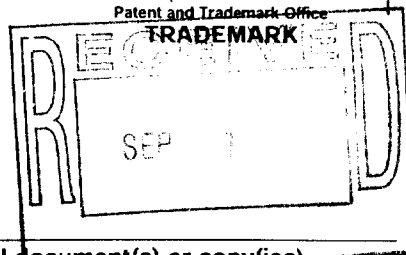


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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Submission Type

- 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
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

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)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

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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: 001961 FRAME: 0354

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"/>	<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" value="1828579"/>	<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.

Donald J. Hellwege

Name of Person Signing

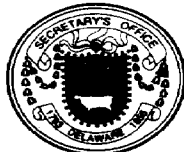
Signature

9/13/94

Date Signed

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 ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "WILTEL COMMUNICATIONS SYSTEMS, INC.", CHANGING ITS NAME FROM "WILTEL COMMUNICATIONS SYSTEMS, INC." TO "WILLIAMS TELECOMMUNICATIONS SYSTEMS, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF FEBRUARY, A.D. 1995, AT 10 O'CLOCK A.M.



0659101 8100

991376062

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 9962506

DATE: 09-09-99

TRADEMARK
REEL: 001961 FRAME: 0356

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

* * * * *

WILTEL COMMUNICATIONS SYSTEMS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Corporation, by unanimous written consent dated January 31, 1995, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Corporation:

RESOLVED that the Certificate of Incorporation of WILTEL COMMUNICATIONS SYSTEMS, INC. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

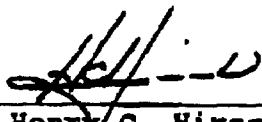
"FIRST: The name of the Corporation is:
WILLIAMS TELECOMMUNICATIONS SYSTEMS, INC."

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given unanimous written consent to said amendment in accordance with the provisions of section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said WITEL COMMUNICATIONS SYSTEMS, INC. has caused this certificate to be signed by Henry C. Hirsch, its President, and attested by David M. Higbee, its Assistant Secretary, this 31st of January, 1995.

WITEL COMMUNICATIONS SYSTEMS, INC.

By: 
Henry C. Hirsch
President

ATTEST:

By: _____
David M. Higbee
Assistant Secretary

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CONSENT TO ACTION
TAKEN BY THE
SOLE STOCKHOLDER OF
WILTEL COMMUNICATIONS SYSTEMS, INC.

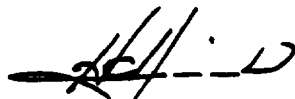

The undersigned corporation, being the owner and holder of all of the outstanding stock of WILTEL COMMUNICATIONS SYSTEMS, INC. (hereinafter called the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, and being entitled to vote upon a proposed amendment to the Certificate of Incorporation of said Corporation, waives the holding of a Special Meeting of Stockholders for voting in respect to such action and HEREBY GIVES WRITTEN CONSENT, pursuant to Section 228 of the General Corporation Law of the State of Delaware, to the following resolution, which shall amend the Certificate of Incorporation of said Corporation; and the undersigned further authorizes and empowers the proper officers of said Corporation to execute all instruments and perform all acts to effect such amendment to the Certificate of Incorporation.

RESOLVED that the Certificate of Incorporation of WILTEL COMMUNICATIONS SYSTEMS, INC. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the Corporation is:
WILLIAMS TELECOMMUNICATIONS SYSTEMS, INC."

January 31, 1995

WTG HOLDINGS, INC.

By 
Executive Vice President
And 
Assistant Secretary

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