1 shares of Series A Convertible Preferred Stock and 60 shares of Series B Convertible Preferred Stock issued and outstanding that are not entitled to vote on the Amendment. The Amendment set forth above was adopted by a written consent dated March 2, 1998, executed by shareholders representing at least 80% of the outstanding shares of common stock of the Corporation, as provided for in Article VIII of the Corporation's Articles of Incorporation.

UNIDIAL INCORPORATED

By

Title:

[Signature]
COO

Chief Operating Officer

FILED
JEFF. CO. NY

MAR 4 1998

[Handwritten initials]

MIDDLETON & REUTLINGER

founded in 1854

2500 BROWN & WILLIAMSON TOWER

LOUISVILLE, KENTUCKY 40202-8410

502.584.1135

FAX 502.561.0442

E-MAIL: SDUVALL@MIDDREUT.COM

SCOT A. DUVALL

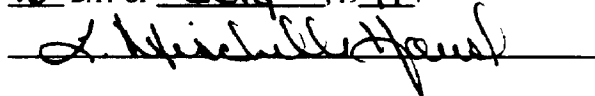
July 16, 1999

EL382928971US

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

CERTIFICATE OF MAILING
BY EXPRESS MAIL PURSUANT TO 37 C.F.R. § 1.10

THE UNDERSIGNED CERTIFIES THAT HE/SHE IS MAILING
THIS MATERIAL BY EXPRESS MAIL (LABEL NUMBER
EL382928971US) ADDRESSED TO
COMMISSIONER OF PATENTS AND TRADEMARKS,
BOX ASSIGNMENTS, WASHINGTON, D.C. 20231, ON THIS
16 DAY OF July, 1999.



Dear Commissioner:

Enclosed for recording is the Recordation Form Cover Sheet for U.S. Serial No. 75/322556 (UNIDIAL UTILITIES), the change of name document, and a check to your order in the sum of \$40 as filing fee. The applicant's name has changed since the filing date of the application to UniDial Communications, Inc.

Upon receiving this letter with enclosures, please date-stamp and return the enclosed self-addressed and stamped postcard. Please send further correspondence to the following address:

Scot A. Duvall, Esq.
Middleton & Reutlinger
2500 Brown & Williamson Tower
Louisville, Kentucky 40202

Should the enclosed have any defect such that the change of name document cannot be recorded, please telephone me collect at (502) 584-1135.

Very truly yours,

MIDDLETON & REUTLINGER



Scot A. Duvall

Enclosures