

09-01-1999

RECEIVED
U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



101132032

original documents or copy thereof.

To the Honorable Commissioner of Patents

1. Name of conveying party(ies):
MobileMedia Communications, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware and Virginia
- Other

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

3. Nature of conveyance: **8-30-99**

- Assignment
- Security Agreement
- Other Merger and Change of Name
- Merger
- Change of Name

Execution Date: August 31, 1995

2. Name and address of receiving party(ies)

Name: MobileMedia Communications, Inc.

Internal Address: _____

Street Address: 65 Challenger Road

City: Ridgefield Park State: NJ ZIP: 07660

- 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

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

A. Trademark Application No.(s)
75/403,486 75/490,869

B. Trademark Registration No.(s) 1,787,410
1,777,090 1,862,970 1,782,944 1,658,729

Additional numbers attached? Yes No

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

Name: Michael J. Bevilacqua, Esq.

Internal Address: Hale and Dorr LLP

09/01/1999 DCOATES 00000012 080219 75403486

01 FC:481 40.00 CH
02 FC:482 150.00 CH

Street Address: 60 State Street

City: Boston State: MA ZIP: 02109

6. Total number of applications and registrations involved:
7

7. Total fee (37 CFR 3.41) \$ 280.00

Enclosed

Authorized to be charged to deposit account

Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.

8. Deposit account number:

08-0219

280E

(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.

Sarah L. Byrne

Name of Person Signing

Signature

8/27/99

Date

Total number of pages including cover sheet, attachments, and document: 24

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

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:

"MOBILEMEDIA COMMUNICATIONS, INC." A DELAWARE CORPORATION, AND A VIRGINIA CORPORATION,

"MOBILEMEDIA DP COMMUNICATIONS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "MOBILEMEDIA MERGER, INC." UNDER THE NAME OF "MOBILEMEDIA COMMUNICATIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF AUGUST, A.D. 1995, AT 3:05 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

2503353 8330
950198871

AUTHENTICATION: 7627130
DATE: 08-31-95

CERTIFICATE OF MERGER
OF
MOBILEMEDIA DP COMMUNICATIONS, INC.
AND
MOBILEMEDIA COMMUNICATIONS, INC.
INTO
MOBILEMEDIA MERGER, INC.

NON DCM

NON DCM

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
MobileMedia DP Communications, Inc.	Delaware
MobileMedia Communications, Inc.	Delaware, Virginia
MobileMedia Merger, Inc.	Delaware

SECOND: That a Plan and Agreement of Merger among the parties to the merger has been adopted by unanimous consent of the sole shareholder of each of the constituent corporations and has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware and Section 13.1-720 of the Virginia Stock Corporation Act.

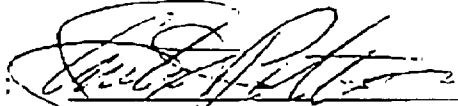
THIRD: That the name of the surviving corporation is MobileMedia Merger, Inc. and that the name of the surviving corporation shall be changed in the merger to MobileMedia Communications, Inc. Consequently, from and after the effective time of the merger, the name of the surviving corporation shall be MobileMedia Communications, Inc.

FOURTH: That the certificate of incorporation of the surviving corporation shall be restated to read as set forth on Exhibit A attached hereto.

FIFTH: That the executed Plan and Agreement of Merger, a copy of which is attached hereto as Exhibit B, is on file at the principal place of business of the surviving corporation. The address of the principal business of the surviving corporation is 65 Challenger Road, Ridgfield Park, New Jersey 07660

SIXTH: That a copy of the Plan and Agreement of Merger will be furnished by the surviving corporation on request and without cost to any stockholder of any constituent corporation.

MOBILEMEDIA MERGER, INC.

By: 
Name: Santo J. Pittsman
Title: Vice President

ATTEST:

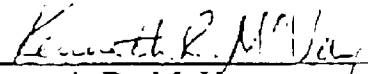

Kenneth R. McVay
Secretary

EXHIBIT A
RESTATED
CERTIFICATE OF INCORPORATION
OF
MOBILEMEDIA MERGER, INC.

