

10-18-1999

TRADEMARKS ONLY

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1 Trademarks copy thereof.

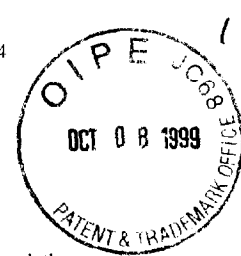
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receiving an interest:

1. Name of Party(ies) conveying an interest: Dale, Gesek, McWilliams & Sheridan, Inc. 1025 Briggs Rd., Suite 100 Mt. Laurel, New Jersey 08054

Name: DGM&S Telecom, Inc.

Address: 1025 Briggs Rd., Suite 100 Mt. Laurel, New Jersey 08054



10-8-99

Entity:

Entity:

- [] Individual(s) [] Association [] General Partnership [] Limited Partnership [X] Corporation - New Jersey [] Other

- [] Individual(s) [] Association [X] Corporation - New Jersey [] General Partnership [] Limited Partnership [] Other

Citizenship

3. Interest Conveyed:

- [] Assignment [X] Change of Name [] Security Agreement [] Merger [] Other

If not domiciled in the United States, a domestic representative designation is attached:

- [] Yes [X] No

(The attached document must not be an assignment)

Execution Date - December 8, 1998

4. Application number(s) or registration number(s). Additional sheet attached? [] Yes [X] No

A. Trademark Application No.(s) 75/561.035 75/329.383

B. Trademark Registration No.(s) 2,231,206

5. Please mail documents back to:

Paul W. Kruse Pillsbury Madison & Sutro LLP 1100 New York Avenue, N.W. Washington, D.C. 20005-3918

6. Number of applications and registrations involved: 3

7. Amount of fee enclosed: \$ 90.00

8. If above amount is missing or inadequate, charge deficiency to our Deposit Account No. 03-3975 under Order No. 71341 / 263721 C# M#

10/18/1999 DNGUYEN 00000051 7556.1035

DO NOT USE THIS SPACE

01 FC:481 40.00 DP 02 FC:482 50.00 DP

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.

Handwritten signature

Table with 2 columns: Description (Total number of pages including cover sheet, attachments and document. (excluding duplicate cover sheet)) and Value (2)

Signature

Attorney: Paul W. Kruse

Date: October 8, 1999

Atty/Sec: PWK:tch

Tel: (202) 861-3613

Fax: (202) 822-0944

NO30 9/1996

File in DUPLICATE with post card receipt

TRADEMARK REEL: 001975 FRAME: 0274


**CERTIFICATE REQUIRED TO BE FILED
WITH THE
RESTATED CERTIFICATE OF INCORPORATION
OF
DALE, GESEK, McWILLIAMS & SHERIDAN, INC.**

Pursuant to Section 14A:9-5(5) of the New Jersey Business Corporation Act (the "NJBCA"), the undersigned corporation hereby executes following certificate:

1. The name of the corporation is Dale, Gesek, McWilliams & Sheridan, Inc.
2. The attached Amended and Restated Certificate of Incorporation (the "Restatement") was approved by the directors and thereafter duly adopted by the sole shareholder of the corporation on the 8th day of December, 1998.
3.
 - A. The number of shares outstanding and entitled to vote upon the Restatement was 1,000 shares of common stock.
 - B. In lieu of a meeting and vote of shareholders and in accordance with the provisions of Section 14A:5-6 of the NJBCA, the Restatement was adopted by the sole shareholder of the corporation without a meeting and by written consent.
4. The Restatement restates and integrates and further amends the Certificate of Incorporation of this corporation by:
 - A. changing the name of the corporation to "DGM&S TELECOM, INC.";
 - B. changing the registered agent to Shawn Osborne;
 - C. increasing the number of shares of common stock that the corporation is authorized to issue to one hundred million (100,000,000) and providing for ten million (10,000,000) shares of undesignated stock of which the Board of Directors is authorized to determine the designations, numbers, relative rights, preferences and limitations;
 - D. expressly providing that the Board of Directors may make, alter and repeal by-laws of the corporation;
 - E. providing for certain limitations on the liability of an officer or director to the corporation or its shareholders; and
 - F. providing for indemnification of certain persons by the corporation.

Dated this 8th day of December, 1998.

DALE, GESEK, McWILLIAMS &
SHERIDAN, INC.

By: 
Name: Shawn Osborne
Title: President

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