The undersigned, being the Vice President of MobileMedia Merger, Inc., a corporation organized and existing under the laws of the State of Delaware, does hereby certify as follows:

1. The name of the corporation is MobileMedia Merger, Inc. The date of filing of its original Certificate of Incorporation with the Secretary of State of Delaware was May 1, 1995.

2. This Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 245 of the General Corporation Law of the State of Delaware.

3. That without a meeting, in lieu of a meeting, the sole stockholder of the Corporation has given written consent to the restatements set forth herein in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

4. That the restatements set forth herein were duly adopted in accordance with the applicable provision of Sections 245 and 228 of the General Corporation Law of the State of Delaware.

5. The text of the Certificate of Incorporation of the corporation, as amended or supplemented, is hereby restated, in full, to read as follows:

RESTATED
CERTIFICATE OF INCORPORATION
OF
MOBILEMEDIA MERGER, INC.

FIRST: The name of the corporation (hereinafter sometimes referred to as the "Corporation") is:

MobileMedia Communications, Inc.

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, New Castle County, Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The aggregate number of all classes of shares which the Corporation shall have authority to issue is one thousand (1,000) shares of common stock, par value of \$.01 per share.

No holder of shares of the Corporation of any class, now or hereafter authorized, shall have any preferential or preemptive right to subscribe for, purchase or receive any share of the Corporation of any class, now or hereafter authorized, or any options of warrants for such shares, or any rights to subscribe to or purchase such shares, or any securities convertible into or exchangeable for such shares, which may at any time or from time to time be issued, sold or offered for sale by the Corporation; provided, however, that in connection with the issuance or sale of any such shares or securities, the Board of

Directors of the Corporation may, in its sole discretion, offer such shares or securities, or any part thereof, for purchase or subscription by the holders of shares of the Corporation, except as may otherwise be provided by this Restated Certificate of Incorporation as from time to time amended.

At all times, each holder of common stock of the Corporation shall be entitled to one vote for each share of common stock held by such stockholder standing in the name of such stockholder on the books of the Corporation.

FIFTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

SIXTH: No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for the breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transactions from which the director derived an improper personal benefit.

SEVENTH: Election of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Restated Certificate of Incorporation, in the manner now or hereafter prescribed by the law of the State of Delaware. All rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, MobileMedia Merger, Inc. has caused this Restated Certificate of Incorporation to be signed by Santo J. Pittsman, its Vice President, and attested to by Kenneth R. McVay, its Secretary, this 31st day of August, 1995.

MobileMedia Merger, Inc.

By: _____
Santo J. Pittsman, Vice President

Attest:

By: _____
Kenneth R. McVay
Secretary

EXHIBIT B

PLAN AND AGREEMENT OF MERGER

THIS AGREEMENT, dated as of August 31, 1995, among MobileMedia Merger, Inc., a Delaware Corporation ("Merger Sub" or the "Surviving Corporation"), MobileMedia Communications, Inc., a Virginia and Delaware corporation ("Communications") and MobileMedia DP Communications, Inc., a Delaware corporation ("DP Communications"), said three corporations being herein sometimes collectively called the "Constituent Corporations."

WITNESSETH:

WHEREAS, Merger Sub is a corporation duly organized and existing under the laws of the State of Delaware, having been incorporated on May 1, 1995, by a Certificate of Incorporation filed with the Secretary of State and recorded in the Office of the Recorder of Deeds of the County of New Castle, Delaware, on that date, the registered office of Merger Sub in the State of Delaware is located at 1209 Orange Street, in the City of Wilmington, County of New Castle, and the name of its registered agent at such office is The Corporation Trust Company;

WHEREAS, Communications is a corporation duly organized and existing under the laws of the State of Delaware, having been incorporated on August 26, 1988, by a Certificate of Incorporation filed with the Secretary of State and recorded in the Office of the Recorder of Deeds in the County of New Castle Delaware, on that date; the registered office of Communications in the State of Delaware is located at 1209 Orange Street, in the City of Wilmington, County of New Castle; and the name of its registered agent at such office is the Corporation Trust Company. Communications is also a corporation duly organized and existing under the laws of the Commonwealth of Virginia, having been incorporated on November 7, 1990, by Articles of Incorporation filed with the State Corporation Commission, on that date, the registered office of Communications in the Commonwealth of Virginia is located at 5511 Staples Mill Road, in the City of Richmond, County of Henrico; and the name of its registered agent at such office is Edward R. Parker who is a resident of the Commonwealth of Virginia and a member of the State bar of Virginia.

WHEREAS, DP Communications is a corporation duly organized and existing under the laws of the State of Delaware, having been incorporated on March 7, 1995, by a Certificate of Incorporation filed with the Secretary of State and recorded in the Office of the Recorder of Deeds in the County of New Castle, Delaware, on that date; the registered office of DP Communications in the State of Delaware is located at 1209 Orange Street, in the City of Wilmington, County of New Castle; and the name of its registered agent at such office is The Corporation Trust Company;

WHEREAS, Merger Sub has an authorized capitalization consisting of 1,000 shares of Common Stock, par value \$0.01 per share ("Merger Sub Common Stock"), of which 100 shares have been validly issued and are outstanding on August 31, 1995;

WHEREAS, Communications has an authorized capitalization consisting of 1 share of Common Stock, par value \$1.00 per share ("Communications Common Stock"), of which 1 share has been validly issued and is outstanding on August 31, 1995; and

WHEREAS, DP Communications has an authorized capitalization consisting of 1,000 shares of Common Stock, par value \$0.01 per share ("DP Communications Common Stock"), of which 1,000 shares have been validly issued and are outstanding on August 31, 1995;

WHEREAS, the Boards of Directors of the parties hereto have approved this Plan and Agreement of Merger and deem it desirable, upon the terms and subject to the conditions herein stated, that Communications and DP Communications each be merged with and into Merger Sub and that Merger Sub be the surviving corporation, with the outstanding shares of Communications Common Stock and DP Communications Common Stock converted into shares of Merger Sub Common Stock;

WHEREAS, the sole shareholder of each of the Constituent Corporations has adopted this Plan and Agreement of Merger, and deem it desirable, upon the terms and subject to the conditions herein stated, that Communications and DP Communications each be merged with and into Merger Sub and that Merger Sub be the surviving corporation, with the outstanding shares of Communications Common Stock and DP Communications Common Stock converted into shares of Merger Sub Common Stock; and

NOW, THEREFORE, it is agreed as follows:

Section 1

Terms

1.1 On the effective date of the merger (as hereinafter defined), DP Communications and Communications shall each be merged with and into Merger Sub with Merger Sub as the surviving corporation.

1.2 Upon the effective date of the merger:

(a) Each then outstanding share of DP Communications Common Stock shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into one tenth (1/10) of one share of Merger Sub Common Stock.

(b) Each then outstanding share of Communications Common Stock shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into one hundred (100) shares of Merger Sub Common Stock.

(c) All shares of DP Communications Common Stock held in the treasury of DP Communications shall be cancelled.

(d) All shares of Communications Common Stock held in the Treasury of Communications shall be cancelled.

1.3 Each holder of a stock certificate or certificates representing outstanding shares of DP Communications Common Stock or Communications Common Stock immediately prior to the effective date of the merger, upon surrender of such certificate or certificates to Merger Sub after the effective date of the merger, shall be entitled to receive a stock certificate or certificates representing

one-tenth (1/10) of or one hundred times (100x) the number of shares of Merger Sub Common Stock, respectively. Until so surrendered, each such stock certificate shall, by virtue of the merger, be deemed for all purposes to evidence ownership of said number of shares of Merger Sub Common Stock.

Section 2

Effective Date

2.1 The merger shall become effective upon compliance with the laws of the State of Delaware and the Commonwealth of Virginia, herein sometimes referred to as the "effective date of the merger."

Section 3

Conditions to the Merger

3.1 The respective obligations of each of the parties to this Agreement to consummate the merger are subject to (i) the consummation by DP Communications of its offer to purchase \$85,000,000 aggregate principal amount of 12 1/4 % Senior Notes due 2000 of Dial Page, Inc. and its concurrent solicitation of consents in respect of the related indenture and (ii) certain regulatory approvals applicable to the parties.

Section 4

Certificate of Incorporation and By-Laws; Capital; Officers and Directors

4.1 The Certificate of Incorporation of Merger Sub, as hereby amended to read in its entirety as set forth in Exhibit A annexed hereto, and all the terms and provisions thereof are hereby incorporated in this Agreement and made a part hereof with the same force and effect as if herein set forth in full; and, from and after the effective date of the merger and, until further amended as provided by law, said Exhibit A, separate and apart from this Agreement, shall be, and may be separately certified as, the Certificate of Incorporation of the Surviving Corporation.

4.2 The By-Laws of Merger Sub in effect on the effective date of the merger shall be the By-Laws of the Surviving Corporation, to remain unchanged until amended in accordance with the provisions thereof and of applicable law.

4.3 The officers and directors of Merger Sub on the effective date of the Merger will continue after the merger in their same capacities for the Surviving Corporation in accordance with the By-laws of the Surviving Corporation.

Section 5

Amendment and Termination

5.1 At any time prior to the filing of this Agreement with the Secretary of State of the State of Delaware and with the State Corporation Commission of the Commonwealth of Virginia, this Agreement may be amended by the Boards of Directors of Merger Sub, DP Communications and Communications acting together to the extent permitted by Delaware law notwithstanding favorable action on the merger by the stockholders of the Constituent Corporations.

5.2 At any time prior to the filing of this Agreement with the Secretary of State of the State of Delaware and with the State Corporation Commission of the Commonwealth of Virginia, this Agreement may be terminated and abandoned by the Board of Directors of Merger Sub, DP Communications or Communications, notwithstanding favorable action on the merger by the stockholders of any of the Constituent Corporations.

IN WITNESS WHEREOF, Merger Sub, DP Communications and Communications have each caused this Agreement to be executed by its President and attested by its Secretary or an Assistant Secretary, and its corporate seal affixed, all as of the date first above written.

ATTEST:

MOBILEMEDIA MERGER, INC.

Kenneth R. McVay
Secretary

By: [Signature]
Name: Santo J. Pittsman
Title: Vice President

ATTEST:

MOBILEMEDIA COMMUNICATIONS, INC.

Kenneth R. McVay
Secretary

By: [Signature]
Name: Santo J. Pittsman
Title: Vice President

ATTEST:

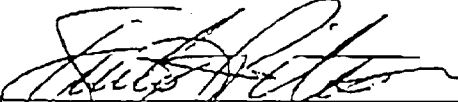
MOBILEMEDIA DP COMMUNICATIONS, INC.

Kenneth R. McVay
Secretary

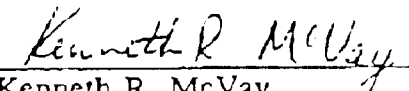
By: [Signature]
Name: Santo J. Pittsman
Title: Vice President

IN WITNESS WHEREOF, MobileMedia Merger, Inc. has caused this Restated Certificate of Incorporation to be signed by Santo J. Pittsman, its Vice President, and attested to by Kenneth R. McVay, its Secretary, this 31st day of August, 1995.

MobileMedia Merger, Inc.

By: 
Santo J. Pittsman, Vice President

Attest:

By: 
Kenneth R. McVay
Secretary

0418795 - 1

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

August 31, 1995

The State Corporation Commission finds the accompanying articles submitted on behalf of

MOBILEMEDIA MERGER, INC. (A DE CORPORATION NOT QUALIFIED IN VA)

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission. Each of the following:

MobileMedia Communications, Inc.
MOBILEMEDIA DP COMMUNICATIONS, INC. (A DE CORPORATION NOT QUALIFIED IN VA)

is merged into MOBILEMEDIA MERGER, INC. (A DE CORPORATION NOT QUALIFIED IN VA), which continues to exist under the laws of DELAWARE with the name MOBILEMEDIA MERGER, INC. (A DE CORPORATION NOT QUALIFIED IN VA). The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on August 31, 1995.

STATE CORPORATION COMMISSION

By 

Commissioner

MERGACPT
CIS20318
95-08-31-0547

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

the foregoing is a true copy of the ARTICLES OF MERGER of MobileMedia Communications, Inc. issued September 01, 1995.

Nothing more is hereby certified.



Signed and Sealed at Richmond
on this Date: September 01, 1995

William J. Bridge
William J. Bridge, Clerk of the Commission

State of Delaware

PAGE 1

Office of the Secretary of State

REC'D
TEL
451 8510000 8071

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES: "MOBILEMEDIA COMMUNICATIONS, INC.", A DELAWARE CORPORATION, WITH AND INTO "METROMEDIA PAGING SERVICES, INC." UNDER THE NAME OF "MOBILEMEDIA COMMUNICATIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF DECEMBER, A.D. 1993, AT 9:15 O'CLOCK A.M.



William T. Quillen

William T. Quillen, Secretary of State

2170717 8100M

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AUTHENTICATION: 7008558

DATE: 01-25-94

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:15 AM 12/01/1993
933355039 - 2170717

**AGREEMENT AND PLAN OF MERGER
BETWEEN
MOBILEMEDIA COMMUNICATIONS, INC.
AND
METROMEDIA PAGING SERVICES, INC.**

Pursuant to Section 252 of the General Corporation Law of the State of Delaware and Sections 13.1-716 and 13.1718 of the Virginia Stock Corporation Act

This AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") dated as of December 1, 1993 is by and between MobileMedia Communications, Inc., a Delaware corporation ("MobileMedia"), and Metromedia Paging Services, Inc., a Virginia and Delaware corporation ("Metromedia"). MobileMedia and Metromedia are the constituent corporations (the "Constituent Corporations") to the Merger hereinafter referred to, and Metromedia is the surviving corporation (the "Surviving Corporation") to such Merger.

RECITALS

A. The name and state of incorporation of each corporation planning to merge are MobileMedia Communications, Inc., a Delaware corporation, and Metromedia Paging Services, Inc., a Virginia and Delaware corporation. Metromedia Paging Services, Inc. will be the surviving corporation. All of the issued and outstanding shares of capital stock of MobileMedia are owned by MobileMedia Corporation (the "MobileMedia Sole Shareholder"). All of the issued and outstanding shares of capital stock of Metromedia are owned by MobileMedia (the "Metromedia Sole Shareholder").

B. The designation and number of outstanding shares of each class and series of stock of each of the Constituent Corporations are as follows:

MobileMedia: 1,000 shares of common stock, par value \$.001 per share; each share is entitled to one vote.

Metromedia: 1 share of common stock, par value \$1.00 per share; such share is entitled to one vote.

None of such shares is subject to change prior to the effective date of the Merger.

C
C
C
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C

"The name of the corporation is MobileMedia Communications, Inc."

Section 2.02. By-laws

The By-laws of Metromedia shall be the By-laws of the Surviving Corporation, to remain unchanged until amended as provided by law.

Section 2.03. Directors and Officers

The directors and officers of Metromedia shall be the directors and officers of the Surviving Corporation, to hold office in accordance with the By-laws of the Surviving Corporation.

ARTICLE THREE

CONVERSION OF SHARES

Section 3.01. MobileMedia Shares

Upon the Effective Date, each outstanding share of common stock of MobileMedia shall be canceled and cease to be outstanding, without any payment being made in respect thereof.

Section 3.02. Metromedia Shares

Upon the Effective Date, each outstanding share of the common stock of Metromedia shall be canceled and reissued in favor of the MobileMedia Sole Shareholder upon surrender to the Surviving Corporation of the certificates representing (i) all of the shares of common stock of MobileMedia and (ii) each share of common stock of Metromedia formerly held by MobileMedia.

ARTICLE FOUR

MISCELLANEOUS

Section 4.01. Further Assurances


If at any time after the Effective Date of the Merger the Surviving Corporation shall determine that any assignment, transfer, deed or other assurance is necessary or desirable to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, title to any property rights of either of the Constituent Corporations, each of the Constituent Corporations and its officers and directors shall execute and deliver such documents and do all things necessary and proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation, and the officers and directors of the Surviving Corporation hereby are authorized in the name of either of the Constituent Corporations or otherwise to take any and all such actions.

Section 4.02 Counterparts

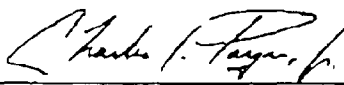
In order to facilitate the filing and recording of this Plan of Merger, the same may be executed in any number of counterparts, each of which shall be deemed to be an original.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Plan of Merger to be executed by the undersigned duly appointed Chairman of the Board of Directors and attested by the undersigned duly appointed Assistant Secretary as of the date first written above and the undersigned do hereby certify that this Plan of Merger was adopted, approved, executed and acknowledged by each of the Constituent Corporations in accordance with Section 252 of the General Corporation Law of the State of Delaware and Sections 13.1-716 and 13.1718 of the Virginia Stock Corporation Act.

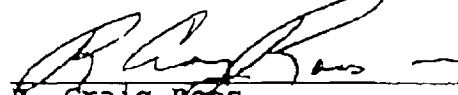
METROMEDIA PAGING SERVICES, INC.

By: 
R. Craig Roos
Chairman of the Board

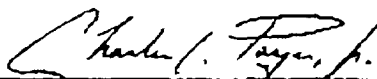
Attest:


Charles J. Payer, Jr.
Assistant Secretary

MOBILEMEDIA COMMUNICATIONS, INC.

By: 
R. Craig Roos
Chairman of the Board

Attest:


Charles J. Payer, Jr.
Assistant Secretary

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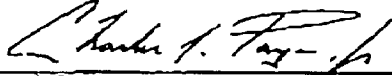
NA033000 038 110

**CERTIFICATE OF THE ASSISTANT SECRETARY
OF
MOBILEMEDIA COMMUNICATIONS, INC.**

I, Charles J. Payer, Jr., the Assistant Secretary of MobileMedia Communications, Inc., hereby certify that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the corporation by the Chairman of the Board and Assistant Secretary of said corporation, was duly approved and adopted by unanimous written consent of the stockholders of MobileMedia Communications, Inc. dated December 1, 1993, which was signed by the holders of all of the outstanding stock entitled to vote thereon.

WITNESS my hand this 1st day of December, 1993.

MOBILEMEDIA COMMUNICATIONS, INC.

By: 
Charles J. Payer, Jr.
Assistant Secretary

44633210.021 05-

CERTIFICATE OF THE ASSISTANT SECRETARY
OF
METROMEDIA PAGING SERVICES, INC.

I, Charles J. Payer, Jr., the Assistant Secretary of Metromedia Paging Services, Inc., hereby certify that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the corporation by the Chairman of the Board and Assistant Secretary of said corporation, was duly approved and adopted by unanimous written consent of the stockholders of Metromedia Paging Services, Inc. dated December 1, 1993, which was signed by the holders of all of the outstanding stock entitled to vote thereon.

WITNESS my hand this 1st day of December,
1993.

METROMEDIA PAGING SERVICES, INC.

By: Charles J. Payer, Jr.
Charles J. Payer, Jr.
Assistant Secretary

0101000000